



## INVESTMENT MANAGERS ASK INVESTMENT MANAGERS LIMITED

Our Company was incorporated as 'ASKRJ Investment Management Private Limited' on August 9, 2004, as a private limited company under the Companies Act, 1956 ("Companies Act 1956"), at Mumbai, with a certificate of incorporation granted by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). Pursuant to a resolution of our Board of Directors dated December 19, 2006 and a resolution of our shareholders dated March 24, 2007, the name of our Company was changed to 'ASK Securities Management Private Limited' and a fresh certificate of incorporation was issued upon a change of name by the RoC on April 18, 2007. Further, pursuant to a resolution of our Board of Directors dated November 8, 2007 and a resolution of our shareholders dated December 24, 2007, the name of our Company was changed to 'ASK Investment Managers Private Limited' and a fresh certificate of incorporation was issued upon a change of name by the RoC on January 31, 2008. Subsequently, pursuant to a resolution passed by our shareholders on July 14, 2018 and a fresh certificate of incorporation issued by the RoC on July 26, 2018 our Company was converted to a public limited company and our name was changed to 'ASK Investment Managers Limited'. For details in relation to the brief history of our Company and the changes in name and registered office of our Company, see "History and Certain Corporate Matters" on page 179.

**Corporate Identity Number:** U65993MH2004PLC147890

**Registered and Corporate Office:** Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra, India

**Tel:** (91 22) 6652 0000 **Fax:** (91 22) 6652 5620

**Contact Person:** Mr. Lalatendu Acharya, Company Secretary and Compliance officer **Tel:** (91 22) 6646 0006

**E-mail:** cosec@askgroup.in; **Website:** www.askinvestmentmanagers.com

### OUR PROMOTERS: MR. ASH KOTICHA AND MR. SAMEER KOTICHA

**INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") OF ASK INVESTMENT MANAGERS LIMITED ("OUR COMPANY" OR "THE COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF UP TO ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 6,000 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF (i) UP TO 13,569,405 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY AI GLOBAL (THE "INVESTOR SELLING SHAREHOLDER") AND (ii) UP TO 4,400,000 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY MR. SAMEER KOTICHA (THE "PROMOTER SELLING SHAREHOLDER"), AND SUCH EQUITY SHARES OFFERED BY THE INVESTOR SELLING SHAREHOLDER AND THE PROMOTER SELLING SHAREHOLDER, RESPECTIVELY, THE "OFFER FOR SALE" AND SUCH SHAREHOLDERS OFFERING THEIR RESPECTIVE EQUITY SHARES IN THE OFFER FOR SALE ARE COLLECTIVELY HEREINAFTER REFERRED TO AS THE "SELLING SHAREHOLDERS". THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 100 MILLION FOR ELIGIBLE EMPLOYEES (DEFINED HEREINAFTER) ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE NET OFFER. THE OFFER AND THE NET OFFER WILL CONSTITUTE [●] % AND [●] %, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE DETAILS OF ANY DISCOUNT TO THE ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION (THE "EMPLOYEE DISCOUNT") SHALL BE DISCLOSED IN THE RED HERRING PROSPECTUS PRIOR TO FILING IT WITH THE ROC.**

**OUR COMPANY MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS"), CONSIDER A PRIVATE PLACEMENT OF UP TO 4,395,865 EQUITY SHARES FOR CASH CONSIDERATION AGGREGATING UP TO ₹ 3,000 MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS COMPLETED, THE NUMBER OF EQUITY SHARES ISSUED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO A MINIMUM NET OFFER SIZE OF 10% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY BEING OFFERED TO THE PUBLIC.**

**THE PRICE BAND, DISCOUNT, IF ANY, AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS, IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST FIVE WORKING DAYS PRIOR TO THE OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"), AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSES OF UPLOADING ON THEIR RESPECTIVE WEBSITES.**

### THE FACE VALUE OF THE EQUITY SHARE IS ₹ 2 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF EQUITY SHARES

In case of a revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of the Price Band subject to the Bid/Offer Period not exceeding a total of 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to Self-Certified Syndicate Banks ("SCSBs"), the Registered Brokers, Registrar and Share Transfer Agents ("RTAs") and Collecting Depository Participants ("CDPs").

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), this is an Offer for at least 10% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process, in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein 50% of the Offer shall be allotted on a proportionate basis to Qualified Institutional Buyers (the "QIBs") (the "QIB Portion"), provided that our Company and the Selling Shareholders in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors, on a discretionary basis (the "Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors (the "Anchor Investor Allocation Price"). Post allocation to the Anchor Investors, the QIB Portion will be reduced by such number of Equity Shares. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer will 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. Further, up to [●] Equity shares will be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received at or above the Offer Price. All potential Bidders, other than the Anchor Investors are mandatorily required to participate in this Offer only through an Application Supported by Blocked Amount ("ASBA") process, providing details of their respective bank accounts in which the Bid amount will be blocked by the SCSBs. The Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "Offer Procedure" on page 530.

### RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 2 and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Offer Price (as determined and justified by our Company and the Selling Shareholders in consultation with the BRLMs in accordance with SEBI ICDR Regulations, and as stated in "Basis for Offer Price" on page 115) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their 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 the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 19.

### 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 Selling Shareholder, severally and not jointly, accepts responsibility for only such statements and undertakings specifically confirmed or undertaken by such Selling Shareholder in this Draft Red Herring Prospectus to the extent such statements specifically pertain to each Selling Shareholder and/or the Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, each Selling Shareholder does not assume any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to our Company, the other Selling Shareholder(s), or any other person(s) in this Draft Red Herring Prospectus.

### 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 the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of this Offer, [●] is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 630.

### BOOK RUNNING LEAD MANAGERS

### REGISTRAR TO THE OFFER

<b>JM Financial Limited</b> 7th Floor, Chery Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Maharashtra, India <b>Tel:</b> (91 22) 6630 3030 <b>Fax:</b> (91 22) 6630 3330 <b>Email:</b> askim ipo@jmf.com <b>Investor grievance email:</b> grievance.ibd@jmf.com <b>Website:</b> www.jmf.com <b>Contact Person:</b> Ms. Prachee Dhuri <b>SEBI Registration No.:</b> INM000010361	<b>Axis Capital Limited</b> 1st Floor, Axis House C 2 Wadia International Centre Pandurang Budhkar Marg Worli Mumbai 400 025 Maharashtra, India <b>Tel:</b> (91 22) 4325 2183 <b>Fax:</b> (91 22) 4325 3000 <b>Email:</b> askim.ipo@axiscap.in <b>Investor grievance email:</b> complaints@axiscap.in <b>Website:</b> www.axiscapital.co.in <b>Contact Person:</b> Ms. Mayuri Arya <b>SEBI Registration No.:</b> INM000012029	<b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Center G-Block C54 & 55, Bandra Kurla Complex, Bandra (East), Mumbai 400 098, Maharashtra India <b>Tel:</b> (91 22) 6175 9999 <b>Fax:</b> (91 22) 6175 9898 <b>Email:</b> ask.ipo@citi.com <b>Investor grievance email:</b> investors.cgmib@citi.com <b>Website:</b> www.online.citibank.co.in/rhtm/citigroup lobalscreen1.htm <b>Contact Person:</b> Mr. Dylan Fernandes <b>SEBI Registration No.:</b> INM000010718	<b>Nomura Financial Advisory and Securities (India) Private Limited</b> Ceejay House, Level 11 Plot F, Shivsagar Estate, Dr Annie Besant Road, Worli Mumbai 400 018, Maharashtra, India <b>Tel:</b> (91 22) 4037 4037 <b>Fax:</b> (91 22) 4037 4111 <b>Email:</b> askipo@nomura.com <b>Investor grievance email:</b> investorcomplains-in@nomura.com <b>Website:</b> www.nomuraholdings.com/company/grou p/asia/india/index.html <b>Contact Person:</b> Mr. Sandeep Baid / Mr. Vishal Kanjani <b>SEBI Registration No.:</b> INM000011419	<b>Link Intime India Private Limited</b> C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India <b>Tel:</b> (91 22) 4918 6200 <b>Fax:</b> (91 22) 4918 6195 <b>E-mail:</b> askim.ipo@linkintime.co.in <b>Investor grievance E-mail:</b> askim.ipo@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Contact Person:</b> Mr. Shanti Gopalakrishnan <b>SEBI Registration No.:</b> INR000004058

### BID/OFFER PERIOD

**BID/OFFER OPENS ON\***

**BID/OFFER CLOSING ON\*\***

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

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

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## SECTION I - GENERAL

### DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Draft Red Herring Prospectus, and references to any statute or regulations or policies or constitutional documents will include any amendments or re-enactments thereto, from time to time.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Tax Benefits”, “Industry Overview”, “Regulations and Policies in India”, “Financial Information”, “Outstanding Litigation and Material Developments” and “Part B” of “Offer Procedure”, will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act 1956, as superseded and substituted by notified provisions of the Companies Act 2013 (together the “Companies Act”), the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

#### General Terms

Term	Description
“the Company”, “our Company” or “the Issuer”	‘ASK Investment Managers Limited’, a company incorporated in India under the Companies Act 1956 with its registered and corporate office at Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra, India
“we”, “us” or “our”	Our Company (including the Original PMS Entity) together with our Subsidiaries

#### Company Related Terms

Term	Description
AI Global	AI Global Investments (Cyprus) PCC Limited – ASK Cell
AoA/Articles of Association or Articles	The articles of association of our Company
ASKCMPTE	ASK Capital Management Pte. Limited
ASKFO	ASK Family Office and Investment Advisers Private Limited
ASKFH	ASK Financial Holdings Private Limited
ASK Pravi	ASK Pravi Capital Advisors Private Limited
ASKPAS	ASK Property Advisory Services Private Limited
ASKPIA	ASK Property Investment Advisors Private Limited
ASKTS	ASK Trusteeship Services Private Limited
ASKWA	ASK Wealth Advisors Private Limited
Audit Committee	The audit committee of our Board constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act 2013. For details, see “ <b>Management</b> ” on page 194
Auditors/ Statutory Auditors	B S R & Co. LLP, Chartered Accountants
Board/ Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
Company Secretary	Mr. Lalatendu Acharya
Compliance Officer	Mr. Lalatendu Acharya
Director(s)	The director(s) on our Board as disclosed in “ <b>Management</b> ” on page 194
Equity Shares	The equity shares of our Company having a face value of ₹ 2 each
ESAR 2018	ASK Investment Managers Limited - Employee Stock Appreciation Rights Plan 2018
ESOP 2012	ASK Investment Managers Limited - Employee Stock Option Scheme - ESOP 2012
ESOP 2014	ASK Investment Managers Limited - Employee Stock Option Scheme - ESOP 2014
ESOP Schemes	The employee stock option plan, namely, (i) ASK Investment Managers Limited - Employee Stock Option Scheme - ESOP 2012, (ii) ASK Investment Managers Limited - Employee Stock Option Scheme - ESOP 2014, and (iii) ASK Investment Managers Limited - Employee Stock Appreciation Rights Plan 2018, established by our Company and as described in “ <b>Capital Structure</b> ” on page 88
Executive Director	Mr. Sunil Rohokale and Mr. Bharat Shah
Group Companies	The group companies of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board in terms of the Materiality Policy and described in “ <b>Promoters and Group Companies</b> ” on page 210

Independent Director	A non-executive, independent Director of our Company, as per the Companies Act, 2013 and the SEBI Listing Regulations
Investor Selling Shareholder	AI Global
IPO Committee	IPO committee of our Board constituted pursuant to the resolution of our Board dated July 27, 2018
KMP/ Key Management Personnel	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act 2013 and as described in “ <b>Management</b> ” on page 194
Managing Director and Chief Executive Officer	Mr. Sunil Rohokale
Materiality Policy	The policy adopted by our Board in its meeting dated July 27, 2018 for determining (i) Group Companies; (ii) outstanding material litigation involving our Company, Subsidiaries, Directors, Promoters and Group Companies; and (iii) outstanding dues to creditors in respect of our Company, in terms of the SEBI ICDR Regulations for the purposes of disclosure in the offer documents. For further details, see “ <b>Promoters and Group Companies</b> ” and “ <b>Outstanding Litigation and Other Material Developments</b> ” on pages 210 and 487, respectively
MoA/Memorandum of Association	The memorandum of association of our Company
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act 2013. For details, see “ <b>Management</b> ” on page 194
Offered Shares	Up to 17,969,405 Equity Shares being offered by the Selling Shareholders in the Offer for Sale
Original PMS Entity	The entity originally incorporated as ‘ASK Raymond James Securities (I) Limited’ on March 28, 1994 under the Companies Act 1956, which has held a portfolio manager registration under the SEBI PMS Regulations since January 9, 1995
Promoters	Mr. Asit Koticha and Mr. Sameer Koticha
Promoter Group	Following persons and entities which constitute the promoter group of our Company pursuant to Regulation 2 (1)(zb) of the SEBI ICDR Regulations: <ul style="list-style-type: none"> <li>A. Individuals: <ul style="list-style-type: none"> <li>a) Ms. Bela Ashok Vora;</li> <li>b) Mr. Jatin Koticha;</li> <li>c) Ms. Kanan Koticha;</li> <li>d) Ms. Kavita Shah;</li> <li>e) Mr. Kishorebhai Koticha;</li> <li>f) Mr. Kumar Shah;</li> <li>g) Ms. Leena Sameer Koticha;</li> <li>h) Mr. Monik Koticha;</li> <li>i) Ms. Pramoda Koticha;</li> <li>j) Mr. Preet Koticha;</li> <li>k) Mr. Rushbh Sheth;</li> <li>l) Mr. Sandip Shah;</li> <li>m) Mr. Shalin Koticha;</li> <li>n) Ms. Sneh Koticha Contractor;</li> <li>o) Ms. Varsha Ghelani;</li> <li>p) Ms. Vasanti Vinodrai Sheth; and</li> <li>q) Ms. Vimala Shah.</li> </ul> </li> <li>B. Entities: <ul style="list-style-type: none"> <li>a) Aadhya Buildcon Private Limited,</li> <li>b) Aahana Realty Private Limited;</li> <li>c) Aaradhna Enterprises LLP;</li> <li>d) AKK Financial Advisory Services Private Limited;</li> <li>e) Anand Housing Finance Private Limited;</li> <li>f) Asit Koticha Foundation;</li> <li>g) Asit Koticha HUF;</li> <li>h) ASK Securities Advisory Services Private Limited;</li> <li>i) Ayuddha Builders and Developers Private Limited;</li> <li>j) Blossom Realty Private Limited;</li> <li>k) Chanakya Mitra Mantrana Private Limited;</li> <li>l) CIPL Resurge Private Limited;</li> <li>m) Daiwik Developers Private Limited;</li> <li>n) Dhayana Buildcon Private Limited;</li> </ul> </li> </ul>

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- o) Diksha Developers Private Limited;
  - p) Eshita Buildcon Private Limited;
  - q) Fortress Advisors LLP;
  - r) Fortress Advisory Services Private Limited;
  - s) Fortress Constructions Private Limited;
  - t) Fortress Ventures LLP;
  - u) Fortress Welfare Foundation;
  - v) FRIN Beauty Private Limited;
  - w) Ishani Janki Developers LLP.
  - x) Ishani Realty Private Limited;
  - y) Ispita Realty Private Limited;
  - z) Jatin Koticha HUF;
  - aa) JCB Salons Private Limited;
  - bb) Jyotsna Realty Private Limited;
  - cc) Karma Capital Advisors Private Limited;
  - dd) Lily Realty Private Limited;
  - ee) Madhuli Housing and Finance Company Limited;
  - ff) Maika Realty Private Limited;
  - gg) Nivara Home Finance Limited;
  - hh) Opel Holdings Private Limited;
  - ii) Pashmina Buildcon Private Limited;
  - jj) Pashmina Builders & Developers Private Limited;
  - kk) Pashmina Developers Private Limited;
  - ll) Pashmina Realty Private Limited;
  - mm) Practus Advisors Inc.
  - nn) Pratyush Realty Private Limited;
  - oo) Prusti Developers Private Limited;
  - pp) Prutha Realty Private Limited;
  - qq) Purabi Developers Private Limited;
  - rr) Sameer Koticha HUF;
  - ss) Shambhavi Realty Private Limited;
  - tt) Shashwati Realty Private Limited;
  - uu) Sneha Realty Private Limited;
  - vv) Stuti Realty Private Limited;
  - ww) Suchi Builders and Developers Private Limited;
  - xx) Swarit Realty Private Limited;
  - yy) Transven Lifestyle Management Private Limited;
  - zz) Varnika Realty Private Limited; and
  - aaa) Wealth Tree Advisors Private Limited.

Promoter Shareholder	Selling	Mr. Sameer Koticha
Registered and Corporate Office	Corporate	The registered office and corporate office of our Company, situated at Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra, India
Registrar of Companies/RoC		Registrar of Companies, Maharashtra at Mumbai. For further details, see “ <b>General Information</b> ” on page 79
Restated Financial Information	Consolidated	(a) Restated Ind AS consolidated financial information which comprises the restated Ind AS consolidated summary statement of assets and liabilities as at March 31, 2018, 2017 and 2016, the restated Ind AS consolidated summary statement of profit and loss, the restated Ind AS consolidated summary statement of cash flows and the restated Ind AS consolidated summary statement of changes in equity for each of the years ended March 31, 2018, 2017 and 2016, read together with summary of significant accounting policies, annexures and notes thereto; and (b) the restated Previous GAAP consolidated financial information which comprises the consolidated summary statement of assets and liabilities as at March 31, 2015 and 2014, the restated Previous GAAP consolidated summary statement of profit and loss, and the restated Previous GAAP consolidated summary statement of cash flows for each of the years ended March 31, 2015 and March 2014 read together with the summary of significant accounting policies, the annexures and notes thereto, which are included in “ <b>Financial Information</b> ” on page 219
Restated Information	Financial	Together, the Restated Consolidated Financial Information and the Restated Standalone Financial Information
Restated Standalone Financial Information		(a) Restated Ind AS standalone financial information which comprises the restated Ind AS standalone summary statement of assets and liabilities as at March 31, 2018, 2017 and 2016, the restated Ind AS standalone summary statement of profit and loss, the restated Ind AS standalone summary statement of cash flows and the restated Ind AS standalone summary statement of changes in equity for each of the years ended March 31, 2018, 2017 and 2016,

	read together with summary of significant accounting policies, annexures and notes thereto; and (b) the restated Previous GAAP standalone financial information which comprises the standalone summary statement of assets and liabilities as at March 31, 2015 and 2014, the restated Previous GAAP standalone summary statement of profit and loss, and the restated Previous GAAP standalone summary statement of cash flows for each of the years ended March 31, 2015 and March 2014 read together with the summary of significant accounting policies, the annexures and notes thereto, which are included in “ <i>Financial Information</i> ” on page 219
Sameer Koticha Family Sellers	Ms. Leena Koticha, Mr. Monik Koticha, Mr. Shalin Koticha and Ms. Vami Koticha
Selling Shareholders Sherlockal	Together, the Investor Selling Shareholder and the Promoter Selling Shareholder Sherlockal Holdings Limited
SPA I Sellers	Mr. Ajay Madhani, Mr. Amit Bhagat, Mr. Asit Koticha, Mr. Bharat Shah, Mr. Gaurav Misra, Mr. Himanshoo Bohara, Mr. Prateek Agrawal, Mr. Rajesh Saluja, Mr. Sameer Koticha, Mr. Sandeepkumar Zanvar, Mr. Sumit Jain and Mr. Sunil Rohokale
SPA II Sellers	Mr. Ajay Madhani, Mr. Amit Bhagat, Mr. Asit Koticha, Mr. Bharat Shah, Mr. Gaurav Misra, Mr. Himanshoo Bohara, Mr. Prateek Agrawal, Mr. Rajesh Saluja, Mr. Sameer Koticha, Ms. Leena Koticha, Mr. Monik Koticha, Ms. Vami Koticha, Mr. Shalin Koticha, Mr. Sandeepkumar Zanvar, Mr. Sumit Jain and Mr. Sunil Rohokale
Stakeholders Committee	Relationship The stakeholders relationship committee of our Board constituted in accordance with Regulation 20 of the SEBI Listing Regulations. For details, see “ <i>Management</i> ” on page 194
Subsidiaries	The subsidiaries of our Company as disclosed in “ <i>History and Certain Corporate Matters – Subsidiaries of our Company</i> ” on page 182

## Offer Related Terms

Term	Description
Acknowledgment Slip	The slip or document issued by the Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotted/Allotment/Allot	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares offered by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Escrow Account(s)	Account(s) opened with Anchor Escrow Bank for the Offer and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Anchor Escrow Bank(s)	The bank(s) which is/are clearing members and are registered with the SEBI as an escrow bank, with whom the Anchor Escrow Accounts in relation to the Offer for Bids by Anchor Investors will be opened, in this case being [●]
Anchor Investor	A QIB, who applies under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Allocation Price	The price at which allocation is done to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company and the Selling Shareholders, in consultation with the BRLMs
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 the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be a price 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 and the Selling Shareholders, in consultation with the BRLMs
Anchor Investor Portion	Up to 60% of the QIB Category, which may be allocated by our Company and Selling Shareholders in consultation with the BRLMs, to Anchor Investors, on a discretionary basis, in accordance with SEBI ICDR Regulations. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation price
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by a Bidder (other than Anchor Investors) to make a Bid authorizing the relevant SCSB to block the Bid Amount in the relevant ASBA Account

<b>Term</b>	<b>Description</b>
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than a Bid by an Anchor Investor)
ASBA Form	An application form, whether physical or electronic, used by Bidders bidding through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis Capital	Axis Capital Limited
Banker(s) to the Offer	Anchor Escrow Bank(s), the Public Offer Account Bank(s) and the Refund Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in “ <i>Offer Procedure</i> ” on page 530
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder (other than an Anchor Investor) or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to subscribe for or purchase our 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
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context may require
Bid Lot	[●] Equity Shares
Bid/Offer Closing Date	Except in relation to Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids for the Offer, which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi regional daily newspaper, Marathi being the regional language of Maharashtra, where our Registered office is located) and in case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the Syndicate Members, as required under the SEBI ICDR Regulations. Our Company and the Selling Shareholders, in consultation with the BRLMs may decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, subject to the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi regional daily newspaper, Marathi being the regional language of Maharashtra, where our Registered office is located) and in case of any revisions, the extended Bid/Offer Opening Date shall also be notified on the websites and terminals of the Syndicate Members, as required under the SEBI ICDR Regulations
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 prospective Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus
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, and includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process as described in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Manager(s)/ BRLM(s)	The book running lead managers to the Offer, in this case being JM Financial, Axis Capital, Citi and Nomura
Broker Centres	Broker centres of the Registered Brokers, where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms. 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
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor 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
Cash Escrow Agreement	Agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Anchor Escrow Bank, the Public Offer Account Bank and Refund Bank for collection of the Bid Amounts and where applicable remitting refunds, if any, to the Anchor Investors, on the terms and conditions thereof

<b>Term</b>	<b>Description</b>
Citi	Citigroup Global Markets India Private Limited
Client ID	Client identification number of the Bidder's beneficiary account
Collecting Depository Participants/CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered under Section 12 (1A) of the SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	The Offer Price finalised by our Company and the Selling Shareholders, in consultation with the BRLMs  Only Retail Individual Bidders and Eligible Employees under the Employee Reservation Portion are entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidders' address, names of the Bidders' father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Form used by Bidders (other than Anchor Investors), a list of which is available at the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> ) and updated from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges and updated from time to time
Designated Date	The date on which the Anchor Escrow Bank(s) transfer funds from the Anchor Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus following which our Board of Directors (or a duly constituted committee thereof) shall Allot Equity Shares to successful Bidders in the Fresh Issue and the Selling Shareholders may give delivery instructions for the transfer of the respective Offered Shares
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the Bidders (other than Anchor Investors), in relation to the Offer
Designated RTA Locations	Such centres of the RTAs where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchanges ( <a href="http://www.nseindia.com">www.nseindia.com</a> and <a href="http://www.bseindia.com">www.bseindia.com</a> ) and updated from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/DRHP	This draft red herring prospectus dated August 6, 2018, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which our Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible NRI	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 constitutes an invitation to subscribe for the Equity Shares
Eligible Employee	All or any of the following:  (a) a permanent and full time employee of our Company or of any of our Subsidiaries (excluding such employees 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 an employee of our Company or of any of our Subsidiaries until the submission of the Bid cum Application Form, and is based, working and present in India as on the date of submission of the Bid cum Application Form; and  (b) a director of our Company or of any of our Subsidiaries, whether a whole time director, part time director or otherwise, (excluding such directors who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing the Red Herring Prospectus with the RoC and who continues to be a director of our Company or any of our Subsidiaries, as applicable until the submission of the Bid cum Application Form and is based and present in India as on the date of submission of the Bid cum Application Form.
Employee Reservation Portion	The portion of the Offer, being [●] Equity Shares, aggregating up to ₹ 100 million, which shall not exceed [●] % of the post-Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis
First/Sole Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bidders, whose name appears as the first holder of the beneficiary account held in joint names

Term	Description
Floor Price	The lower end of the Price Band, and any revisions thereof, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fresh Issue	Fresh issue of up to [●] Equity Shares aggregating up to ₹ 6,000 million to be issued by our Company
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 notified by SEBI and included in “Offer Procedure” on page 530
IPO	Initial public offering
JM Financial	JM Financial Limited
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
Minimum Promoters’ Contribution	Aggregate of 20% of the post-Offer equity share capital of our Company held by our Promoters, i.e. assuming exercise of all vested employee stock options, shall be provided towards minimum promoters’ contribution and locked-in for a period of three years from the date of Allotment, pursuant to Regulation 36(a) of SEBI ICDR Regulations
Monitoring Agency	[●]
Monitoring Agency Agreement	Agreement to be entered into between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the QIB Category (excluding the Anchor Investor Portion) or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer less the Employee Reservation Portion
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., gross proceeds of the Fresh Issue, less Offer Expenses to the extent applicable to the Fresh Issue
Net QIB Category	The QIB Category less the number of Equity Shares allocated to the Anchor Investors.
Nomura	Nomura Financial Advisory and Securities (India) Private Limited
Non-Institutional Category	The portion of the Offer, being not less than 15% of the Offer or [●] Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price
Non-Institutional Investors/NIIs	All Bidders, including Category III FPIs that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Offer	The initial public offer of up to [●] Equity Shares of face value of ₹ 2 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million, comprising: <ul style="list-style-type: none"> <li>(i) the Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 6,000 million</li> <li>(ii) Offer for Sale of 17,969,405 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders</li> </ul> <p>The Offer comprises the Net Offer and Employee Reservation Portion</p>
Offered Shares	Up to 17,969,405 Equity Shares being offered by the Selling Shareholders in the Offer for Sale
Offer Agreement	The agreement dated August 6, 2018, entered into among our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	Offer of up to [●] Equity Shares to be offered for sale/transfer by the Selling Shareholders pursuant to the Offer in terms of the Red Herring Prospectus and the Prospectus. For Further details, see “The Offer” on page 77.
Pre-IPO Placement	Up to 4,395,865 Equity Shares for cash consideration aggregating up to ₹ 3,000 million which may be undertaken by our Company, in consultation with the BRLMs, at its discretion in favour of such investors as permissible under applicable laws, to be completed prior to filing the Red Herring Prospectus with the RoC and the details of which, if completed, will be included in the Red Herring Prospectus. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Net Offer size of 10% of the post-Offer paid-up Equity Share capital of our Company being offered to the public
Offer Price	The final price at which Equity Shares will be Allotted to the successful Bidders (other than Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company and the Selling Shareholder, in consultation with the BRLMs in terms of the Red Herring Prospectus on the Pricing Date.

Term	Description
	Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus.
Price Band	Price band of the Floor Price of ₹ [●] and a Cap Price of ₹ [●], including any revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, and advertised in [●] editions of [●], a widely circulated English national daily newspaper, [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi regional daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located) at least five 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 websites
Pricing Date	The date on which our Company and the Selling Shareholders in consultation with the BRLMs shall finalize the Offer Price
Prospectus	The prospectus to be filed with the RoC for this Offer on or after the Pricing Date in accordance with the provisions of Sections 26 and 32 of the Companies Act 2013 and the SEBI ICDR Regulations, containing the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	The account(s) to be opened with the Banker(s) to the Offer under Section 40(3) of the Companies Act 2013 to receive monies from the Anchor Escrow Account(s) and the ASBA Accounts on the Designated Date
Public Offer Account Bank	The bank(s) with whom the Public Offer Account is opened for collection of Bid Amounts from the Anchor Escrow Accounts and ASBA Accounts on the Designated Date, in this case being [●]
QIB Category	The portion of the Offer, being 50% of the Offer or [●] Equity Shares to be Allotted to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company and the Selling Shareholders, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(zd) 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 SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares shall be Allotted and which shall be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	Account(s) opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank(s)	The Bankers to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 14, 2012, issued by SEBI
Registrar Agreement	The agreement dated August 6, 2018, entered into among 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 and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Offer	Link Intime India Private Limited
Retail Category	The portion of the Offer, being not less than 35% of the Offer or [●] Equity Shares, available for allocation to Retail Individual Investors, which shall not be less than the minimum Bid lot, subject to availability in the Retail Category
Retail Individual Investors/ RIIs	Bidders (including HUFs and Eligible NRIs) whose Bid Amount for Equity Shares in the Offer is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs bidding in the QIB category and Non-Institutional Investors bidding in the Non-Institutional category 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
Self-Certified Syndicate Banks or SCSBs	The banks registered with the SEBI which offer the ASBA facility and the list of which is available on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> ) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	Agreement to be entered into among the Selling Shareholders, our Company and a share escrow agent in connection with the transfer of the respective portion of Equity Shares being offered by

<b>Term</b>	<b>Description</b>
	the Selling Shareholders in the Offer for Sale portion of the Offer and credit of such Equity Shares to the demat account of the Allottees
Shareholders	Shareholders of our Company
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited
Syndicate Agreement	The agreement dated to be entered into amongst the members of the Syndicate, our Company and the Selling Shareholders in relation to the collection of Bid cum Application Forms by the Syndicate (other than Bids directly submitted to the SCSBs under the ASBA process and Bids submitted to the Registered Brokers at the Broker Centres)
Syndicate Members	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being [●]
Syndicate or members of the Syndicate	Collectively, the BRLMs and the Syndicate Members
Systemically Important Non-Banking Financial Company	A non-banking financial company registered with the Reserve Bank of India and having a net worth of more than ₹ 5,000 million as per the last audited financial statements
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among our Company, the Selling Shareholders and the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC.
Working Day(s)	All days, excluding second and fourth Saturdays of the month, Sundays and public holidays, on which commercial banks in Mumbai are open for business, except with reference to (i) announcement of Price Band and Bid/Offer Period, where working day shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in Mumbai; and (ii) for the time period between the Bid / Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, it shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016
Wilful Defaulter(s)	Wilful Defaulter as defined under Regulation 2 (1) (zn) of the SEBI ICDR Regulations

### Conventional and General Terms and Abbreviations

<b>Term</b>	<b>Description</b>
AGM	Annual general meeting
AIF(s)	Alternative Investment Funds
AMFI	Association of Mutual Funds in India
Banking Regulation Act	Banking Regulation Act, 1949
Bn/bn	Billion
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I FPIs	FPIs registered as category I FPIs under the SEBI FPI Regulations
Category II FPIs	FPIs registered as category II FPIs under the SEBI FPI Regulations
Category III FPIs	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the notified sections) and the Companies Act 2013
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the notified sections)
Companies Act 2013	Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The extant consolidated FDI Policy, issued by the DIPP, and any modifications thereto or substitutions thereof, issued from time to time (currently, the Consolidated FDI Policy effective from August 28, 2017)
Copyright Act	Copyright Act, 1957
CSR	Corporate social responsibility
CSR Policy	Corporate social responsibility policy as specified in Schedule VII of Companies Act, 2013
Depositories Act	Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DGFT	Director General of Foreign Trade
DIN	Director Identification Number

<b>Term</b>	<b>Description</b>
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DoIT	Department of Information Technology, Ministry of Electronics and Information Technology, Government of India
DP ID	Depository Participant's identity number
EBITDA	Earnings before interest, tax, depreciation and amortization
EBITDA Adjusted for Other Income	Earnings less other income before interest, taxes, depreciation and amortisation
EBITDA Adjusted for Other Income Margin	EBITDA Adjusted for Other Income divided by Revenue from Operations
EGM	Extraordinary general meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Financial year/Fiscal/FY	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 who has been registered pursuant to the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GBP	Great British Pound, the official currency of the United Kingdom
GDP	Gross Domestic Product
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
IEC	Importer-exporter code
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IMF	International Monetary Fund
Income Tax Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies Act 2013 and Companies (Indian Accounting Standard) Rules, 2015, as amended
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
IPO	Initial Public Offer
IRDA Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2000
IT	Information Technology
IT Act	Information Technology Act, 2000
IT Intermediary Rules	Information Technology (Intermediaries Guidelines) Rules, 2011
IT Security Rules	Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011
MAT	Minimum alternate tax
MCA	The Ministry of Corporate Affairs, Government of India
MEIT	Ministry of Electronics and Information Technology, Government of India
MICR	Magnetic Ink Character Recognition
Mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NAV	Net Asset Value
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI
NRE accounts	Non-Resident External accounts
NRI	Non-Resident Indian
NRO accounts	Non-Resident Ordinary accounts
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
ODI	Overseas Direct Investment

<b>Term</b>	<b>Description</b>
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
PAT Margin	PAT divided by total revenue
Patents Act	Patents Act, 1970
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
PMLA	The Prevention of Money Laundering Act, 2002
Portfolio Manager	A portfolio manager as defined under the Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993
Previous GAAP	Generally Accepted Accounting Principles in India
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RERA	Real Estate (Regulation and Development) Act, 2016
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on Net Worth
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI IA Regulations	Securities and Exchange Board of India (Investment Advisers) Regulations, 2013
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI PMS Regulation	Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993
SEBI Stock Brokers and Sub-brokers Regulations	Securities and Exchange Board of India (Stock Brokers and Sub-brokers) Regulations, 1992
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
SEZ	Special Economic Zones
SEZ Act	Special Economic Zones Act, 2005
SEZ Rules	Special Economic Zones Rules, 2006
SGD	Singapore Dollars, the official currency of Singapore
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademarks Act	Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. Investment Company Act	United States Investment Company Act of 1940
U.S. Person	Has the meaning ascribed to such term in Regulation S
U.S. Securities Act	United States Securities Act of 1933
U.S./ US/ USA/ United States	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI AIF Regulations, as the case may be

### Industry Related Terms

<b>Term</b>	<b>Description</b>
Affluent customers	Affluent customers are those who have investable asset base of ₹ 5 million to ₹ 50 million
AUM	Assets under management
AUA	Assets under advisory
AIF	Alternate investment funds set up pursuant to the SEBI AIF Regulations
CIO	Chief investment officer
CRISIL	CRISIL Limited

<b>Term</b>	<b>Description</b>
CRISIL Research	CRISIL Research Assessment of asset management, wealth advisory and distribution industry in India dated August 2018 by CRISIL
CLSS	Credit linked subsidy scheme
EMI	Equated monthly instalments
FOF	Fund of funds
HNI	High net worth individuals as those having investible assets of US\$1 million or more excluding primary residence, collectibles, consumables, and consumer durables
IBC	The Insolvency and Bankruptcy Code, 2016
IC	Investment committee
IRR	Internal rate of return
NBFC	Non-banking finance company
NCD	Non-convertible debenture
PMAY	Pradhan Mantri Awas Yojana
PMS	Portfolio management services
TER	Total expense ratio
Retail investors/mass affluents	Customers with less than ₹ 5 million of investable asset base.
REIT	Real estate investment trusts
SWOT	Strengths, weaknesses, opportunities and threats
UHNI	Ultra-high net worth individuals having an investable surplus of more than ₹ 250 million excluding primary residence, collectibles, consumables, and consumer durables

## 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 its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state government, as applicable.

All references herein to (i) “Singapore” are to the “Republic of Singapore”; (i) “USA”, “U.S.”, “United States” and “US” are to the United States of America; and (iii) “UK”, “U.K.”, “Great Britain” and “United Kingdom” are to the United Kingdom of Great Britain and Northern Ireland.

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

### Financial Data

Unless indicated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our Restated Standalone Financial Information as of and for the fiscals ended March 31, 2014, 2015, 2016, 2017 and 2018 and, our Restated Consolidated Financial Information as of and for the fiscals ended March 31, 2014, 2015, 2016, 2017 and 2018, and the respective notes, schedules and annexures thereto, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations and included elsewhere in this Draft Red Herring Prospectus.

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, so all references to a particular 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.

While for statutory reporting purposes, we have adopted Ind AS from April 1, 2017 onwards with a transition date of April 1, 2016, we have prepared our Restated Standalone Financial Information and the Restated Consolidated Financial Information for: (a) Fiscals 2018, 2017, 2016 in accordance with Ind AS and the Companies Act 2013 and then restated in accordance with SEBI ICDR Regulations and relevant guidance notes issued by ICAI; and (b) Fiscals 2015 and 2014 in accordance with Indian GAAP and the Companies Act 2013 and then restated in accordance with SEBI ICDR Regulations and relevant guidance notes issued by ICAI.

However, India has adopted the accounting standards converged with IFRS, and not IFRS. Ind AS, therefore, differs in certain significant respects from IFRS and other accounting principles and standards with which investors may be more familiar. We have not made any attempt to quantify the impact of IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of IFRS. If we were to prepare our financial information in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. The significant accounting policies applied in the preparation of our Restated Financial Information are set forth in “**Financial Information**” on page 219. Prospective investors should review the Indian GAAP and Ind AS accounting policies applied in the preparation of our restated financial information summarized in “**Financial Information**” on page 219 and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

Unless indicated otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Information.

Any percentage amounts, as set forth in “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” on pages 19, 159 and 463 of this Draft Red Herring Prospectus, respectively and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Information.

Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All 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 numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. 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 their respective sources.

### **Industry and Market Data**

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been derived from certain industry sources. Industry publications generally state that the information contained in such publications has been obtained from sources generally believed to be reliable, but their accuracy, adequacy or completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be made based on such information. Although we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by us, the Selling Shareholders, the BRLMs or any of our or their respective affiliates or advisors, and none of these parties makes any representation as to the accuracy of this information. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable with industry sources and publications, as they may base their information on estimates and assumptions that may prove to be incorrect.

The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon 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 market and industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "**Risk Factors**" on page 19, and accordingly investment decisions should not be based solely on such information.

There are no listed entities similar to our line of business and comparable to our scale of operations.

Additionally, we have commissioned a report titled "CRISIL Research Assessment of asset management, wealth advisory and distribution industry in India" dated August, 2018, prepared by CRISIL, for the purpose of confirming our understanding of the industry in connection with the Offer. Certain information in "**Summary of Industry**", "**Summary of Business**", "**Industry Overview**" and "**Our Business**" on pages 44, 50, 130 and 159 of this Draft Red Herring Prospectus have been obtained from CRISIL, which has issued the following disclaimer:

*"CRISIL Research, 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). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any 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. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of this Report. 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. ASK Investment Managers Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL's Ratings Division / CRISIL Risk and Infrastructure Solutions Ltd (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL's Ratings Division / CRIS. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval."*

Mr. Girish Paranjpe, one of our Independent Directors is also an independent director on the board of CRISIL.

### **Currency and Units of Presentation**

All references to "**Rupees**" or "**₹**" or "**Rs.**" are to Indian Rupees, the official currency of the Republic of India. All references to "**US\$**", "**U.S. Dollar**", "**USD**" or "**U.S. Dollars**" are to United States Dollars, the official currency of the United States. All references to "**GBP**" are to the Great Britain Pound, the official currency of Great Britain. All references to "**SGD**" are to the Singapore Dollars, the official currency of Singapore.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions. One million represents ‘10 lakhs’ or 1,000,000. Further, one billion represent ‘1,000 million’ or ‘1,000,000,000’. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in such respective sources.

### Exchange Rates

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

The exchange rates of certain currencies used in this Draft Red Herring Prospectus into Indian Rupees are provided below.

*(in ₹)*

Currency	Exchange rate as on March 28, 2018*	Exchange rate as on March 31, 2017	Exchange rate as on March 31, 2016	Exchange rate as on March 31, 2015	Exchange rate as on March 28, 2014**
1 USD	65.04	64.84	66.33	62.59	60.10
1 GBP	92.28	80.88	95.09	92.46	99.85
1 SGD	49.55	46.39	49.15	45.41	47.58

Source: RBI Reference Rate, Bloomberg

\* Exchange Rate as on March 28, 2018, as RBI Reference Rate is not available for March 29, 2018 and March 30, 2018 being public holidays and March 31, 2018 being a Saturday.

\*\* Exchange Rate as on March 28, 2014, as RBI Reference Rate is not available for March 29, 2014, March 30, 2014 and March 31, 2014 being a Saturday, a Sunday and public holiday, respectively.

## FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward looking statements include statements which can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “likely to”, “objective”, “plan”, “project”, “propose”, “will continue”, “seek to”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans, prospects or goals are also forward looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

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

- *our results of operations largely depend on the growth, value and composition of our AUM which may decline resulting in a decline in our fee income which could materially affect our financial performance and business prospects;*
- *underperformance of investment products in respect of which we provide asset management and wealth advisory and distribution services could lead to a loss of investors and reduction in our AUM;*
- *the regulations that apply to the industry in which we operate may change, which may adversely impact our results of operations;*
- *competition from existing and new market participants offering investment products could reduce our market share or put downward pressure on our fees;*
- *we depend on third-party distribution channels and other intermediaries, and problems with these distribution channels and intermediaries could adversely affect our business and financial performance;*
- *any concentration in our investment portfolio could have a material adverse effect on our business, financial condition and results of operations;*
- *if our techniques and processes for managing risks are ineffective, we may be exposed to material unanticipated losses;*
- *our business has grown consistently in the recent past and such growth might not continue;*
- *our property management and advisory business depends on the performance of the real estate market; and*
- *the growth of our AUM may be constrained by the unavailability of appropriate investment opportunities or if we close or discontinue some of our strategies, products and services.*

For a further discussion of factors that could cause our actual results to differ, see “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 19, 159 and 463, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be

materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as the statement based on them could prove to be inaccurate.

Neither our Company, nor our Directors, nor the Selling Shareholders, nor the Syndicate, nor any of their respective affiliates or associates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI ICDR requirements, our Company and the BRLMs will ensure that investors in India are informed of material developments until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer.

In accordance with requirements of SEBI, the Selling Shareholders shall ensure that investors in India are informed of material developments solely in relation to the statements and undertakings specifically confirmed (severally and not jointly) by the respective Selling Shareholders in relation to themselves or the Offered Shares in the Red Herring Prospectus from the date of the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. Further, in accordance with Regulation 51A of the SEBI ICDR Regulations, our Company may be required to undertake an annual update of the disclosures made in the Red Herring Prospectus and make it publicly available in the manner specified by SEBI.

## SECTION II - RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry and segments in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our businesses, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview” and “Management’s Discussions and Analysis of Financial Condition and Results of Operations” on pages 159, 130 and 463, respectively, as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

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

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, our financial information has been derived from our Consolidated Financial Information.*

### Internal Risk Factors

1. ***Our results of operations largely depend on the growth, value and composition of our AUM which may decline, resulting in a decline in our fee income which could materially affect our financial performance and business prospects.***

The significant majority of our revenue comes from asset management, advisory and other fees charged by us for the services we provide to our asset management clients. Our asset management, advisory and other fees for the financial years ended March 31, 2018, March 31, 2017, and March 31, 2016 were ₹ 3,739.67 million, ₹ 2,811.51 million and ₹ 1,880.14 million, respectively, representing 82.80%, 87.82% and 88.07% of our revenue from operations, respectively. These fees typically have both a fixed and a variable component (in the form of a performance fee, if the products performs better than a pre-specified 'hurdle rate'). Accordingly, any decrease in our AUM will cause a decline in our revenue from operations. The AUM may decline or fluctuate for various reasons, many of which are outside our control.

Factors that could cause our AUM to decline include the following:

- *Declines in the Indian equity markets:* Our strategies are primarily equity-focused and as such, equity investments make up a significant portion of our total AUM. Such equity investments are concentrated in Indian equity markets. As such, declines in Indian equity markets would cause the AUM managed by us to decline directly as the value of the securities in which we have advised investments declines, and indirectly as securities investment becomes less attractive for investors resulting in net AUM outflows or redemptions. The equity markets in India have been and may continue to be volatile and any such volatility will contribute to fluctuations in future AUM managed by us. We have experienced a decline in equity markets in the past during instances of market turmoil (for instance, during the global financial crisis in 2008) that led to significant outflows of investments that our clients had made.
- *Adverse market fluctuations and economic conditions:* Our business prospects, financial condition and results of operations are significantly affected by market fluctuations and general economic conditions, particularly macroeconomic conditions in India where we conduct most of our business and generate all of our revenue. Our business depends on consumer confidence

in the overall economy, as well as overall economic growth rates, household savings rates and consumer attitudes towards financial savings, in particular, within India. Adverse economic conditions or adverse market fluctuations in India or globally may affect our results of operations.

- *Changes in interest rates and defaults:* The value of fixed income securities may decline as a result of changes in interest rates, an issuer's actual or perceived creditworthiness or an issuer's ability to meet its obligations. Such declines would also result in a decline in our AUM.
- *Withdrawals or Fund Exits:* In response to market conditions, inconsistent or poor investment performance, the pursuit of other investment opportunities (including similar / better performing opportunities provided by competitors) or other factors, investors may reduce their investments in our products. Such reductions may lead to a decrease in our AUM, thereby adversely impacting our fee income.

2. ***Underperformance of investment products in respect of which we provide asset management and wealth advisory and distribution services could lead to a loss of investors and reduction in our AUM and adversely affect our results of operations and reputation.***

The investment products in respect of which we provide asset management and wealth advisory and distribution services may at any time not outperform either their relevant benchmarks, or similar investment products provided by our competitors, for many reasons. Many other investments, including in particular investments in equity, are subject to potential capital losses. The performance of any of such investment products will depend on a number of factors, the majority of which are outside our control and include market, economic and other conditions. Further, certain of our investment management agreements contain restrictions relating to our investment policies, for example limiting exposure concentrations in respect of certain asset classes, issuers or industries. Such restrictions may prevent us from implementing what we deem to be the best investment strategies, which could restrict the performance of our investments.

Such underperformance may have a number of negative effects on our business, including:

- existing investors may withdraw funds in favor of better performing products offered by our competitors, which would reduce the AUM of the strategies managed by us, resulting in reduced revenue from management fees;
- our ability to attract funds from new investors or incremental funds from existing investors may diminish;
- negative absolute investment performance will directly reduce the value of AUM of the strategies managed by us, resulting in reduced fee income; and
- limiting our ability to charge performance fees.

3. ***The regulations that apply to the industry in which we operate may change, which may adversely impact our results of operations.***

The investment product industry in India has benefitted from favorable regulation in the recent past (as well as change in regulation in the markets of competing asset classes such as physical asset investment), which has resulted in increased demand for our products and growth in AUM of the strategies managed by us.

It is possible that such regulations may change, or that new areas of regulation are introduced, any of which may affect either our business in particular or the investment product business as a whole. Such changes, as well as any regulation, including by the SEBI, in the future that would reduce or impose limits on fees and charges on our products and services or limit the commissions that can be paid to distributors, or any changes that withdraw or reduce incentives provided, may adversely affect our business, including AUM growth. For example, SEBI regulates the minimum ticket sizes of investments by our clients within our equity investment management and advisory segment at ₹2.5 million. An upward revision of any such ticket sizes may result in a decrease in the number of clients, thereby reducing our AUM and adversely impacting the financial results of our operations.

Further, SEBI issued consultation papers in October 2016, June 2017 and January 2018, which set out certain proposals with respect to amendments to the SEBI (Investment Advisers) Regulations, 2013, including (i) segregation between investment advisory and distribution/execution services; (ii) distribution of strategies by distributors; (iii) incidental advice by recognized intermediaries; (iv) changes in registration requirements for persons providing investment advice; and (v) regulating the activity of ranking mutual fund strategies. While the proposals are yet to be implemented, we cannot assure you that any of these proposals or other developments in the future will not impact our business structure, thereby impacting our business prospects, financial condition and results of operations.

4. ***Competition from existing and new market participants offering investment products could reduce our market share or put downward pressure on our fees.***

The financial services industry is rapidly evolving and intensely competitive. We expect competition to continue and intensify in the future. Low barriers to entry have also resulted in a large number of smaller participants entering the market. It is possible that there may in the future be consolidation in the market, amongst the smaller market participants, between such smaller participants and the larger participants, or between the larger participants. Any such consolidation may create stronger competitors in the market overall, or leave us at a competitive disadvantage.

We face significant competition from financial services companies seeking to attract HNIs' and UHNIs' financial assets. Many of our competitors offer a wide range of financial services to their clients, which places us at a relative disadvantage. Our competitors may receive client referrals from their affiliates and other departments that provide other financial services. Clients may find it convenient or reassuring to use one platform, or brand to meet all their financial services needs and may choose to give their business to our competitors on that basis. In addition, we rely on our own branches or depend on distributors for the sale of our products, which may require higher investment and operating expenses as compared to our peers. This puts us at a disadvantage and may adversely affect our market share and ability to grow our business. Further, disruption from digital platforms could have an adverse effect on our business model and the success of our services that we offer to our customers.

In the future, there may also be international competition in the Indian asset and wealth management market. This may change, in particular if the sector continues to grow and remain profitable, and competition from multi-national companies may be difficult for us to withstand if those companies have much larger customer bases and, in turn, lower costs of funds, larger branch networks, greater ability to withstand temporary low margins or losses, or more advanced technology. We also manage offshore funds through our subsidiary in Singapore and have a representative office in Dubai where we compete with several international companies in such regions.

Increased competition may result either in a decrease in market share, or force us to reduce our management fees or increase our client referral and marketing expenses so as to preserve our market share either of which would decrease our total revenue and, to the extent our expenses remained stable, our net revenue.

5. ***We depend on third-party distribution channels and other intermediaries, and problems with these distribution channels and intermediaries could adversely affect our business and financial performance.***

A significant portion of the AUM managed by us are attributable to clients who we access, directly or indirectly, through third-party intermediaries (for example foreign banks, Indian private banks and broking companies) known as distributors. Our ability to access clients is dependent on the distribution systems and client bases of these distributors. Our ability to access clients through distributors is subject to a number of risks, including:

- The arrangements we have with distributors may generally be terminated by the distributors for any reason (or no reason) on short notice. In the past, we have experienced distributors limit the sales of our products because of their negative view on our product strategies;
- Generally, distributors also offer similar products of our competitors to our existing and prospective clients and do not provide services for us on an exclusive basis;

- Distributors may provide better service to our competitors and promote their products to prospective clients instead of ours because of a more attractive compensation arrangement, or as a result of closer relationships with our competitors, or for other reasons;
- We may be unable to prevent "mis-selling" of our products and services by our distributors resulting in such products and services being purchased by customers without an informed understanding of associated risks, which may lead to litigation and adversely affect our business (including AUM) and reputation; and
- We may be liable for misrepresentations, inappropriate behavior, mistakes and negligent acts on the part of distributors while marketing or providing services for our products.

In addition, as of March 31, 2018, 45.09% of the Domestic AUM of our equity investment management and advisory was attributable to four external distributors and any failure to maintain such relationships could lead to a loss in AUM, thereby having a material adverse effect on our business prospects, financial condition and results of operation.

We also depend on referrals from investment consultants, financial planners and other professional advisors, as well as from our existing clients. Maintaining good relations with these intermediaries is key to attracting and retaining clients. Loss of any of the distribution channels afforded by distributors, and the inability to access clients through new distribution channels, could decrease AUM of the strategies managed by us and adversely affect our management fees and revenue.

We rely on distributors to maintain good relations with our clients. Distributors are often the link between us and the existing or prospective clients and therefore the manner in which the intermediaries conduct themselves, and market and service our products, may affect our reputation and business. Any failure on our part to continue our relationship with distributors or incentivize distributors appropriately may lead to a loss of business (including AUM) arising from such distributors, which could adversely affect our business and financial performance. Any misconduct, inappropriate behavior or negligent behavior on the part of any of our distributors while marketing our products or while providing any after-sales services may adversely affect our reputation and brand, which may lead to a decrease in AUM of the strategies managed by us and our revenue.

6. ***Any concentration in our investment portfolio could have a material adverse effect on our business, financial condition and results of operations.***

Events or developments that have a negative effect on any particular industry, asset class, group of related industries, country or geographic region may have a greater negative effect on the investment portfolio of our strategies and products to the extent that such portfolio are concentrated. These types of concentrations in the investment portfolios of our strategies and products could increase the risk that, in the event we experience a significant loss in any of these investments, our financial condition and results of operations would be materially and adversely affected. In particular, since the financial sector is significantly dependent on macroeconomic conditions, such concentration could have an adverse impact especially during periods of economic volatility. In addition, if we become subject to additional restrictions in future with regard to the asset classes that we are permitted to invest in, portfolio of our strategies and products may not be sufficiently diversified to mitigate the effects of potential concentration risk. For further details on the regulation of our investments, see "***Regulations and Policies in India***" on page 179.

A large portion of our Equity AUM is concentrated in a few strategies. For example, as of March 31, 2018, our top three equity-oriented strategy (based on AUM size) constituted 82.51% of our total domestic equity-oriented AUM. The performance of these strategies has a significant impact on our AUM and consequently our revenue. Underperformance by any of these strategies may have a disproportionate adverse impact on the AUM and our revenue.

7. ***If our techniques and processes for managing risks are ineffective, we may be exposed to material unanticipated losses.***

We are exposed to market risks such as liquidity risk, interest rate risk, credit risk, operational risk and legal risks. The effectiveness of our risk management is limited by the quality and availability of data. Our strategies and other investment products carry their own risks. We have established a system of risk

management and internal controls consisting of an organizational risk management framework, policies, risk management system tools and procedures that we consider appropriate for our business operations, and continue to enhance these systems. However, in case of any limitations in our risk management system, such as 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 to identify or mitigate our risk exposure in all market environments.

The information and experience data that we rely on may quickly become obsolete because of market and regulatory developments, and our historical data may not be able to adequately reflect risks that may emerge in the future. Management of operational, legal or regulatory risks require, among other things, policies and procedures to record and verify transactions and events, as well as internal control systems. Although we have established these policies and procedures, they may not be fully effective. Our business, financial condition and operations could be materially and adversely affected by the corresponding increase in our risk exposure and actual losses experienced as a direct or indirect result of failures of our risk management policies and internal controls. While our compensation, incentive plans and internal control systems do not encourage our employees and distributors to take excessive risks, they may make decisions that expose us to risks regardless of our internal control mechanisms. Any future expansion and diversification in our strategies or product offerings and investments will require us to continue to enhance our risk management and internal control capabilities. Our failure to timely adapt our risk management and internal control policies and procedures to our developing business could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

In order to manage the significant risks inherent in our business, we maintain effective policies, procedures and systems that enable us to identify, monitor and control our exposure to operational, legal and reputational risks. Our risk management policy may prove to be ineffective due to their design, implementation or insufficient scope, or as a result of the lack of adequate, accurate or timely information or otherwise. If our risk management efforts are ineffective, we could suffer losses that could have a material adverse effect on our financial condition or results of operation.

8. ***Our business has grown consistently in the recent past and such growth might not continue.***

Our business and AUM of the strategies managed by us have grown consistently in the recent past. Our Consolidated AUM grew from ₹ 157,701.65 million as of March 31, 2016 to ₹ 306,501.43 million as of March 31, 2018. Our total revenues from operation grew from ₹ 2,134.78 million for the financial year 2016 to ₹ 4,516.29 million for the financial year 2018. The historical results of our investment products should not be considered indicative of the future results of these products or any other products we may develop. Our investment products have benefitted during some periods from positive economic and market conditions while in other periods negative market conditions have adversely affected our products. We cannot assure you that our growth strategy will continue to be successful or that we will be able to continue to grow further, or at the same rate.

9. ***Our property management and advisory business depends on the performance of the real estate market.***

As part of our property management and advisory business, we have a number of real estate focused funds that invest in project SPVs that develop real estate projects. These projects are heavily dependent on the performance of, and the prevailing conditions affecting the real estate market in India generally. The real estate market in India may be affected by various factors outside our control, including:

- prevailing local economic, income and demographic conditions;
- availability of consumer finance (interest rates and eligibility criteria for loans);
- availability of and demand for properties;
- changes in governmental policies relating to zoning and land use;
- changes in applicable regulatory schemes; and
- the cyclical nature of demand for and supply of real estate.

These factors may result in fluctuations in real estate prices, which may negatively affect the demand for and the value of the projects of the property developers we have an interest in, and as a result, may materially and adversely affect our financial condition, results of operations and cash flows.

10. ***The growth of our AUM may be constrained by the unavailability of appropriate investment opportunities or if we close or discontinue some of our strategies, products and services.***

The ability of our investment teams to deliver strong investment performance (which will lead to growth in our AUM) depends largely on their ability to identify appropriate investment opportunities for our customers. If the investment teams are unable to identify appropriate investment opportunities for our existing and new customers on a timely basis, the investment performance of the product or strategy could be adversely affected, which in turn will adversely affect our revenue and results of operations. Our inability to continue to grow our AUM, maintain our overall growth levels while enhancing our customer's product portfolio, or discontinue some of our investment products, may adversely affect our market position and profitability.

11. ***We may not be able to attract and retain senior investment professionals and other personnel.***

Our performance depends largely on the efforts and abilities of our senior management and other key personnel, particularly our chief executive officer, our chief investment officers, our portfolio managers, our fund managers, our wealth relationship managers and our other investment professionals. For details in relation to the experience of our key management personnel, see "**Management**" on page 194 of this Draft Red Herring Prospectus. There is no guarantee that these individuals or any other members of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. Any such loss or vacancy could affect our operations thereby increasing expenses or leading to a decline in performance of the mutual funds advised by us and other businesses, or damage our reputation and therefore the attractiveness of our products to clients.

Further, the competition for professionals with the necessary experience, reputation and relationships in our industry is intense and we may not be successful in recruiting and retaining the required personnel that perform critical functions in our company. In addition, our investment professionals and senior sales and client service personnel have direct contact with our clients and certain distributors. If such personnel were to leave, they may seek to solicit our clients after termination of their employment, and therefore the loss of these personnel could also create a risk that we lose AUM.

We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. Such increases would increase our expenses, which without an equivalent increase in revenues, would reduce our profit after tax.

12. ***Grant of stock options and employee stock appreciation rights by our Company will result in a charge to our statement of profit and loss and will, to that extent, reduce our reported profits and lead to dilution in earnings per share in future periods.***

Our Company has framed and implemented two employee stock option schemes – the Employee Stock Option Scheme 2012 (the "ESOP 2012") and the Employee Stock Option Scheme 2014 (the "ESOP 2014" and together with ESOP 2012, the "Company ESOP Schemes") and one Employee Stock Appreciation Rights Scheme, 2018 ("Company ESAR Scheme" and together with the Company ESOP Schemes, the "ESOP Schemes").

As on date of this Draft Red Herring Prospectus, we have 18,541,212 outstanding stock options under the Company ESOP Schemes and 2,254,488 outstanding stock appreciation rights under the Company ESAR Scheme.

Grant of stock options and stock appreciation rights by our Company will result in a charge to our statement of profit and loss and will, to that extent, reduce our reported profits in future periods. Any issuance of the equity or equity-linked securities by us, including through exercise of employee stock options pursuant to the ESOP Schemes may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities.

Although the pre-Offer shareholding of the shareholders (except Equity Shares allotted pursuant to exercise of employee stock options) is subject to lock-in as per applicable provisions of the SEBI ICDR

Regulations, disposal of a large number of Equity Shares by any significant shareholder of our Company after the expiry of the lock-in periods could adversely affect the market price of the Equity Shares. Our employees may also choose to exercise the vested options and subsequently sell the Equity Shares upon listing. Any perception by investors that such issuances or sale might occur could also affect the trading price of the Equity Shares.

For further details, see “*Capital Structure – Employee Stock Option Plans*” on page 90 of this Draft Red Herring Prospectus.

13. ***Our Company, Subsidiaries, Directors, Promoters and Group Companies are involved in certain legal proceedings, which if determined adversely, may adversely affect our business, financial condition, results of operations and prospects.***

In the ordinary course of our business, our Subsidiaries, Promoters, Directors and Group Companies are involved in certain legal proceedings, pending at varying levels of adjudication at different fora. In this Draft Red Herring Prospectus, pending litigation involving our Company, our Subsidiaries, Promoters, Directors and Group Companies, other than criminal proceedings, statutory or regulatory actions and taxation matters, are considered material if the monetary amount of claim by or against the entity or person in any such pending matter the lower of 5 % of the total restated consolidated profit (after tax) or 1 % of the total restated consolidated revenue of the Company for such Fiscal, being ₹ 46.49 million for Fiscal 2018.

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

S. No.	Name of Entity	Criminal Proceedings	Material civil litigation	Tax proceedings	Statutory/Regulatory proceedings	Aggregate amount involved <sup>#</sup> (₹ in million)
<b>1. Company</b>						
	By the Company*	-	1	3	-	1,578.30
	Against the Company	-	-	5	-	25.13
<b>2. Directors (other than Promoter)</b>						
	By the Directors	-	-	-	-	-
	Against the Directors	-	-	-	-	-
<b>3. Promoters</b>						
	By the Promoters	-	1	-	-	586.60
	Against the Promoters	-	-	4	-	30.97
<b>4. Subsidiaries</b>						
	By the Subsidiaries	-	-	5	-	57.28
	Against the Subsidiaries	-	-	1	-	Non-quantifiable
<b>5. Group Companies</b>						
	By the Group Companies	-	-	-	-	Non-quantifiable
	Against the Group Companies	-	1	-	-	-
	<b>Total</b>	-	3	18	-	2,278.28 <sup>#</sup>

<sup>#</sup> to the extent quantifiable.

We cannot assure you that any of the outstanding legal or other proceedings will be settled favorably, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings could have an adverse effect on our business, financial condition, results of operations, and prospects.

For further details, see “*Outstanding Litigation and Other Material Developments*” on page 487 of this Draft Red Herring Prospectus.

14. ***We enter into investment agreements with our developer partners for our property investment management and advisory business. Breach by the developers of these agreements may result in adverse consequences for us.***

We enter into investment agreements with real estate developers through our funds, which govern the terms of our investments into real estate projects. A breach or non-performance of the terms of these agreements by the real estate developers may give rise to litigation and other adverse consequences for our property investment management and advisory business. Any adverse rulings in these proceedings or consequent actions by regulatory and other statutory authorities may require us to make payments or provisions for future payments, subject us to other liabilities, harm our reputation and consequently adversely affect our business, financial condition and results of operations.

15. ***Any delay in project exits in our property investment management and advisory business could adversely affect our financial condition.***

The profitability and performance of our property investment management and advisory business depends on our ability to make timely exits and realise profits from real estate projects that we have invested in. Any delay in such project exits could adversely impact the overall returns on project-specific investments, as well as the overall returns at the total fund level. In addition, such delays may also affect the amount we collect in performance fees, which could negatively impact our business, financial condition and results of operations.

16. ***When the tenure of a fund is completed, the proceeds may be distributed in specie, which could consist of securities or other investments for which there is no readily available public market. In such situations, this could have a negative impact on the collection of our performance fees from these funds.***

When the tenure of a fund is completed, the proceeds may be distributed to our investors in specie instead of in cash, which could consist of securities or other investments for which there is no readily available public market. In such situations, such in specie distribution of illiquid assets do not contribute to the collection of our performance fees since the value of the assets cannot be quantified. As a result, the lower performance fees collected on such products may materially impact our business and results of operations.

17. ***Any delay in the deployment of investor funds beyond the commitment period may lead to investors withdrawing funds which they had previously committed, resulting in a decrease in our AUM and corresponding fee income.***

If we fail to deploy investor funds in a timely manner, investors may decide to withdraw funds which they had previously committed once the initial commitment period expires. If the withdrawals are large, we may face a situation where we are unable to make optimal investment decisions due to the lack of funding and lump sum capital commitments. In addition, such significant outflows will result in a significant decrease in our AUM and corresponding fee income, thereby adversely affecting our business, financial performance and results of operations.

18. ***Delays or defaults in the payment of lump sum commitments towards our property investment management and advisory business may adversely affect our financial performance.***

Our property investment management and advisory business requires large upfront lump sum commitments from our clients. Any failure to make such payments on the respective due dates could result in a delay or even the cancellation of real estate projects, which may adversely impact our business, financial condition, results of operations and business prospects.

19. ***As the life of a fund reaches the end of its tenure, investors may be compelled to make a premature exit, thereby impacting the performance of the fund and our corresponding fee income.***

As the life of a fund reaches the end of its tenure, investors may be compelled to make a premature exit and withdraw the funds that they have invested in the fund if they take a view that a better rate of return on their investment may be generated elsewhere. A significant outflow of invested funds will negatively impact the performance of any, fund as well as contribute to the unpredictability of our revenues. This may in turn have an adverse effect on our business, financial condition and results of operations.

20. ***Any delay or failure to renew or maintain necessary regulatory approvals could adversely affect our business and operations.***

We require certain approvals, licenses, registrations and permissions for operating our business. For further details, see “*Regulations and Policies in India*” and “*Government and Other Approvals*” on pages 179 and 493, respectively of this Draft Red Herring Prospectus. The failure to obtain regulatory approvals from SEBI, RBI or Monetary Authority of Singapore (“MAS”) or renew licenses required in relation to our business, may materially affect our ability to carry on or conduct our business including regulatory sanctions, penalties and/or suspension. Further, any failure to obtain relevant licenses or to comply with the terms of any licenses that we are currently required to maintain, could subject us to penalties and restrict our ability to conduct certain lines of business.

21. ***Our investment management agreements, wealth advisory and distribution agreements and other business commitments may generally be terminated by our clients on little or no notice, making our future client and revenue base unpredictable.***

Investors that invest in funds managed or advised by us can terminate our role as investment managers. Although we charge an exit load for our domestic equity investment management and advisory services at a rate of 3%, 2% and 1% for withdrawals within the first, second and third years, respectively, clients to whom we provide equity investment management and advisory may still choose to terminate their agreements with us without assigning any reason by giving us prior written notice. Further, clients to whom we provide wealth advisory and distribution services may terminate their agreements with us without assigning any reason or giving us any prior notice.

If agreements to which a significant amount of AUM and/or revenue relate, individually or in the aggregate, are terminated, this could result in a significant decrease in AUM managed by us and our revenue.

22. ***We have contingent liabilities and commitments not provided for and our profitability may be adversely affected if any of these contingent liabilities materialize.***

The following table sets forth our contingent liabilities and commitments as of March 31, 2018:

<b>Particulars</b>	<b>As of March 31, 2018 (₹ in million)</b>
Income tax demand in respect of which the Group has preferred an appeal with higher authorities	82.41
Bank guarantee to the extent not provided for	0.92
Uncalled capital commitments in respect of AIFs	115.00
Estimated amounts of contracts remaining to be executed on capital account and not provided	1.16
<b>Total</b>	<b>199.49</b>

There can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current financial year or in the future. In the event, or to the extent, that any of our contingent liabilities is realized, it could have an adverse effect on our business, financial condition, results of operations, and prospects.

For further details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Outstanding Litigation and Other Material Developments*” on pages 463 and 487, respectively of this Draft Red Herring Prospectus.

23. ***Employee misconduct or failure of our internal processes or procedures could harm us by impairing our ability to attract and retain clients and subject us to significant legal liability and reputational harm.***

Our business is exposed to the risk of employee misconduct or the failure of our internal processes and procedures. For example, misconduct by employees could involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures and insurance coverage, we may be unable to adequately prevent or deter such activities in all cases. While we have been able to identify such issues in the past, there could be instances of fraud and misconduct by our employees, which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other

proceedings in connection with any such unauthorized transaction, fraud or misappropriation by our agents or employees, which could adversely affect our goodwill, business prospects and future financial performance. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such fraud or other misconduct.

In connection with our portfolio management services business, we have the discretion to trade client's assets on the clients' behalf and we must do so by acting in the best interest of the client. The policies and procedures we put in place to ensure such activities are undertaken in a professional and responsible fashion may not be followed, or be insufficient to ensure that any such failures do not take place. In the event that relevant standards are not met, we may suffer reputational damage or create client dissatisfaction.

24. ***Some of our corporate records relating to forms filed by us in the past with the RoC are not traceable.***

We are unable to trace copies of certain forms filed by us in the past with the RoC, in relation to changes in our issued, subscribed and paid up capital, and filing of schemes of amalgamation. In this regard, we have relied on other documents, data from the ministry of corporate affairs website to confirm the dates of the filings. Further, certain documents such as depositories slips relating to transfer of equity shares undertaken by our Promoters are also not traceable. While we believe that the forms were duly filed on a timely basis, we have not been able to obtain copies of the challans from the RoC. Therefore, we cannot assure you that we have adequately reflected all such requisite disclosures, or that we have not inadvertently omitted any clarification or additional information that we may have been in a position to disclose, had we been able to trace the complete set of documentation in relation thereto. Moreover, we cannot assure you that we will not undergo any regulatory scrutiny in the future, with respect to our compliance with the applicable form filing and related requirements, in connection with the foregoing.

25. ***Our business operations and client services are highly dependent on information technology.***

Our business is highly dependent on our communications and information systems. We are also dependent on the communication and information systems of our key service providers, which include various banks, brokers, depositories and custodians. Any failure or interruption of such systems, whether caused by fire, other natural disaster, power or telecommunications failure, acts of terrorism, a security breach, or war or otherwise, could have an adverse effect on our business operations.

Business operations may also be interrupted as a result of mistakes made in securities trading, the confirmation or settlement of transactions or from the improper recording of or accounting for transactions. We are highly dependent on our ability to process a large number of transactions on a daily basis, and rely on financial, accounting, trading, compliance and other data processing systems to do so. If any of these systems (or their back-up systems and procedures) do not function properly or are disabled, we could suffer financial loss under contracts for service provision, business disruption, liability to clients, regulatory intervention or damage to our reputation. We cannot be sure that a failure will not occur, or that back-up procedures and capabilities in the event of any such failure or interruption will be adequate.

In addition, we believe that part of the appeal of our products to our clients is our ability to integrate market leading technological platforms and features into our services. If we fail to continue to provide the latest technological platforms to our clients, it is possible we may not be able to retain them and that AUM of the strategies managed by us may decrease.

26. ***We have recently commenced non-banking financial company. As such, we may be unable to compete effectively with competitors in the same line of businesses and this could result in a material adverse effect on our business, financial condition and results of operations.***

We have recently commenced commercial operations of our non-banking financial company ("NBFC"). For details on the launch of our NBFC, see "***Our Business – Our Non-Banking Financial Company Segment***" on page 173.

We currently have limited operating history in the NBFC business and accordingly, we will be subject to all the business risks and uncertainties associated with setting up any new business venture, which

may adversely affect our business, prospects, results of operations and financial condition. These risks may include the following:

- we may face challenges in attracting and retaining talented professionals although that is a key element of our business strategy;
- we may face significant challenges in developing and institutionalizing our procedures and policies for that business. The NBFC business would require extensive monitoring, strict compliance with KYC requirements and prudent risk management. Our growth plans will place significant demands on our operational, credit, financial and other internal risk controls, making our management of asset quality increasingly important;
- Competition from existing Banks and NBFC's, as well as our inability to differentiate our offering from these existing players;
- our ability to balance asset and liability profiles for the NBFC business and meet the funding requirements including cost of funds; and
- Credit risk on the loans extended or investments made in corporate bonds/NCDs.

If our NBFC business is unsuccessful, we may incur losses which may adversely impact our brand and results of operations and financial condition.

27. ***Our Promoters and Promoter Group will continue to retain control over our Company after completion of the Offer, which will allow them to influence the outcome of matters submitted for approval of our shareholders.***

After the completion of this Offer, our Promoters and Promoter Group will collectively retain control over the Company. As a result, our Promoters and Promoter Group will continue to exercise significant control over us. Our Promoters and Promoter Group may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders, such as actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. We cannot assure you that our Promoters and members of our Promoter Group will act in our interest while exercising their rights in such entities.

For further details, see “**Management**” and “**Promoters and Group Companies**” on pages 194 and 210, respectively of this Draft Red Herring Prospectus.

28. ***Certain of our Directors as well as our Promoters who hold Equity Shares in our Company may be interested in our Company's performance in addition to their remuneration and reimbursement of expenses.***

Our Promoters are interested in us to the extent of any transactions entered into or his shareholding and dividend entitlement in us. All of our Directors are interested in our Company to the extent of remuneration paid to them for services rendered as our Directors and reimbursement of expenses payable to them. Our Directors may also be interested to the extent of any transaction entered into by us with any other company or firm in which they are directors or partners.

For further details, see “**Management**” and “**Promoters and Group Companies**” on pages 194 and 210, respectively of this Draft Red Herring Prospectus.

29. ***Any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval. In the event that Shareholder approval is not forthcoming, an exit opportunity to the Shareholders who do not agree with our proposal to modify the objects of the Offer, must be provided at a price and manner as may be prescribed by SEBI.***

We intend to use the Net Proceeds for the following purposes:

- Investment in our Subsidiary, ASKFH, for augmenting our capital base for the NBFC business; and
- General corporate purposes.

Given the nature of our business and due to various uncertainties involved, we may be unable to utilize the Net Proceeds within the time frame or as per the schedule of deployment that we currently estimate. In the case of increase in actual outlay or shortfall in requisite funds, additional funds for the purpose will be met by means available to us, including internal accruals and additional equity and/or debt arrangements.

Further, while our management is required to temporarily invest the Net Proceeds, pending utilization, with Scheduled Commercial Banks listed in Schedule II of the Reserve Bank of India Act, 1934, there can be no assurance that we will earn significant interest income on, or that we will not suffer unanticipated diminution in the value of, such temporary investments.

At this juncture, we cannot determine with certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds as will be disclosed in the Draft Red Herring Prospectus without obtaining the Shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations.

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

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, even if such variation is in our interest. This may restrict our ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Offer Proceeds, if any, which may adversely affect our business and prospects. For further details on the utilization of Net Proceeds, see "*Objects of the Offer*" on page 110 of this Draft Red Herring Prospectus.

30. ***As a registered intermediary with SEBI, RBI and MAS, we are subject to periodic inspections and any adverse action taken could affect our business and operations.***

We are subject to regular scrutiny and supervision by SEBI, RBI and MAS, such as periodic inspections that may be conducted by these regulators. The requirements imposed by these regulators are designed to ensure the integrity of the financial markets and to protect investors interest. Any non-compliance with regulatory guidelines and directions may result in regulatory actions which includes issuance of administrative/warnings/deficiency letters, fines or sanctions imposed by these regulators and in some circumstances could lead to revocation of our license to function as an asset management company.

ASKFH received a show cause notice on March 12, 2018 from the RBI, for (i) failure to communicate the relevant details of the principal offices to the RBI's financial intelligence unit; and (ii) being identified as a 'High Risk Financial Institution' for non compliance of the Prevention of Money Laundering Act, 2002; and (iii) failure to submit mandatory returns to the RBI. While the company has now complied with these requirements, we cannot assure you that such instance may not occur in the future resulting in regulatory actions against us for such breaches and non-compliance.

Given the uncertainties and complexity of many of these regulatory actions, their outcome generally cannot be predicted with any reasonable degree of certainty. Accordingly, our provisions for regulatory actions may be inadequate. These and future examinations or proceedings by regulatory authorities may result in the imposition of penalties and/or sanctions, or issuance of negative reports or opinions, that could materially adversely affect our business, financial condition and results of operations.

31. ***We may not be able to detect money-laundering and other illegal or improper activities fully or on a timely basis, which could expose us to additional liability and harm our business or reputation.***

We are required to comply with applicable anti-money-laundering and anti-terrorism laws and other regulations in India. We, in the course of our operations, run the risk of failing to comply with the prescribed KYC procedures and the consequent risk of fraud and money laundering by dishonest customers despite putting in place systems and controls to prevent the occurrence of these risks as is customary in our jurisdiction. In certain of our activities and in our pursuit of business, we risk inadvertently offering our financial products and services to unsuitable customers despite our KYC and AML policies. Such incidents may result in regulatory action or requirements to invest further in our relevant systems, either of which could result in increased expenses, or in damage to our reputation which could reduce our attractiveness to investors.

32. ***Data privacy laws, rules and regulations could have a material adverse effect on our business, financial condition and results of operations.***

We are subject to data privacy laws, rules and regulations that regulate the use of customer data. Compliance with these laws, rules and regulations may restrict our business activities, require us to incur increased expense and devote considerable time to compliance efforts. For example, data privacy laws, rules and regulations could limit our ability to leverage our large customer base, as well as the customer base of our distribution partners, to develop cross-selling opportunities. Applicable data privacy laws, rules and regulations could also adversely affect our distribution channels, such as our direct distribution channel, and limit our ability to use third-party firms in connection with customer data. In the event of any change of such norms in the future, we may be unable to honour our obligations under these agreements, which may adversely affect our business.

Certain of these laws, rules and regulations are relatively new and their interpretation and application remain uncertain. Data privacy laws, rules and regulations are also subject to change and may become more restrictive in the future. Changes or further restrictions in data privacy laws, rules and regulations could have a material adverse effect on our business, financial condition and results of operations.

33. ***We have entered into and may in the future enter into related party transactions and there is no assurance that our future related party transactions would be on terms favourable to us when compared to similar transactions with unrelated or third parties.***

We have in the ordinary course of our business entered, and will continue to enter, into transactions with related parties. While all of our related party transactions are in compliance with applicable law, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Further, the transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest which may be detrimental to our Company. In addition, the Companies Act, 2013 has brought into effect significant changes to the Indian company law framework including specific compliance requirements such as obtaining prior approval from the audit committee, board of directors and shareholders for certain related party transactions.

We cannot assure you that such related party transactions, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and prospects, including as a result of potential conflicts of interest or otherwise.

For more information regarding our related party transactions, see "***Financial Information***" on page 219 of this Draft Red Herring Prospectus.

34. ***All properties occupied by us are not owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, results of operations and prospects may be adversely affected.***

All our offices, including our Registered Office are located on leasehold or licensed premises. If any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavourable to us, we may suffer a disruption in our operations or increased costs, or both, which may adversely affect our business and results of operations.

In addition to rental expenses, such arrangements may be terminated by the lessors, including on account of any actual or alleged breach by us by the terms of such lease. We cannot assure you that we will be able to continue with the uninterrupted use of these premises, on the same or similar commercial terms in the future. Any significant rent escalation or disturbance in the use of such leased premises may adversely affect our business, financial condition, results of operations and prospects, or may require us to relocate, perhaps at higher cost.

We are currently occupying our offices under rental agreements, some of which are not registerable. Consequently, should any dispute arise in relation to our use of the relevant properties, we may be unable to, or may incur additional expenses to enforce our rights in relation to such properties. Further, there can be no assurance that the local stamp authorities will not claim additional payment on stamp duty on our rental agreements for our office and production facility premises. An instrument deemed to be not duly stamped, or insufficiently stamped, shall not be admissible as evidence in any Indian court or may attract a penalty as prescribed under applicable law, which may have an adverse effect on the continuance of our operations.

35. ***Conflicts of interest may arise out of common business objects between our Company, our Subsidiaries and our Group Companies.***

Our Company, our Subsidiaries, and our Group Companies may, from to time, be empowered under their respective memoranda of association, to undertake a similar line of business. While we do not currently have any conflict management policy or similar arrangement in place, we may in the future be required to assess any potential conflicts of interest and take appropriate steps to address such conflicts of interest, as and when they may arise.

For further details, see “*History and Certain Corporate Matters – Our Subsidiaries*” and “*Promoters and Group Companies – Group Companies*” on pages 189 and 212, respectively of this Draft Red Herring Prospectus.

36. ***We, as well as our Group Companies, have, from time to time, availed unsecured or other credit facilities that are repayable on demand. Any unexpected demand for repayment may adversely affect our liquidity, business, financial condition, results of operations and prospects.***

We, as well as our Group Companies, have from time to time, availed unsecured or other credit facilities that are repayable on demand by the lenders. In the event that the respective lenders call in any such credit facilities, alternative sources of financing may not be available to any of us on commercially reasonable terms, to the same extent, or at all. Any failure to service such indebtedness or comply with any obligations under such financing agreements may cause us to incur penalty interest or may result in the termination of one or more of our credit facilities or acceleration or cross-acceleration of payments under such credit facilities, as well as the declaration of an event of default or cross-default. Any such unexpected demand for repayment may adversely affect our liquidity, business, financial condition, results of operations and prospects.

37. ***We have experienced negative cash flows in the past. Any negative cash flows in the future may adversely affect our business, financial condition, results of operations and prospects.***

The following table sets forth our cash flow for the periods indicated:

	Financial year ended March 31,		
	2018	2017	2016
	(₹ in millions)		
Net Cash generated from Operating Activities	1,484.24	235.54	237.53
Net Cash used in Investing Activities	(1,509.10)	(178.65)	(243.67)
Net Cash generated/ (used in) from Financing Activities	(8.93)	71.52	-

	Financial year ended March 31,		
	2018	2017	2016
	(₹ in millions)		
Net (decrease)/increase in cash and cash Equivalents	(33.79)	128.41	(6.14)

For further details, see "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on page 463 of this Draft Red Herring Prospectus, respectively. We cannot assure you that our net cash flows will be positive in the future, and this could adversely affect our business, financial condition, results of operations and prospects.

38. ***Our Group Companies have incurred losses in previous fiscals. Our Group Companies may incur further losses in the future, which could have an adverse effect on our reputation or prospects.***

Our Group Companies, Fortress Constructions Private Limited, Lily Realty Private Limited and Prushti Developers Private Limited, have incurred losses in previous fiscals. Our Group Companies may incur further losses in the future, which could have an adverse effect on our reputation or prospects. For further information on our loss making Group Companies, see "**Promoters and Group Companies – Details of loss-making Group Companies**" on page 215 of this Draft Red Herring Prospectus.

39. ***Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. As on date, our Company has not adopted any formal dividend policy. In the past, we have not made dividend payments to the shareholders of our Company. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value. For details of dividend paid by our Company in the past, see "**Dividend Policy**" on page 218 of this Draft Red Herring Prospectus.

40. ***We have, in the last 12 months, issued Equity Shares at a price that could be lower than the Offer Price.***

We have, in the last 12 months prior to filing this Draft Red Herring Prospectus, issued Equity Shares at a price that could be lower than the Offer Price. For further details, see "**Capital Structure**" on page 88 of this Draft Red Herring Prospectus.

41. ***There is a risk that customer data could be lost or misused.***

As an asset and wealth manager, we maintain significant amounts of highly sensitive customer data, both online and offline. Despite the security measures we have put in place, there remains a risk that such data could be lost and/or misused as a result of an intentional or unintentional act by internal or external parties. For example, we are exposed to cyber threats such as (a) phishing and Trojans-targeting our customers, where fraudsters send unsolicited mails to our customers seeking sensitive customer information or infect customer machines to search and attempt ex-filtration of sensitive customer information; (b) hacking, where attackers seek to hack into our website with the primary intention of causing reputational damage to us by disrupting our services; and (c) data theft, where cyber criminals may attempt to intrude into our network with the intention of stealing our data or information. Attempted cyber threats fluctuate in frequency but are generally not decreasing in frequency.

Any security breach, data theft, unauthorised access, unauthorised usage, virus or similar breach or disruption could result in loss or disclosure of confidential information, damage to our reputation, litigation, regulatory investigations or other liabilities. Actual or perceived concerns that our systems

may be vulnerable to such attacks or disruptions may deter our customers from using services and result in negative publicity. There is also the risk that our customers may incorrectly blame us and terminate their relationships with us for a cyber-incident or data theft which might have occurred on their own system or that was due to the acts of an unrelated third party. Any such loss or misuse of customer data could result in increased regulatory scrutiny, fines, the need to compensate customers, remediation costs and a negative impact on our reputation, with a consequential impact on sales volumes and persistency levels, and hence adversely impact our business, financial condition and results of operations.

42. ***We utilize the services of certain third parties for our operations. Any deficiency or interruption in their services could adversely affect our business operations and reputation.***

We engage third party service providers from time to time for services including legal services and distribution of products. We also rely on third-party custodians for settling trades. Any failure by a custodian to execute trade in a timely and efficient manner may affect our reputation and business. Our ability to control the manner in which services are provided by third party service providers is limited and we may be held liable legally or suffer reputational damage on account of any deficiency of services on the part of such service providers. In particular, the selling of financial and investment products, particularly to retail clients is highly regulated and we may be liable for the selling (or mis-selling) of any of our products to investors undertaken by our distributors, as well as ourselves. We cannot assure you that we will be successful in continuing to receive uninterrupted and quality services from our third party service providers. Any disruption or inefficiency in the services provided by our third party service providers could interrupt our business operations and damage our reputation.

43. ***We may need additional capital in the future, and we cannot assure you that we will be able to obtain such capital on acceptable terms or at all.***

Except as disclosed in this Draft Red Herring Prospectus, we are not raising any capital presently and may require additional capital in the future in order for us to maintain our net worth and capital adequacy requirements, remain competitive, pay operating expenses, meet our liquidity needs and offer new products and services. Our ability to obtain additional capital from external sources in the future is subject to a variety of factors, including:

- our future financial conditions, results of operations and cash flows;
- our ability to obtain the necessary regulatory approvals on a timely basis;
- any tightening of credit markets and general market conditions for debt and equity raising activities by competitive companies and other financial institutions; and
- economic, political and social conditions in the geographical markets in which we operate and elsewhere.

We cannot assure you that we will be able to obtain additional capital in a timely manner or on acceptable terms, if at all. Future debt financing could include terms that restrict our financial flexibility or restrict our ability to manage our business freely. Furthermore, the terms and amount of any additional capital raised through issuances of equity securities may result in significant dilution to our shareholders' equity interests.

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

Our operations are subject to various risks inherent to the finance industry, as well as theft, robbery, acts of terrorism and other force majeure events. We currently maintain insurance policies with third party insurers. Our principal types of coverage include comprehensive general liability, group personal accident and group health insurance. We also maintain insurance for our directors' and officers' liability up to a cap of ₹ 320 million for any one claim or in the aggregate for all claims made. None of our insurance policies are assigned in favour of any third-party. We may not have identified every risk and further may not be insured against every risk, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies or due to the same being inadequate, could materially harm our results of operations, financial condition and cash flows. There can be no assurance

that any claims filed will be honoured fully or timely under our insurance policies. Also, our financial condition may be affected to the extent we suffer any loss or damage that is not covered by insurance or which exceeds our insurance coverage. In addition, we may not be able to renew certain of our insurance policies upon their expiration, either on commercially acceptable terms or at all.

45. ***While we have registered certain trademarks used by us for our business, any inability to protect our intellectual property from third party infringement may adversely affect our business and prospects.***

We have not registered all of our trade marks. The use of our name and trademarks by third parties could adversely affect our reputation, which could, in turn, adversely affect our business and prospects.

Despite our best efforts to detect and address any such possible infringement, we may not be able to prevent such possible infringement of our name and trademarks, or to pre-empt any adverse impact on our reputation, business and prospects, or to rule out the possibility that we may be sued by third parties in the future for alleged violation by us of their intellectual property. If such infringement issues or claims should arise in the future, we may be required to initiate or defend ourselves in costly litigation, which may also divert management's attention and resources.

We may also be subject to claims that we have breached our licensed use of software or otherwise infringed on the intellectual property of third parties, including infringement by service providers who use such licenses to provide services to us.

See "***Our Business – Intellectual Property***" and "***Government and Other Approvals***" on pages 177 and 493, respectively of this Draft Red Herring Prospectus.

46. ***We are subject to risks relating to our international operations***

We currently provide certain fund management / advisory services to clients outside of India, through our subsidiary in Singapore and we have a representative office in Dubai. Operating in such jurisdictions presents additional difficulties including:

- We do not have equivalent experience in operating in these jurisdictions to our experience in operating in India, nor do we have the benefit of significant corporate history;
- Operations in such jurisdictions are subject to different competitive environments and regulatory regimes in respect of which we have less knowledge and expertise; and
- The customer base in such jurisdictions that may be interested in investment in Indian securities is more limited than in India.

Therefore, we may not be able to grow our business outside of India at the same rate as we grow our domestic business, or at all, and it is possible that we find it difficult to maintain our operations in such jurisdictions.

47. ***We are subject to various employment laws and regulations governing our relationships with our employees and contractors.***

Our full-time employees are entitled to statutory employment benefits, such as a defined benefit gratuity plan, among others. In addition to our employees, we empanel agencies for our outsourcing requirements and engage persons on a contractual basis. We are subject to various employment laws and regulations governing our relationships with our employees and contractors, including in relation to minimum wages, working hours, overtime, working conditions, hiring and terminating the contracts of employees and contractors, contract labour and work permits.

Any change in applicable employment laws that requires us to increase the benefits to the employees from the benefits now being provided may create potentially liability for us. Such benefits could also include provisions, which reduce the number of hours an employee may work for, or increase in number of mandatory casual leaves, which all can affect the productivity of the employees.

Currently, none of our workforce is unionized. If in the future any portion of our workforce were to join a union, it is possible that future calls for work stoppages or other similar actions could have a material adverse impact on our day-to-day operations, until disputes are resolved. Any changes or amendments

in the industry wide settlement or periodical wage revisions may materially and adversely affect our business, future financial performance, results of operations and cash flows.

48. ***The expansion of our business outside of India raises regulatory risks which may adversely affect our profit margins and may place additional demands on our resources and employees.***

We are expanding our distribution effort into markets outside India. Customers outside India may be adversely affected by political, social and economic uncertainty in their respective home countries and regions, which could result in a decrease in the net customer cash flows that come from such customers. We do not have significant experience in operating outside India and may face additional competition from global players.

The expansion has required and will continue to require us to incur a number of up-front expenses, including those associated with obtaining regulatory approvals and office space, as well as additional ongoing expenses, including those associated with leases, the employment of additional support staff and regulatory compliance. We also expect that operating our business in non-Indian markets generally will be more expensive than in India. Among other expenses, the effective tax rates applicable to our income allocated to some non-Indian markets, which we are likely to earn through an entity that will pay corporate income tax, may be higher than the effective rates applicable to our income allocated to in India, even though the effective tax rates are lower in many non-Indian markets. To the extent that our revenues do not increase to the same degree our expenses increase in connection with our expansion outside India or as a result of foreign exchange conversion rates, our profitability could be adversely affected. Expanding our business into markets outside India may also place significant demands on our existing infrastructure and employees, and increase our expenses, which could adversely affect our results of operation, financial condition and business prospects. Compliance with these regulations may impose significant costs, limit or restrict our ability to do business or engage in certain activities, or subject us to the possibility of civil or criminal actions or proceedings.

Further, we, or an employee or intermediaries acting on our behalf could fail to comply with applicable laws and regulations as interpreted by the relevant authorities and, given the complex nature of the risks, it may not always be possible for us to attain compliance with such laws and regulations. Failure to accurately interpret or comply with or obtain appropriate authorizations and/or exemptions under such laws or regulations could expose us to civil penalties, criminal penalties and other sanctions, including fines or other punitive actions. In addition, such violations could damage our business and/or our reputation. Such criminal or civil sanctions, penalties, other sanctions, and damage to our business and/or reputation could have a material adverse effect on our financial condition and results of operations.

49. ***Changes in the accounting standards used in the reporting of our financial information due to new pronouncements, interpretations, migration to new standards or even due to our own decision to change accounting policies.***

There might be changes in the accounting standards used in the reporting of our financial information due to new pronouncements, interpretations, migration to new standards or even due to our own decision to change accounting policies. This may significantly affect our financial information for the future years, and may materially and adversely affect our financial condition.

50. ***There is no assurance that our Equity Shares will remain listed on the stock exchange.***

Although it is currently intended that the Equity Shares will remain listed on the Stock Exchanges, there is no guarantee of the continued listing of the Equity Shares. Among other factors, we may not continue to satisfy the listing requirements of the Stock Exchanges. Accordingly, Shareholders will not be able to sell their Equity Shares through trading on the Stock Exchanges if the Equity Shares are no longer listed on the Stock Exchange.

51. ***Third-party industry and industry-related statistical data and peer comparison and benchmarking of our Company with major players presented in this Draft Red Herring Prospectus may be incomplete, incorrect or unreliable.***

Neither we, nor any of the BRLMs have independently verified the data obtained from the official and industry publications and other industry sources referred in this Draft Red Herring Prospectus and therefore, while we believe them to be true, there can be no assurance that they are complete or reliable.

Such data may also be produced on different bases from those used in the industry publications we have referenced. In particular, neither we, nor any of the BRLMs, nor any other person associated with the offer has verified the information from the report titled "CRISIL Research Assessment of asset management, wealth advisory and distribution industry in India" dated August, 2018 prepared by CRISIL, which has been prepared pursuant to an engagement between CRISIL and our Company. Therefore, discussions of matters relating to India, its economy, our industry and our benchmarking in comparison with major players in this Draft Red Herring Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable or prepared on non-comparable bases. 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, benchmarking may be inaccurate and unreliable. Further, the metrics used by CRISIL for the peer comparison may not be directly comparable due to differences in accounting policies amongst the peers or other reasons.

While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data or report and do not take responsibility for any errors or omissions or for the results obtained from using their data or report. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. See "**Industry Overview**" on page 130.

### **External Risk Factors**

52. ***AUM and the future of the fund management industry is dependent on the performance of the Indian economy and securities market.***

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

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

India has experienced some of the highest levels of inflation measured by consumer price index of any of the 34 member states of the Organisation for Economic Cooperation and Development ("OECD"), during the period from 2012 through 2014, according to the OECD. The wholesale price index ("WPI") inflation rate in India was 2.84% (provisional) for the month of January 2018 (over January 2017) as compared to 3.58% (provisional) for the previous month and 4.26% during January 2017 (*Source: Index Numbers of Wholesale Price in India, Review for the month of January 2018, published on February 15, 2018 by Government of India, Ministry of Commerce and Industry*). Although the Government has initiated several economic measures to curb the rise in inflation rates, it is unclear at this stage whether these measures will have the desired effect.

53. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business operations, margins and consumer demand for our products.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of

operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example:

- the GAAR have come into effect from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us;
- the Government of India has implemented a comprehensive national goods and services tax ("GST") regime with effect from July 1, 2017 that combines taxes and levies by the Central and State Governments into a unified rate structure. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions; and
- Change in DTAA with Mauritius / Singapore / may impact the AUM / revenue.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. 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. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

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

In the recent past inflation in India has been relatively low. Such low inflation rates encourages saving, including in the form of investment in mutual funds, and the growth in our business in the recent past has been connected with this trend. Inflation can however be volatile, and is subject to many factors outside our control, including government policy, commodity prices, weather conditions and the global economy. If inflation were to rise significantly, the trend towards increased saving could decline or reverse and this may result in withdrawals from the funds for which we provide asset management services and a reduction in AUM of the strategies managed by us.

55. ***Differences exist between Ind AS and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our financial condition.***

Our Restated Financial Information included in the Draft Red Herring Prospectus are prepared under Ind AS and presented in conformity with compliance to the Companies Act and restated under the SEBI ICDR Regulations, consistently applied during the periods stated, except as provided therein, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to U.S. GAAP or IFRS or any other principles or to base it on any other standards. Ind AS differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, including U.S. GAAP or IFRS.

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

56. ***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, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the Reserve Bank of India (the “RBI”). If a transfer of shares is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI’s prior approval is required. 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. We cannot assure you that any required approval from the RBI or any other Governmental agency can be obtained on any particular terms or at all.

57. ***Global economic, political and social conditions may harm our ability to do business, negatively affect growth in the Indian economy or securities market, increase our costs and negatively affect the price of our Equity Shares.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors’ reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of financial years 2008 and 2009 adversely affected market prices in the global securities markets, 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.

58. ***Investors may not be able to enforce a judgement of a foreign court against our Company.***

Our Company is incorporated under the laws of India. Our Company’s assets are primarily located in India and a majority of our Directors and Key Management Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India. Moreover, 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 or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian public policy.

59. ***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 in an Indian company are generally taxable in India. The Finance Act, 2018, has levied taxes on long-term capital gains arising from sale of equity shares on or after April 1, 2018. However, where specified conditions are met, such long-term capital gains are only taxed to the extent they exceed ₹100,000 and unrealised capital gains earned up to January 31, 2018 continue to be exempt. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

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

Indian legal principles related to corporate procedures, directors’ fiduciary duties and liabilities, and shareholders’ rights may differ from those that would apply to a company in another jurisdiction.

Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

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

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

62. ***Civil unrest, acts of violence, including terrorism or war involving India and other countries, could adversely affect the financial markets and our business.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have an adverse effect on India's economy and our business. Terrorist attacks and other acts of violence may adversely affect the Indian stock markets, where our Equity Shares will trade, and the global equity markets generally.

In particular, there have recently been a number of high profile 'cyber-attacks', targeting information technology systems operated by companies across the world. Such attacks have in certain circumstances resulted in the corruption or loss of data and the suspension of systems. Our business relies heavily on our information technology systems, and therefore were our technology systems to suffer effects as a result of such an attack, this may have a particularly significant adverse effect on our business operations, ability to provide customer service and reputation.

63. ***Natural disasters and other disruptions could adversely affect the Indian economy.***

Our operations, including our branch network, may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, tsunamis and cyclones and other events such as protests, riots and labor unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. These may also make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our provision of services could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our branch network.

#### **Risks Related to the Offer**

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

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

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

The Offer Price of the Equity Shares will be determined by our Company and the Promoter Selling Shareholders in consultation with the BRLMs, and through the Book Building Process. This price is based on numerous factors, as described under "**Basis for Offer Price**" on page 115 of this Draft Red Herring Prospectus and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price.

66. ***Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our Promoters or Promoter Group may dilute your shareholding and adversely affect the trading price of the Equity Shares.***

After the completion of the Offer, our Promoters and Promoter Group will collectively retain control over our Company. Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, our Company will also need to comply with the minimum 25% public shareholding requirement for a listed company in India within the time period required under applicable law, which may require us to issue Equity Shares or for one or both of our Promoters to sell their Equity Shares. Any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. Except as disclosed in "**Capital Structure**" on page 88 of this Draft Red Herring Prospectus, we cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

67. ***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 that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, 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 Equity Shareholders. For example, the exchange rate between the 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 trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

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

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

69. ***The determination of the Price Band is subject to various factors and assumptions and the Offer Price may not be indicative of the trading price of the Equity Shares, upon listing on the Stock Exchanges subsequent to the Offer.***

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company and the Promoter Selling Shareholders in consultation with the BRLMs. Further, the Offer Price of the Equity Shares was determined by our Company and the Promoter Selling Shareholders in consultation with the BRLM through the Book Building Process. This price is based on certain factors, as described under "**Basis for Offer Price**" on page 115 of this Draft Red Herring Prospectus and may not be indicative of the trading price of the Equity Shares, upon listing on the Stock Exchanges subsequent to the Offer. The trading price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure that you will be able to resell the Equity Shares at or above the Offer Price.

**Prominent Notes:**

- The initial public offering of up to [●] Equity Shares of face value of ₹2 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million comprising the Fresh Issue and the Offer for Sale.
- Our net worth as on March 31, 2018, as per our Restated Consolidated Financial Information and Restated Standalone Financial Information included in this Draft Red Herring Prospectus is ₹ 3,915.11 million and ₹ 4,221.05 million, respectively. See "**Financial Information**" on page 219 of this Draft Red Herring Prospectus.
- The net asset value per Equity Share as on March 31, 2018, as per our Restated Consolidated Financial Information and Restated Standalone Financial Information included in this Draft Red Herring Prospectus is ₹ 54.42 and ₹ 58.67, respectively. See "**Financial Information**" on page 219 of this Draft Red Herring Prospectus.
- The average cost of acquisition per Equity Share by our Promoters as on the date of this Draft Red Herring Prospectus is:

Name of Promoter	Average cost of acquisition per Equity Share (₹)
Mr. Asit Koticha	Negligible*
Mr. Sameer Koticha	Negligible*

\*The cost of acquisition is lower than ₹ 0.01

For further details, see "**Capital Structure**" on page 88 of this Draft Red Herring Prospectus.

- Other than the change in name of our Company on account of conversion from a private to a public company, there has been no change of name of our Company during the past three years immediately preceding the date of this Draft Red Herring Prospectus. For further information, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association**" on page 183.
- There has been no financing arrangement whereby our Promoter Group, our Directors, and their respective relatives, have financed the purchase by any other person of securities of our Company, other than in the ordinary course of the business of the financing entity, during the six months preceding the date of this Draft Red Herring Prospectus.
- For details of transactions between our Company and Subsidiaries or our Group Companies during the last financial year, including the nature and cumulative value of the transactions, see "**Financial Information**" on page 219 of this Draft Red Herring Prospectus.
- For information regarding the business or other interests of our Group Companies in our Company, see "**Promoters and Group Companies**" on page 210 of this Draft Red Herring Prospectus.
- Investors may contact the BRLMs or the Registrar to the Offer, for any complaints pertaining to the Offer.

All grievances in relation to Bids through the ASBA process, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, quoting the full name of the sole or First Bidder, ASBA Form number, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder and ASBA Account number in which the

amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. Further, all grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

## SECTION III – INTRODUCTION

### SUMMARY OF INDUSTRY

#### INDUSTRY OVERVIEW

*Unless noted otherwise, the information in this section has been obtained or derived from the “Industry report on assessment of asset management, wealth advisory and distribution industry in India” dated July 2018 by CRISIL (the “CRISIL Report”), as well as other industry sources and government publications. All information contained in the CRISIL Report has been obtained by CRISIL from sources believed by them to be accurate and reliable.*

*Investors should note that this is only a summary description of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, prospective investors should read the entire Red Herring Prospectus, including the information in the sections titled “Risk Factors”, “Industry Overview”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operation” and “Financial Information” on pages 19, 130, 159, 463 and 219, respectively. An investment in the Equity Shares involves a high degree of risk.*

#### **Macroeconomic Overview**

##### ***GDP to grow faster over next 5 years***

In recent years, India’s economy has grown at a steady rate, fuelled by consumption levels, while investment has been decelerating. GDP (at constant 2011-12 prices) grew at a compounded annual growth rate (CAGR) of 7.1% between fiscals 2013 and 2018. GDP grew at a slower pace between fiscals 2012 and 2014 due to sluggish income growth, persistently rising inflation, high interest rates and weakened industrial output. However, following fiscal 2014, growth recovered with improving industrial activity, lower crude oil prices, and supportive government policies. The trend was reversed in fiscal 2017, due to demonetisation, dwindling private investment, and slowing global growth.

The rollout of goods and services tax (GST) in early fiscal 2018 has also adversely impacted the GDP figures, especially in the first half of fiscal 2018. According to CRISIL Research, the real GDP growth is expected to rebound to 7.5% in fiscal 2019 from 6.7% in fiscal 2018 as the transitory disruption from the GST implementation wanes and a low base provides fillip.

CRISIL Research expects economic growth to pick up in the medium term, as structural reforms such as GST and the Bankruptcy Code, aimed at de-clogging the economy and reducing stress on banks’ books, begin to take effect. Assuming that monetary and fiscal policies remain prudent, these reforms could lead to efficiency gains and improve the prospects for sustainable high growth in the years to come. CRISIL Research also estimates that an improving macroeconomic environment (i.e., softer interest rate and stable inflation), urbanisation, rising middle class, and business-friendly government reforms will drive growth in the long term. The International Monetary Fund projects a 7.9% CAGR for the Indian economy over the next five years and that growth will be higher than many emerging economies, such as Brazil, Russia, and China.

#### **Key fundamental growth drivers**

##### ***India has second-largest population***

As per Census 2011, India’s population was about 1.2 billion, and comprised nearly 246 million households. The population, which grew nearly 18% between 2001 and 2011, is expected to increase about 11% between 2011 and 2025, to 1.4 billion.

##### ***Favourable demographics***

Currently, India is one of the nations with the largest young population, with a median age of 28 years. As much as 90% of Indians will still be below the age of 60 by calendar year 2020. CRISIL Research expects that 63% of them will be between 15 and 59 years. Comparatively, as of calendar year 2012, the US, China and Brazil had 74%, 62% and 78% of their population below the age of 60. CRISIL Research expects that a large share of the working population, coupled with rapid urbanisation and rising affluence, will propel growth of the Indian financial services sector. Increasing urbanisation and nuclearisation coupled with government’s policy to develop affordable houses is expected to higher investments in the housing sector and be a benefit to the larger economy.

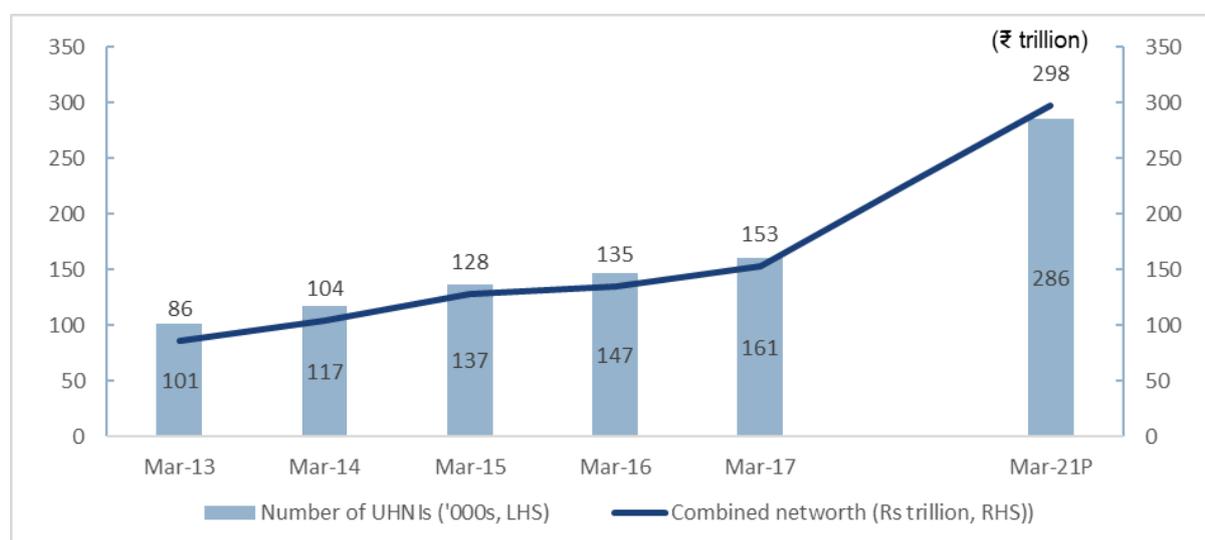
## Rise in number of wealthy individuals

Over the past couple of years, the number of ultra-high net worth individuals/high net worth individuals (UHNI/HNI) in India have increased significantly driven by better economic growth, rising income levels and a strong equity market. First generation start up entrepreneurs have also led to an increase in the UHNI/HNI population.

As per Capgemini World Wealth Report 2018, India was the fastest-growing market globally in 2017, with a 20.4% HNI population expansion and 21.6% HNI wealth growth over 2016. Although India's economic performance remained strong in 2017 (but decelerated from 2016 levels), wealth generation was supported by a strong equity market, with market capitalization expanding by 51.3% in 2017 against 3.1% in 2016. As of 2017, there were 263,000 HNIs in India as compared with 219,000 in 2016 (HNIs are defined as those having investible assets of US\$1 million or more excluding primary residence, collectibles, consumables, and consumer durables).

According to the 'Top of the Pyramid 2017, Kotak Wealth Management' there are 161,000 individuals in India who fall under the UHNI category as of March 2017 (individuals having an investible surplus of more than ₹ 250 million) and have combined assets worth ₹ 153 trillion. The number of UHNIs is expected to increase to 286,000 by March 2021 supported by the government's policy that encourages transparency and ease of doing business along with high returns provided by equity markets. More than 50% of the UHNIs reside in top 4 metros of India.

## Trend in the number of UHNIs and their wealth

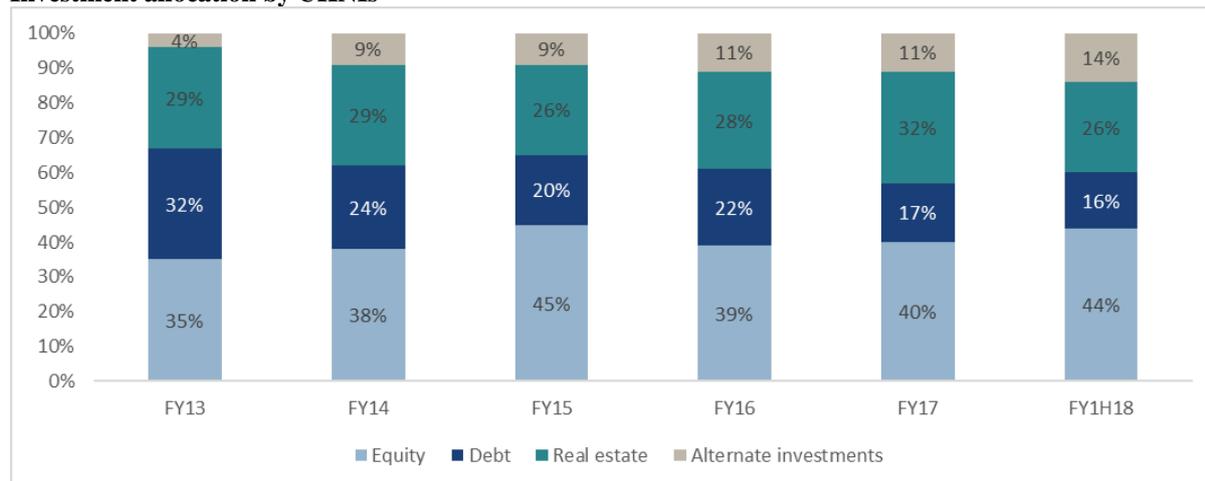


P: Projected

Source: Top of the Pyramid 2017, Kotak Wealth Management, CRISIL Research

Indian UHNIs mainly invest in equity, real estate, fixed income and alternative investment assets. Equities remain the most preferred asset class and its share represents approximately 44% of investments by UHNIs in the first half of fiscal 2018. The share of alternative assets increased significantly from 4% in fiscal 2013 to 14% in the first half of fiscal 2018. The share of real estate investments in investments by UHNIs increased to 32% in fiscal 2017 compared to 28% in fiscal 2016 due to favourable policy initiatives such as the implementation of the RERA Act that aimed to boost investments into the sector. However, post demonetisation, the share of real estate investments decreased to 26% by the first half of fiscal 2018.

### Investment allocation by UHNIs



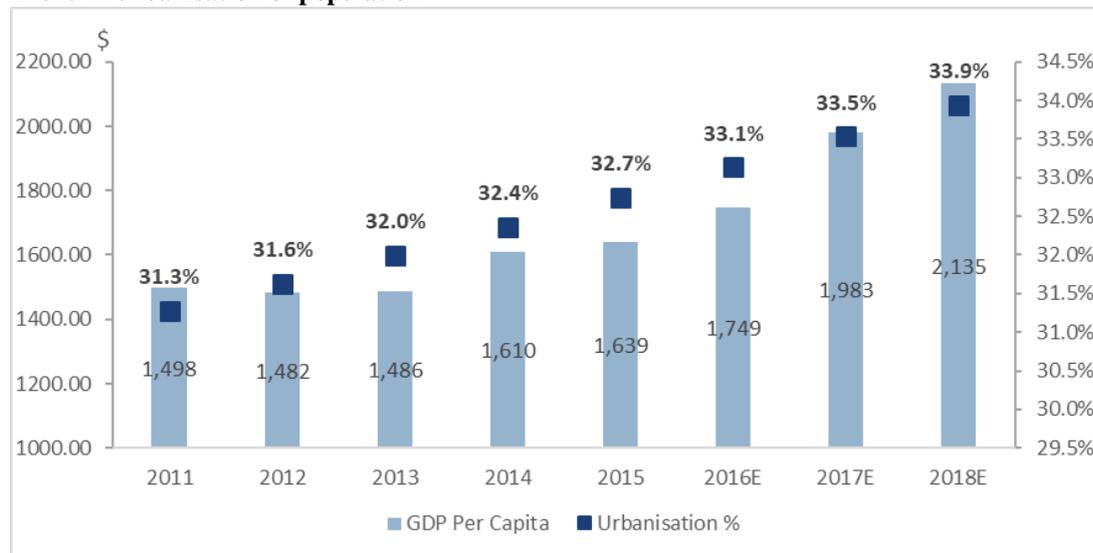
Source: *Top of the Pyramid 2017, Kotak Wealth Management, CRISIL Research*

Alternate investment is the only asset class which has witnessed a consistent increase over the past five years with its share increasing from just 4% in FY2013 to 14% by the first half of FY 2018. The increase in UHNI/HNIs and rise in awareness and availability of alternative assets such as private equity, hedge funds and alternative investment funds (AIFs) have led to a surge in demand. This has also resulted in increased requirement for professional advice.

### Urbanisation picks up pace

India has a very low urbanisation rate compared with its Asian peers such as China, Japan and Thailand. The share of urban population rose steadily from 28.8% in 2004 to an estimated 33.5% in 2017. CRISIL Research expects urbanisation to accelerate, with the urban population growing at a CAGR of 2.0-2.5% between 2017 and 2022, compared with the overall population growth of 1.2% during the same period. The increasing urbanisation is expected to boost per-capita GDP, as was evident during the previous five years, and also enhance financial literacy and quality of living.

### Trend in urbanisation of population



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

### Savings scenario

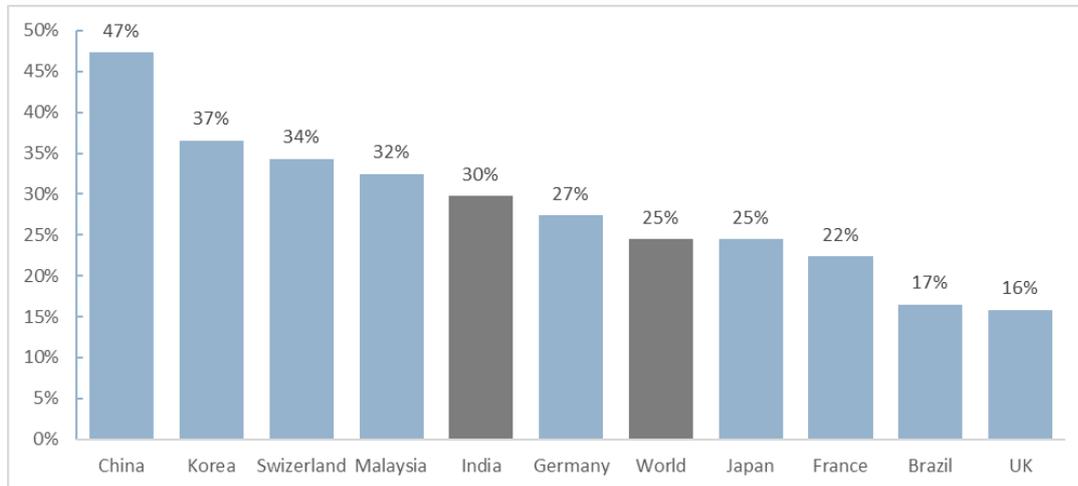
#### Strong growth foreseen in household financial savings

India has historically been, and is expected to continue to be, a high savings economy. The proportion of financial savings has increased significantly since 2011-2012 (from 31% for Fiscal Year 2012 to 42% for Fiscal Year 2017)

even while household savings as a percentage of GDP has remained subdued during the same the period. As of fiscal 2017, the quantum of household financial savings was ₹ 10.3 trillion.

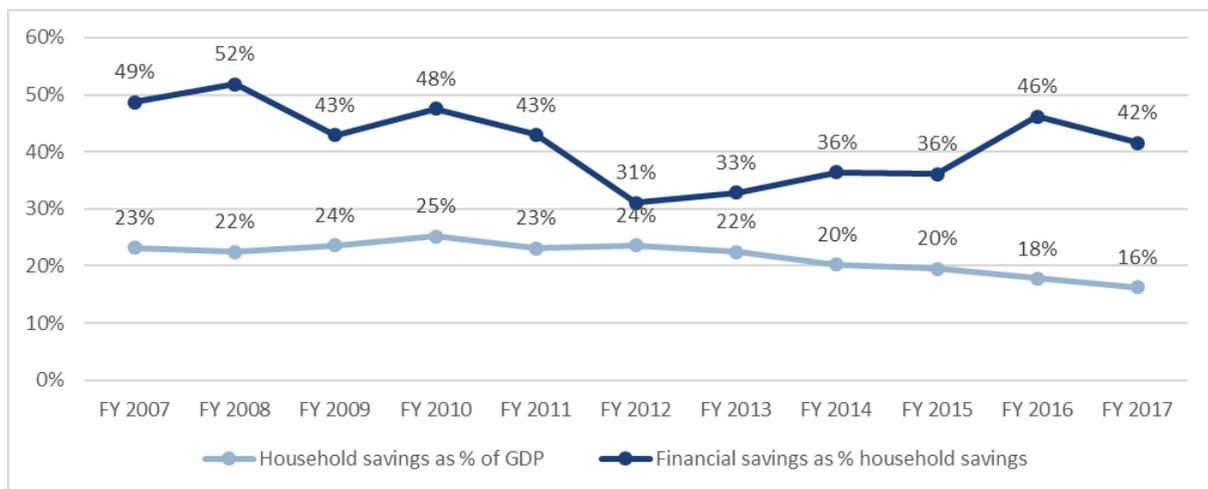
According to CRISIL Research, with the rising income and better control over inflation, the household savings rate (household savings as a percentage of GDP) is likely to increase gradually in the coming years.

### Gross domestic savings rate compared with other countries (2017)



Note: Gross domestic savings are calculated as GDP less final consumption expenditure (total consumption); World data is as of 2016

### Trend in household savings and financial savings



Source: MOSPI, RBI, CRISIL Research

CRISIL Research estimates that, going forward, benign inflationary pressures will diminish the attractiveness of gold and real estate – which represent physical savings of households – as investment alternatives. This coupled with the increase in financial literacy is likely to lead to the share of financial savings within household savings rising further from 42% in fiscal 2017. The government’s measures to curb black money is also expected to increase the share of financial savings.

### Capital markets to remain attractive part of financial savings

Bank deposits and shares accounted for 60% and 10% of incremental household financial savings, respectively, as of 2016-17 supported by demonetisation and increased digitisation. CRISIL Research expects financial savings to increase with the government’s strong stance against black money and the diminishing attractiveness of real

estate and gold. This, coupled with the lower interest rates, is expected to increase the share of equity investments – direct and through mutual funds and insurance – in total financial savings. This offers a big opportunity for capital market- and insurance-related players. CRISIL Research expects that higher financial savings will lead to higher investments in mutual funds, PMS and other products.

#### **Incremental savings in various household assets**

	Currency	Bank deposits	Life insurance fund	Provident and pension fund	Shares & debentures	others
2006-07	9%	56%	15%	9%	7%	4%
2007-08	11%	50%	22%	9%	10%	-2%
2008-09	13%	57%	21%	10%	0%	-1%
2009-10	10%	40%	26%	13%	5%	6%
2010-11	13%	51%	19%	13%	0%	4%
2011-12	11%	56%	21%	10%	2%	-1%
2012-13	10%	54%	17%	15%	2%	2%
2013-14	8%	54%	17%	15%	2%	4%
2014-15	10%	47%	23%	15%	2%	3%
2015-16	13%	41%	18%	18%	3%	7%
2016-17	-17%	60%	24%	16%	10%	7%

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

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

*Source: RBI, CRISIL Research*

To summarise, with the financial sector becoming the key beneficiary of improved economic conditions and changing savings pattern, various asset classes witnessed growth. CRISIL Research expects the trend of household savings moving towards financial assets to continue.

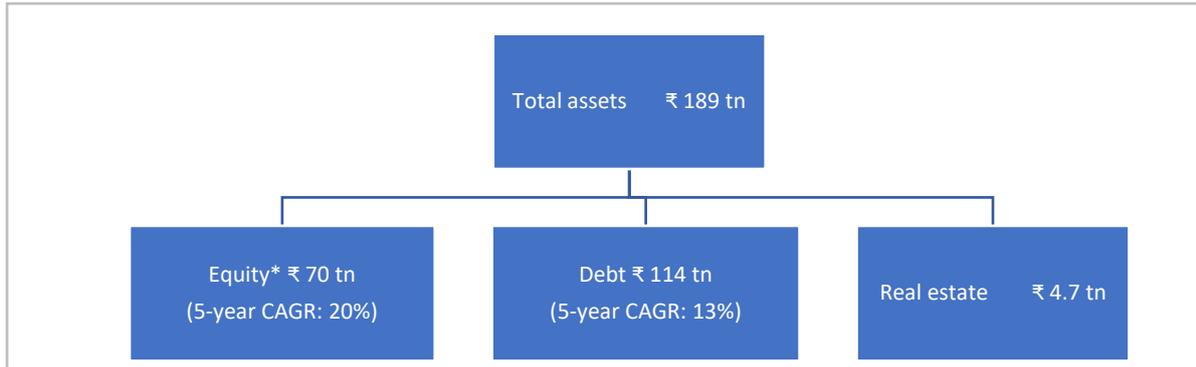
#### **Moderate penetration of equity leaves further scope for growth**

The global market capitalisation to gross domestic product (GDP) ratio continued to improve in calendar year 2016 to reach 99% 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 calendar year 2008 to 69% in calendar year 2016 (as per World Bank). India's BSE market cap to average GDP stood at ~89% in fiscal 2018. With GDP growth expected to gradually pick up, the increasing formalisation of the economy, and more entities from newer segments getting listed (e.g., insurance companies and e-commerce service providers), CRISIL Research expects India's market capitalisation to GDP ratio to increase further in the next few fiscal years.

#### **ASSET MANAGEMENT LANDSCAPE IN INDIA**

According to CRISIL Research, the asset management industry in India is among the fastest growing in the world. The landscape has changed enormously in the past 15-20 years with rising incomes and opportunities fuelling the entry of a number of new players, an increasing population investing in financial assets, an increasing need for personalised services for high net worth clients, and regulatory changes aimed at protecting the interest of investors.

### Total investments across asset classes as of FY18

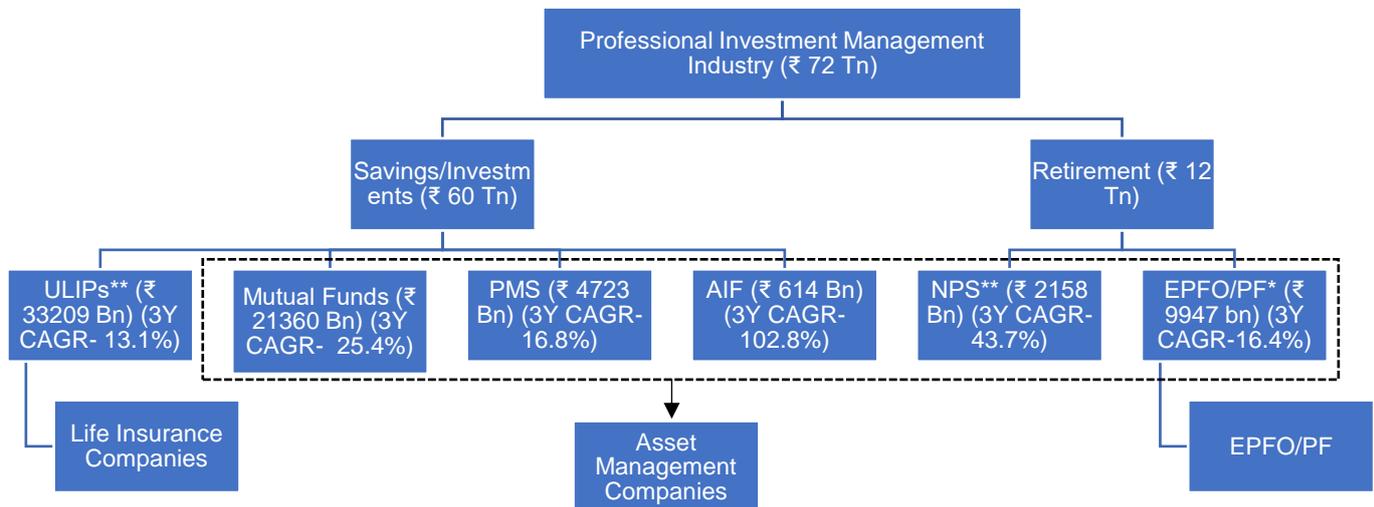


Note: \*Only listed equity companies considered; Equity assets exclude value of promoter holding; Real estate assets include outstanding loans given to developers by banks, HFCs, NBFCs and investments by private equity players

Source: Company reports, CRISIL Research

As of March 2018, total investment across different assets classes like equity, debt or real estate assets was worth ₹ 189 trillion. Of this, debt assets accounted for around 60% of the assets. In the last five years ending in fiscal 2018, debt assets have grown at 13% CAGR. Equity assets have grown at a much faster CAGR of 20%, aided by both an increase in quantum of equity investors and returns provided by stock markets. Of the total value of assets in equity, individual investors making direct investments in the stock markets accounted for the 19% of investments, indicating an opportunity for organised fund management players with the right value proposition. Going forward, CRISIL Research expects buoyant growth in the total investments to continue. CRISIL Research expects that a pick-up in economic growth, a growing investor base, higher disposable income and investable surplus, increasing financial savings and government schemes focusing on increasing awareness, ease of investing, digitalisation, and increasing geographical penetration will be key facilitators of growth in the asset management industry in India.

### Professional investment management industry in India as of March 2018



Source: SEBI, LIC Council, AMFI, CRISIL Research

Note: ‘\*’ denotes only debt investments by EPFO/PF; ‘\*\*’ denotes data as of Dec-17

## SUMMARY OF BUSINESS

*The following information should be read together with the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Financial Information” and “Industry Overview” on pages 19, 463, 219 and 130 respectively.*

### Overview

We are a leading asset and wealth management company, primarily catering to the HNI and UHNI market in India. CRISIL Research notes that we were one of the first companies to obtain a portfolio management services license in India. According to CRISIL Research, we were the third largest company in both discretionary listed equity portfolio management services and discretionary equity overall portfolio management services according to assets under management as of May 30, 2018.

We cater to the investment requirements of our HNI and UHNI clients through the following three business segments:

- asset management, which primarily includes our equity investment management and advisory; and property investment management and advisory;
- wealth advisory and distribution; and
- non-banking financial company business, which recently commenced commercial operations in 2018.

Within our asset management segment, we provide equity investment management and advisory services primarily to HNI and UHNI clients. According to CRISIL Research, equity remains the most preferred asset class for UHNIs, with a 44% share of UHNI's investment allocation for the first half of Financial Year 2018. Further, CRISIL Research also notes that the AUM of listed equity portfolio management services grew at a CAGR of 45% over the past five years. Our equity investment management and advisory business focuses on long-only equity focused strategies and we have a track record of consistently higher than benchmark returns across our top performing strategies. We follow a research-based, disciplined investment approach with the aim of capital growth for the long term. Our long-term growth focus and the strong performance of our strategies has driven the growth of our equity investment management and advisory business from both existing and new clients. Further, CRISIL Research notes that there has been a growth in alternative investment funds (which utilize different strategies and invest in equities and equity derivatives) as an alternate investment avenue for HNIs and UHNIs. In order to benefit from the desire of HNI/UHNI investors to invest in such alternate investments, we manage and provide advice on property focused funds that invest in mid-income residential and affordable housing projects in six fast growing cities in India as part of our property investment management and advisory business. Our funds focus on active asset management and control investments for cost optimisation, quality and timely delivery of projects. We have also started AIFs focused on listed equity shares, in Financial Year 2018.

To market our products to clients, we utilize a distribution network consisting of both in-house and third party distributors (primarily Indian and multi-national banks and financial services companies). As of March 31, 2018, we had a network of 53 distributors across India. We advise offshore funds mainly based out of Mauritius from India and also manage/advise offshore funds through our subsidiary in Singapore, which is a registered fund management company, which enables us to cater to multiple classes of investors (such as HNI, institutions, family office, pension funds, funds of funds and sovereign wealth funds) across Asia, the Middle East, Africa and Europe.

As part of our wealth advisory and distribution segment, we seek to partner with our clients to help them meet their long term financial goals around wealth creation and preservation and transfer to the next generation. Our wealth advisory and distribution segment offers both in-house (i.e., products of our asset management segment) and third-party products primarily to our HNI and UHNI clients, depending on their requirements and preferences. We also provide bespoke family office services to certain clients. We provide advice to our clients in three broad asset classes: equity (comprising equity investments), alternate (comprising investments in alternative investment funds such as venture capital and private equity funds) and income (comprising fixed income funds). As of March 31, 2018, 50.80% of the AUM for our wealth advisory and distribution business was in the equity asset class, which shows that our business is oriented towards the asset class preferred by HNI and UHNI clients for long-term growth.

For the major events and milestones in our corporate history, see "*Our History and Corporate Matters – Major Events and Milestones*" on page 184. As a result of our long operational history of serving HNI and UHNI clients across asset management and wealth management, we have engendered client loyalty and generate a significant portion of our business from repeat clients. For instance, the client retention rates (which refers to the percentage of clients at the start of the relevant year that remained our clients as at the end of the relevant year) for our domestic equity investment management and advisory segment and wealth advisory and distribution segments were 89.33% and 97.42% for Financial Year 2018, respectively.

In addition to our strengths in asset management and wealth management, we received RBI approval in Financial Year 2017 for our non-banking financial company, ASKFH. ASKFH commenced commercial operations in Financial Year 2018. Through our NBFC business, we will subscribe to high yielding corporate debt securities (including rated/unrated non-convertible debentures) which then allow us to provide these products as an investment opportunity to existing clients of our asset management and wealth advisory and distribution segments. This business is aimed to be synergistic to both our asset management and wealth advisory and distribution segments.

The table below sets forth the key performance indicators of our business as of/for the periods indicated:

KPI	As of/for the year ended March 31, 2018	As of/for the year ended March 31, 2017	As of/for the year ended March 31, 2016
<b>Consolidated</b>			
Revenue from operations (₹ million)	4,516.29	3,201.61	2,134.78
Revenue yield <sup>(1)</sup> (%)	1.65%	1.60%	1.66%
Consolidated AUM <sup>(2)</sup> (₹ million)	306,501.43	241,789.99	157,701.65
Profit before tax (₹ million)	1,886.09	1,081.43 <sup>(4)</sup>	881.64
PBT Yield <sup>(3)</sup> (%)	0.69%	0.54% <sup>(4)</sup>	0.68%
<b>Asset Management (Equity Investment Management)</b>			
AUM (₹ million)	126,396.39	103,017.92	62,864.03
Domestic AUM sourced in-house (₹ million)	40,235.95	31,779.16	20,159.19
Domestic AUM sourced from external distributors (₹ million)	61,375.85	48,253.42	24,711.84
No. of Client Accounts (domestic) <sup>(5)</sup>	12,046	9,256	5,245
<b>Asset Management (Property Investment Management and Advisory)</b>			
Cumulative Corpus raised (₹ million) <sup>(6)</sup>	42,518.54	37,556.69	32,639.18
Cumulative Funds invested (₹ million)	21,065.78	17,141.30	14,861.80
Cumulative Funds exited/distributed (₹ million)	14,147.89	12,188.28	6,446.60
<b>Wealth Advisory and Distribution</b>			
Wealth Advisory and Distribution AUM (₹ million)	207,456.52	159,942.49	105,918.30
No. of client families	1,809	1,473	1,235

Notes:

(1) Revenue Yield for a Financial Year is calculated as follows:

$$\frac{\text{Revenue from operations for the Financial Year}}{\text{Average Consolidated AUM for the Financial Year}}$$

Average Consolidated AUM for a Financial Year is calculated as follows:

$$\frac{\text{Consolidated AUM as at the end of the prior Financial Year} + \text{Consolidated AUM as at the end of the Financial Year}}{2}$$

AUM for our equity investment management and advisory and property investment management and advisory businesses refers to the assets under management by these businesses as of the relevant date; and for our wealth advisory and distribution segment refers to the assets under advice by the segment as of the relevant date.

(2) Consolidated AUM is the Total AUM of our asset management and wealth advisory and distribution segments, net of inter-segment eliminations.

- (3) PBT Yield for a Financial Year is calculated as follows: 
$$\frac{\text{Profit before tax for the Financial Year}}{\text{Average Consolidated AUM for the Financial Year}}$$
- (4) Our profit before tax and PBT Yield for Financial Year 2017 were impacted by an expense of ₹ 170.80 million incurred by us in Financial Year 2017 in relation to the investment into our Company by AI Global (that was of a non-recurring nature). For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Financial Year 2018 compared to Financial Year 2017". On a non-GAAP basis, our Adjusted PBT for Financial Year 2017, arrived at by adding back the legal and professional expense of ₹ 170.80 million to our profit before tax for Financial Year 2017, amounted to ₹ 1,252.23 million and our Adjusted PBT Yield for Financial Year 2017 (i.e., the ratio of our Adjusted PBT for Financial Year 2017 to our Average Consolidated AUM for Financial Year 2017, expressed as a percentage) amounted to 0.63%.
- (5) Client Accounts refers to accounts opened by our clients for the purposes of investing through us. Individual clients may have more than one Client Account with us.
- (6) Cumulative Corpus refers to the total commitment that is agreed upon by investors for investment into the fund, which will be drawn down during the life of the fund.

## Our Strengths

### *Consistently profitable growth in AUM*

Our business model benefits from our strengths in both asset management and wealth management. We have a deep understanding of the requirements of the HNI and UHNI segment, as well as a strong focus on quality investments, which has driven the growth in our AUM across our business segments in the past. According to CRISIL Research, we were the third largest company in both discretionary listed equity portfolio management services and discretionary equity overall portfolio management services according to AUM as of March 31, 2018.

Over the past five years, we have consistently reported growth in our revenues and profitability. Our total income increased from ₹ 2,216.31 million in Financial Year 2016 to ₹ 3,328.01 million in Financial Year 2017 and to ₹ 4,648.62 million in Financial Year 2018 at a CAGR of 44.83%. In the same periods, our profit before tax grew from ₹ 881.64 million for Financial Year 2016 to ₹ 1,081.43 million for Financial Year 2017 and to ₹ 1,886.09 million for Financial Year 2018.

The AUM of our equity investment management and advisory business (which forms a part of our asset management segment) increased from ₹ 19,351.01 million as of March 31, 2014 to ₹ 126,396.39 million as of March 31, 2018 at a CAGR of 59.87%, which reflects the consistent growth in investments made with us. Further, the AUM of our property investment management and advisory business (which also forms a part of our asset management segment) increased from ₹ 15,589.12 million as of March 31, 2014 to ₹ 35,667.88 million as of March 31, 2018 at a CAGR of 22.99%.

The AUM of our wealth advisory and distribution segment increased from ₹ 44,079.10 million as of March 31, 2014 to ₹ 207,456.52 million as of March 31, 2018, at a CAGR of 47.29%.

### *Annuity fees driven business, well suited to benefit from the expected increase in the addressable market for HNIs and UHNIs in India*

Through our history, we have retained our focus as an asset and wealth manager generating annuity fee income from our products and services, without deviating into other areas of banking or financial services. We generate annuity income from both our asset management and wealth distribution and advisory segments. Our fees typically have both a fixed and a variable component (in the form of a performance fee, if the products perform better than a pre-specified 'hurdle rate'). The fixed component of our fees has traditionally formed the significantly larger part of our total fees, providing a stable source of revenue, which has increased as our average AUM has grown in the past. Further, in line with the long term focus of our business, we levy exit loads for premature withdrawals by our domestic equity investment and advisory clients (at the rate of 3% for withdrawals within one year; 2% for withdrawals in the period between one to two years; and 1% in the period between two to three years), which reduces the impact of withdrawals on our business.

Additionally, as part of our investment focus, we concentrate on growth focused asset classes, into which UHNIs and HNIs typically invest. For example, for our wealth advisory and distribution business, as of March 31, 2018, 50.80% of our AUM was invested in equity assets and 18.13% was invested in alternate assets, which are both oriented towards long term growth and our asset management business is largely focused on equity and real estate. CRISIL Research notes that the fees for discretionary PMS schemes (that typically invest in growth focused asset classes) are higher than non-discretionary and advisory PMS schemes.

As a result of our market position, we are well suited to benefit from the expected growth in financial savings in India and the growth in the HNI and UHNI segment of the population. In this regard, CRISIL Research notes that

the proportion of financial savings as a percentage of GDP has generally increased during the period from Financial Year 2012 to Financial Year 2017 (from 31% for Financial Year 2012 to 42% for Financial Year 2017). CRISIL Research expects financial savings to increase with the government's strong stance against black money and the diminishing attractiveness of real estate and gold. Further, over the past couple of years, the HNI and UHNI population in India has increased significantly, driven by better economic growth, rising income levels and a strong equity market. First generation start-up entrepreneurs have also made a significant impact on the UHNI/HNI landscape. As a result, India was the fastest-growing UHNI/HNI market globally in 2017, with a 20.4% HNI population expansion and 21.6% HNI wealth growth compared with 2016. Further, CRISIL Research notes that there are approximately 161,000 individuals in India who fall under the UHNI category as of March 2017 and have combined assets worth approximately ₹ 153 trillion. CRISIL Research expects the number of UHNIs to increase to 286,000 and their combined assets to increase to ₹ 298 trillion by March 2021. (Source: CRISIL Research)

In view of the above, we are well suited to benefit from this expected growth in our addressable markets, which provides us with the opportunity to increase our AUM, thereby increasing our revenues.

***Research based investment approach and robust risk management, leading to better than benchmark performance***

We follow a research based and focused approach to long-only investing, which has led to better than benchmark returns in our business in prior periods. As part of our equity investment management and advisory business, we typically invest in Indian equities that run high quality businesses, are operated by high quality management and have long-term growth prospects at fair and reasonable prices. We base our equity investments on rigorous research, which is a process comprised of industry analysis, corporate governance analysis, financial and business analysis and portfolio valuation analysis. We begin with the top 500 companies listed on the NSE and/or BSE and fine tune the target list using our filtering criteria. For further details, see " – Our Asset Management Segment – Equity Investment Management and Advisory Business". We believe that our meticulous and research driven approach and adherence to our long-term investment philosophy are the factors that attract investors to us. Similarly, we follow a meticulous approach to our property investment management and advisory business, for which we adopt a process of analysis in the selection of a reputable real estate developer and the study of the micro market of the location of the project, with the aim of selecting assets that realise a stable return for our investor. We typically invest in optionally convertible debentures that carry a fixed coupon rate. In relation to our wealth distribution and advisory business, our approach is to build a long-lasting relationship with our clients, understanding their requirements and preparing a bespoke solution for each client dependent on their individual and family requirements.

In addition, risk management is vital to our strategic planning and decision making and in protecting the wealth and investments of our clients. As part of our equity investment management and advisory business, our compliance and risk team ensures adherence to our investment risk management framework which clearly defines the risk tolerance levels, escalations to be generated and corrective actions to be taken at time of breach. In addition, while we are sector-agnostic, we have upper limits placed for an exposure to any particular sector, and have defined individual stock exposure upper limits. For further details, see "- Risk Management".

Driven by our disciplined and research-based investment philosophy and our focus on risk management, we have an established track record of strong investment performance. For the strategies within our equity investment management and advisory business, we strive to outperform broader benchmark indices and the top quartile mutual funds, while simultaneously minimizing volatility in return and maximizing risk-adjusted return and always operating within our risk management framework. For example, according to CRISIL Research, large cap equity mutual fund schemes ranked in the top quartile delivered an annualized median return of 18.7% and annualized average return of 16.3% in the last five years ending 2018. The following table shows the Composite Returns (net of fees and expenses) of our top three strategies offered under our asset management segment, compared with the relevant benchmarks:

Strategy	Financial Year 2018	Financial Year 2017	Financial Year 2016	Financial Year 2015	Financial Year 2014	5 Year CAGR (FY14 to FY18)	Since Inception CAGR till May 31, 2018 <sup>(1)</sup>	Inception Date
<b>IEP</b>	14.52%	24.14%	(4.51)%	73.03%	34.50%	25.85%	21.15%	January 25, 2010
BSE 500	11.82%	24.02%	(7.82)%	33.19%	17.08%	14.79%	9.97%	
Nifty	10.25%	18.55%	(8.86)%	26.65%	17.98%	12.21%	9.56%	

Strategy	Financial Year 2018	Financial Year 2017	Financial Year 2016	Financial Year 2015	Financial Year 2014	5 Year CAGR (FY14 to FY18)	Since Inception CAGR till May 31, 2018 <sup>(1)</sup>	Inception Date
<b>India Select</b>	12.67%	23.96%	(1.60)%	73.01%	38.66%	26.93%	19.17%	January 4, 2010
BSE 100	10.62%	21.17%	(8.96)%	28.32%	18.11%	13.08%	8.90%	
Nifty	10.25%	18.55%	(8.86)%	26.65%	17.98%	12.21%	9.49%	
<b>Growth</b>	16.18%	31.99%	(2.77)%	63.59%	23.87%	24.74%	21.59%	January 29, 2001
Nifty	10.25%	18.55%	(8.86)%	26.65%	17.98%	12.21%	12.74%	

Notes:

The above returns are Composite Returns (net of fixed management fees and expenses) of all Integrated Clients. Composite Returns refers to the average time weighted rate of returns of all Integrated Clients invested in the respective strategies. Integrated Clients refers to all clients whose portfolios are fully deployed and the portfolio holdings and weights resemble the investment philosophy and objective of the respective strategy. Returns for individual client may differ depending on time of entry in the strategy. Past performance may or may not be sustained in future and should not be used as basis for comparison with other investments.

(1) The CAGR for the respective benchmarks is from the inception date of the corresponding strategy.

Further, in the relation to our property investment and advisory business, as of March 31, 2018, of the 30 investments made in our property investment management and advisory business, we exited ten investments at a simple average internal rate of return ("IRR") of 26.42%.

Our first real estate focused investment offering ASK PMS Real Estate Special Opportunities Portfolio-I which started in December 2009 generated a performance fee of ₹ 248.90 million (net of employee performance fee share) on six out of seven investments till Fiscal Year 2018. This amounted to 1.12% of annualized fee yield (net of employee performance fee share) over a fund term of 7 years as detailed below:

Particulars	₹ in millions
Fund Size (commitment amount) (A)	3,171.80
Performance fee (gross) earned till fiscal year 2018* (B)	331.87
Employee performance fee share (C)	82.97
Performance fee net of employee performance fee share (D=B-C)	248.90
Fund Term (years) as per PPM (E)	7
Per year net performance fee Over Fund Term (₹ millions) F=D/E	35.56
Annualised net performance yield over Fund Term (%) (G=F/A)	1.12%

\*In relation to one of our investments, we had a dispute with our counterparty (the property developer) which led to arbitration. We have received an arbitration award in our favor of ₹ 1,553.26 million which is still the subject matter of appeal and final determination. For further details, see "Outstanding Litigation and Other Material Developments" on page 487.

### **Open architecture model and robust distribution network**

We follow an open architecture model in both our asset management and wealth advisory and distribution segments, whereby we offer both proprietary and third party products to our clients. For our wealth advisory and distribution clients, as of March 31, 2018, 68.17% of our wealth advisory and distribution AUM was comprised of external products and 31.83% was comprised of our proprietary products. The contribution of third party products to the AUM of our wealth advisory and distribution segment has increased from 50.43% as of March 31, 2014 to 68.17% as of March 31, 2018. This open architecture model provides us with the opportunity to present a diversified product mix to our clients, depending on their bespoke needs and preferences. In addition, the open architecture model provide synergistic opportunities across different businesses. For example, our asset management segment provides product access to our wealth advisory and distribution segment while our wealth advisory and distribution segment provides customer access to our asset management segment.

Further, we market our in-house products both through our in-house distribution teams and through external distributors supported by the equity investment management and advisory business development team consisting of 12 team members across six cities, as of March 31, 2018. As of March 31, 2018, our in-house distribution team comprised 38 relationship managers across 9 branches. Our external distribution partners include banks and financial services companies. As of March 31, 2018, third party distributors accounted for 60.40% of our domestic equity investment management and advisory AUM, which has grown from 14.65% as of March 31, 2014 which demonstrates increasing acceptability of our products across distributors.

### **Client centric business model focused on HNIs and UHNIs, leading to long-term client relationships**

Client centricity is at the core of our business. Our vision is to grow in tandem with our clients in the long term, providing them with a trusted knowledge partner. We provide specialized products and services to our HNI and UHNI clients, focusing on asset management (equity investment management and advisory; and property investment management and advisory) and wealth advisory and distribution. As a result of ability to cater to the specialized requirements of our HNI and UHNI clients, we have a high degree of repeat clients. For instance, as of March 31, 2018, 49.03% of our wealth advisory and distribution client families had been our clients for more than five years. Further, the client retention rates (which refers to the percentage of clients at the start of the relevant year that remained our clients as at the end of the relevant year) for our domestic equity investment management and advisory segment and wealth advisory and distribution segments were 89.33% and 97.42% for Financial Year 2018, respectively.

We seek to maintain regular contact with our clients through periodic emails on investment performance and outlook, videos of portfolio and fund managers where they share their views, conference calls, one on one calls and meetings. In addition, we have a dedicated client service team, which is in touch with the clients, and seeks the clients' views to track client satisfaction.

Further, we also respect our clients' requirements for funds as and when needed and have in place a swift redemption process. The ability to maintain long-term relationships with clients is crucial to our business as we seek to grow in tandem with our clients and increase our business with our clients as their capacity to invest larger amounts increases and our relationship with them develops.

### ***Experienced and stable management team with a strong focus on corporate governance***

Our management comprises seasoned professionals with significant experience in all aspects of our businesses. Members of our management team have been with us on average for seven years. Each business segment shares a common vision of building long-term relationships with clients and having internal processes in place to achieve that objective. We provide autonomy to the CEOs of each business. Further, we have provided ESOPs and employee stock appreciation rights to key employees within the various business segments, with a view to encouraging alignment of interest and long term success. For details relating to ESOPs granted, see "**Capital Structure**" on page 88.

Our Promoters, Mr. Asit Koticha and Mr. Sameer Koticha, each have approximately 30 years of experience in financial markets. They have been associated with our Company since its incorporation, and their guidance has enabled us to successfully build and integrate our different business segments, while maintaining autonomy at each level.

The strength and quality of our senior management team and their understanding of the asset management and wealth management businesses enables us to identify and take advantage of strategic market opportunities. Our management team has consistently demonstrated its ability to effectively respond to changing regulatory landscapes and macro changes in Indian markets, which has contributed significantly to the growth of our AUM. For further details relating to our management, see "**Management**" on page 194.

### **Our Strategy**

#### ***Leverage our core strengths to generate growth through expansion in our HNI and UHNI client base***

We aim to capitalize on our market position to benefit from the expected growth in the HNI and UHNI population in India. CRISIL Research expects financial savings to increase with the government's strong stance against black money and the diminishing attractiveness of real estate, physical assets and gold as investment options. CRISIL Research also expects the trend of household savings moving towards financial assets to continue. Further, CRISIL Research notes that there are approximately 161,000 individuals in India who falls under the UHNI category as of March 2017 and have combined assets worth approximately ₹ 153 trillion. CRISIL Research expects the number of UHNIs to increase to 286,000 and their combined assets to increase to ₹ 298 trillion by March 2021. For further details, see "**Industry Overview**" on page 130.

We aim to expand our reach and deepen our relationships with the growing HNI and UHNI client base in India, to benefit from this expected increase in our addressable market. With a view to expand our operations we have expanded our employee base in the past three years, adding employees across our businesses (in particular, for our wealth advisory and distribution segment and our equity investment management and advisory business). This capacity addition has led to an increase in our AUM and client base. For example, we added senior employees in our wealth advisory and distribution business in the later part of the year ended March 31, 2017 who were able to

increase productivity in the year ended March 31, 2018 (our average AUM per relationship manager increased from ₹ 3,782.80 million per RM in Financial Year 2016 to ₹ 5,459.38 million per RM in Financial Year 2018), thereby driving revenue growth for our wealth advisory and distribution segment. Going forward, we intend to further leverage our employee base by encouraging our employees to further increase productivity, with a view to expanding our revenues and improving our margins.

In order to deepen our reach and relationships in the Indian UHNI/family office client base, we are also focused on empaneling new distribution partners. We constantly work towards deepening relationships with our distribution partners and towards developing new distribution relations.

Further, the growth and the diversification of the Indian economy are creating opportunities for us and for our clients. For example, the growth of the domestic businesses by first generation entrepreneurs provides us with a unique opportunity to retain these entrepreneurs as our clients for our asset management and wealth advisory and distribution businesses. Further, the diversification of the Indian economy provides us with the opportunity to invest in diverse industries and asset classes and to develop long term strategies focused on these opportunities. We intend to continue to develop these investment strategies for our clients to benefit from the long term trends of the Indian economy.

**Expand international operations through focus on international institutional clients**

We endeavour to grow our international business by targeting international institutional clients and building relationships with global distributors seeking access to the Indian investment opportunity through a trusted manager such as us. As global interest in investing in India increases, we aim to capitalize on our market position in India in other markets through our international presence.

As part of our strategy to expand globally, we focus on long only investors such as sovereign wealth funds, pension funds, insurance companies, family offices and HNIs. We also specifically focus on the Indian diaspora across the world and are working with global banks to offer our products to NRIs. We intend to target global distributors and institutions. We also seek to provide new access avenues for international investors through establishing new fund vehicles for our offerings, building scale and leveraging off our presence in Singapore and Dubai. We are also in the process of acquiring an external asset manager in Singapore (which is currently subject to approval by SEBI, RBI and MAS in Singapore), with a view to expand our client and product base.

**Grow our NBFC business**

In addition to our established strengths in asset management and wealth management, we received RBI approval in Financial Year 2017 for our non-banking financial company, ASKFH. ASKFH commenced commercial operations in Financial Year 2018. Through our NBFC business, we intend to provide high yielding corporate debt securities to our clients. This business is aimed to be synergistic to both our asset management and wealth advisory and distribution business.

Through our property investment business, we have developed long-standing relationships with real estate developers in India that issue instruments such as non-convertible/convertible debentures for their capital raisings, which ASKFH will aim to subscribe. Such debentures are also issued from time-to-time by companies in other industries as well. We aim to on-sell these secured high yield instruments to our HNI/UHNI/corporate clients as fixed income instruments. We aim to expand our NBFC operations to further diversify our revenue streams and leverage on our existing client relationships. We view our NBFC business as a fee-based business wherein we originate the debt instruments with a view to on-selling them to our client base.

We intend to utilize a portion of the proceeds of the Offer for further expansion of our NBFC business. For details, see "*Objects of the Offer*" on page 110.

***Expand our product offerings and client base***

We aim to offer need based and client-centric products that are aimed at providing additional avenues to our HNI and UHNI client base. With a view to expanding our product offering, we intend to expand into mutual funds, primarily focused on fixed income mutual funds (to provide a stable income stream to our clients). Further, we are also working on certain technology initiatives such as improving our online interface which will allow top-ups and other transactions online, in addition to mobile application-based transactions. We will continue to leverage technology to make it easy for our investors to carry out transactions.

In addition, we are also looking at expanding our client base to include affluent clients (which are clients who have an investable asset base of ₹ 5 million to ₹ 50 million) and attracting such clients through our current and future offerings. In particular, CRISIL Research notes that there has been a faster growth in demand for financial assets in semi-urban and rural areas of India, as compared with metro cities. We intend to tap into the increasing demand by targeting affluent clients in these areas.

## SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Information of our Company.

The Restated Financial Information have been prepared in accordance with the Companies Act 2013 and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the ICAI, together with the schedules, notes and annexures thereto and included under “Financial Information” on page 219. The summary financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 463.

<b>Restated Ind AS Standalone Summary Statement of Assets and Liabilities</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016 (Proforma)</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	55.25	49.42	63.82
Capital work-in-progress	0.92	15.24	1.15
Other intangible assets	18.28	4.35	2.41
Investment in subsidiaries and joint venture	2,059.62	1,767.24	1,083.37
<b>Financial assets</b>			
i. Investments	126.92	84.89	52.91
ii. Loans	0.26	0.26	0.26
iii. Trade receivables	-	-	237.43
iv. Other financial assets	8.47	7.65	4.41
Income tax assets (net)	86.21	119.90	133.83
Other non-current assets	435.10	544.63	366.33
<b>Total non-current assets (A)</b>	<b>2,791.03</b>	<b>2,593.58</b>	<b>1,945.92</b>
<b>Current assets</b>			
<b>Financial assets</b>			
i. Investments	737.37	127.05	182.43
ii. Trade receivables	1,123.50	1,158.75	492.37
iii. Cash and cash equivalents	8.03	59.30	5.20
iv. Bank balances other than(iii)above	0.94	0.93	0.95
v. Loans	10.63	9.77	62.61
vi. Other financial assets	20.63	21.03	3.87
Other current assets	589.51	579.84	314.81
<b>Total current assets (B)</b>	<b>2,490.61</b>	<b>1,956.67</b>	<b>1,062.24</b>
<b>Total assets (A+B)</b>	<b>5,281.64</b>	<b>4,550.25</b>	<b>3,008.16</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	11.07	11.07	10.10
Other equity	4,209.98	3,241.09	2,116.43
<b>Total equity (C)</b>	<b>4,221.05</b>	<b>3,252.16</b>	<b>2,126.53</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
i. Borrowings	-	-	1.26
ii. Trade payables			
Micro, small and medium enterprises	-	-	-
Others	-	-	183.22

<b>Restated Ind AS Standalone Summary Statement of Assets and Liabilities</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016 (Proforma)</b>
Provisions	26.67	17.58	37.57
Deferred tax liabilities (net)	310.05	329.09	181.89
<b>Total non-current liabilities (D)</b>	<b>336.72</b>	<b>346.67</b>	<b>403.94</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
i. Trade payables			
Micro, small and medium enterprises	-	-	-
Others	396.56	663.54	308.60
ii. Other financial liabilities	0.33	2.10	1.10
Other current liabilities	93.06	25.13	23.10
Provisions	166.71	169.59	127.86
Liabilities for current tax (net)	67.21	91.06	17.03
<b>Total current liabilities (E)</b>	<b>723.87</b>	<b>951.42</b>	<b>477.69</b>
<b>Total liabilities (D+E)</b>	<b>1,060.59</b>	<b>1,298.09</b>	<b>881.63</b>
<b>Total equity and liabilities (C+D+E)</b>	<b>5,281.64</b>	<b>4,550.25</b>	<b>3,008.16</b>

<b>Restated Ind AS Standalone Summary Statement of profit and loss</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
<b>Particulars</b>	<b>For the year ended March 31, 2018</b>	<b>For the year ended March 31, 2017</b>	<b>For the year ended March 31, 2016 (Proforma)</b>
I. Revenue from operations	3,394.74	2,560.02	1,486.43
II. Other income	71.45	74.96	72.37
<b>III. Total income (I + II)</b>	<b>3,466.19</b>	<b>2,634.98</b>	<b>1,558.80</b>
<b>IV. Expenses</b>			
Employee benefit expenses	418.03	397.29	271.17
Finance costs	20.57	25.25	19.85
Depreciation and amortisation expenses	30.71	23.87	11.49
Other expenses	1,601.14	1,387.40	709.92
<b>Total expenses (IV)</b>	<b>2,070.45</b>	<b>1,833.81</b>	<b>1,012.43</b>
<b>V. Profit before tax (III - IV)</b>	<b>1,395.74</b>	<b>801.17</b>	<b>546.37</b>
<b>VI. Tax expense</b>			
1. Current tax	505.97	202.62	19.77
2. Deferred tax	(19.06)	148.21	156.82
<b>Total tax expense (VI)</b>	<b>486.91</b>	<b>350.83</b>	<b>176.59</b>
<b>VII. Profit for the year attributable to equity shareholders (V - VI)</b>	<b>908.83</b>	<b>450.34</b>	<b>369.78</b>
<b>Other comprehensive income / (loss)</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of defined benefit liability	0.07	(2.93)	(5.16)
Income tax related to items that will not be reclassified to profit or loss	(0.02)	1.01	1.71
<b>Other comprehensive income / (loss) (net of tax) (VIII)</b>	<b>0.05</b>	<b>(1.92)</b>	<b>(3.45)</b>
<b>IX. Total comprehensive income for the year attributable to equity shareholders (VII + VIII)</b>	<b>908.88</b>	<b>448.42</b>	<b>366.33</b>
<b>Earnings per equity share</b>			
1. Basic earnings per share	12.63	6.68	5.63
2. Diluted earnings per share	10.67	5.72	4.81

<b>Restated Ind AS Standalone Summary Statement of cash flows</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
<b>Particulars</b>	<b>For the year ended March 31, 2018</b>	<b>For the year ended March 31, 2017</b>	<b>For the year ended March 31, 2016 (Proforma)</b>
<b>Cash flow from operating activities</b>			
Profit before tax	1,395.74	801.17	546.37
<i>Adjustments to reconcile profit before tax to net cash generated from / (used in) operating activities</i>			
Depreciation and amortisation	30.71	23.87	11.49
Foreign exchange gain / (loss)	(0.00)	0.02	(0.05)
Finance costs	20.57	25.25	19.85
Dividend income	(31.01)	(13.76)	(16.06)
Interest income	(34.19)	(35.03)	(28.93)
Employee share based payments	9.61	9.09	3.32
Mark to market ("MTM") Gain / (Loss) on investments carried at FVTPL	13.36	(9.55)	(6.02)
Gain on sale of investments	(3.94)	(2.38)	(0.38)
Remeasurement of defined benefit plan	0.07	(2.93)	(5.16)
Provision for diminution of investments	35.50	-	-
Profit on sale of property, plant and equipment (net)	-	(0.74)	-
<b>Operating profit before working capital changes</b>	<b>1,436.42</b>	<b>795.01</b>	<b>524.43</b>
<i>Working capital adjustments</i>			
Decrease / (increase) in trade receivables	53.48	(401.26)	73.23
Decrease in loans	0.82	0.51	0.36
Increase in other financial assets	(0.41)	(20.40)	(7.80)
Decrease / (increase) in other assets	99.86	(443.32)	(297.81)
(Decrease) / increase in trade payables	(284.64)	149.97	91.58
(Decrease) / increase in other financial liabilities	(1.77)	1.00	0.09
Increase in provisions	3.31	18.23	18.01
Increase / (decrease) in other current liabilities	67.92	2.03	(8.17)
<b>Cash generated from operations</b>	<b>1,374.99</b>	<b>101.77</b>	<b>393.92</b>
Income taxes paid (net)	(496.13)	(114.67)	(228.20)
<b>Net cash generated from / (used in) operating activities</b>	<b>878.86</b>	<b>(12.90)</b>	<b>165.72</b>
<b>Cash flow from investing activities</b>			
Purchase of property, plant and equipment	(27.28)	(7.99)	(68.11)
Proceeds from sale of property, plant and equipment	-	1.86	0.00
Purchase of other intangible assets	(23.23)	(4.50)	(1.35)
Changes in capital work-in-progress	14.32	(14.09)	(1.15)
Interest received	15.15	6.82	4.02
Investment in subsidiary	(277.48)	(157.33)	(32.76)
Investment in the schemes of mutual fund	(4,066.07)	(2,014.84)	(1,672.70)
Proceeds from redemption of units in the scheme of mutual fund	3,489.82	2,099.40	1,683.97
Purchase of non-current investments	(70.39)	(37.58)	(14.61)
Proceeds from sale of non current investments	15.89	2.11	-
Proceeds from repayment of loan from related party	(0.86)	52.84	(61.90)
<b>Net cash used in investing activities</b>	<b>(930.13)</b>	<b>(73.30)</b>	<b>(164.59)</b>
<b>Cash flow from financing activities</b>			

<b>Restated Ind AS Standalone Summary Statement of cash flows</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
<b>Particulars</b>	<b>For the year ended March 31, 2018</b>	<b>For the year ended March 31, 2017</b>	<b>For the year ended March 31, 2016 (Proforma)</b>
Issue of equity shares (including securities premium)	-	141.56	-
Redemption of preference shares	-	(1.26)	-
Interest paid on preference shares	-	-	(0.08)
Finance charge on borrowings	-	-	(0.04)
<b>Net cash generated from / (used in) financing activities</b>	<b>-</b>	<b>140.30</b>	<b>(0.12)</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(51.27)</b>	<b>54.10</b>	<b>1.01</b>
Cash and cash equivalents at the beginning of the year	59.30	5.20	4.19
<b>Cash and cash equivalents at the end of the year</b>	<b>8.03</b>	<b>59.30</b>	<b>5.20</b>
<b>Reconciliation of cash and cash equivalents with the balance sheet</b>			
<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016 (Proforma)</b>
<b>Cash and cash equivalents as per the balance sheet (Annexure XIII)</b>			
Cash on hand	0.06	0.10	0.05
Bank balances - In current accounts	7.97	59.20	5.15
<b>Cash and cash equivalents as at the year end</b>	<b>8.03</b>	<b>59.30</b>	<b>5.20</b>
(₹ 0.00 million indicates values are lower than ₹ 0.01 million)			

<b>Restated Ind AS Consolidated Summary Statement of Assets and Liabilities</b>			
(All amounts in Millions Rupees except for share data or as otherwise stated)			
Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	87.04	87.25	91.28
Capital work-in-progress	23.74	15.25	3.92
Other intangible assets	18.66	4.44	2.72
Investment accounted in equity method	44.85	43.68	42.46
<b>Financial assets</b>			
i. Investments	271.59	103.73	63.08
ii. Loans	0.26	0.26	1.26
iii. Trade receivables	-	-	237.43
iv. Other financial assets	21.56	19.96	12.70
Income tax assets (net)	222.09	293.37	300.50
Deferred tax assets (net)	76.61	112.36	-
Other non-current assets	437.39	496.79	369.69
<b>Total non current assets (A)</b>	<b>1,203.79</b>	<b>1,177.09</b>	<b>1,125.04</b>
<b>Current assets</b>			
<b>Financial assets</b>			
i. Investments	1,997.29	614.03	466.21
ii. Trade receivables	1,444.31	1,309.06	597.21
iii. Cash and cash equivalents	108.30	142.09	13.68
iv. Bank balances other than (iii) above	0.94	23.72	24.51
v. Loans	-	0.01	0.11
vi. Other financial assets	16.99	-	0.50
Other current assets	521.52	558.71	320.08
<b>Total current assets (B)</b>	<b>4,089.35</b>	<b>2,647.62</b>	<b>1,422.30</b>
<b>Total assets (A+B)</b>	<b>5,293.14</b>	<b>3,824.71</b>	<b>2,547.34</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	11.07	11.07	10.10
Other equity	3,904.04	2,586.08	1,635.08
<b>Equity attributable to equity holders of the parent</b>	<b>3,915.11</b>	<b>2,597.15</b>	<b>1,645.18</b>
Non-controlling interests	13.30	10.89	52.26
<b>Total equity (C)</b>	<b>3,928.41</b>	<b>2,608.04</b>	<b>1,697.44</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
i. Borrowings	-	-	1.26
ii. Other financial liabilities	7.35	12.45	3.50
Provisions	55.64	38.16	84.30
Deferred tax liabilities (net)	194.75	194.33	72.75
Other non-current liabilities	40.44	48.84	48.06
<b>Total non-current liabilities (D)</b>	<b>298.18</b>	<b>293.78</b>	<b>209.87</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
i. Trade payables			
Micro, small and medium enterprises	-	-	-
Others	352.29	328.64	303.62
ii. Other financial liabilities	0.99	6.77	1.69
Other current liabilities	187.67	136.82	69.07
Provisions	458.39	359.30	248.58
Liabilities for current tax (net)	67.21	91.36	17.07
<b>Total current liabilities (E)</b>	<b>1,066.55</b>	<b>922.89</b>	<b>640.03</b>

<b>Restated Ind AS Consolidated Summary Statement of Assets and Liabilities</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016 (Proforma)</b>
<b>Total liabilities (D+E)</b>	<b>1,364.73</b>	<b>1,216.67</b>	<b>849.90</b>
<b>Total equity and liabilities (C+D+E)</b>	<b>5,293.14</b>	<b>3,824.71</b>	<b>2,547.34</b>

<b>Restated Ind AS Consolidated Summary Statement of profit and loss</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
<b>Particulars</b>	<b>For the year ended March 31, 2018</b>	<b>For the year ended March 31, 2017</b>	<b>For the year ended March 31, 2016 (Proforma)</b>
I. Revenue from operations	4,516.29	3,201.61	2,134.78
II. Other income	132.33	126.40	81.53
<b>III. Total income (I + II)</b>	<b>4,648.62</b>	<b>3,328.01</b>	<b>2,216.31</b>
<b>Expenses</b>			
Employee benefit expenses	1,335.51	1,023.54	691.25
Finance costs	5.61	6.74	5.91
Depreciation and amortisation expenses	43.44	33.04	17.42
Other expenses	1,379.14	1,184.48	637.40
<b>Total expenses (IV)</b>	<b>2,763.70</b>	<b>2,247.80</b>	<b>1,351.98</b>
<b>V. Profit before share of profit in joint venture and income tax (III - IV)</b>	<b>1,884.92</b>	<b>1,080.21</b>	<b>864.33</b>
<b>VI. Add: Share of profit in joint venture (net of income tax)</b>	<b>1.17</b>	<b>1.22</b>	<b>17.31</b>
<b>VII. Profit before tax (V + VI)</b>	<b>1,886.09</b>	<b>1,081.43</b>	<b>881.64</b>
<b>VIII. Tax expense</b>			
1. Current tax	703.36	312.89	50.84
2. Deferred tax	(29.30)	82.02	136.72
3. MAT credit entitlement	-	(86.23)	(51.23)
<b>Total tax expense (VIII)</b>	<b>674.06</b>	<b>308.68</b>	<b>136.33</b>
<b>IX. Profit for the year after tax before non controlling interests (VII - VIII)</b>	<b>1,212.03</b>	<b>772.75</b>	<b>745.31</b>
<b>Profit for the year attributable to:</b>			
Owners of the Group	1,210.55	751.87	726.71
Non-controlling interests	1.48	20.88	18.60
<b>Profit for the year after tax</b>	<b>1,212.03</b>	<b>772.75</b>	<b>745.31</b>
<b>X. Other comprehensive income</b>			
<b>(i) Items that will not be reclassified to profit or loss</b>			
Remeasurements of defined benefit liability	2.18	(4.96)	(11.93)
Income tax related to items that will not be reclassified to profit or loss	(0.64)	1.63	2.03
<b>(ii) Items that will be reclassified to profit or loss</b>			
	(0.24)	(3.10)	3.83
<b>Other comprehensive income for the year, (net of tax)</b>	<b>1.30</b>	<b>(6.43)</b>	<b>(6.07)</b>
<b>Other comprehensive income attributable to:</b>			
Owners of the Group	1.30	(6.41)	(5.71)
Non-controlling interests	0.00	(0.02)	(0.36)
<b>XI. Total comprehensive income for the year (net of tax) (IX + X)</b>	<b>1,213.33</b>	<b>766.32</b>	<b>739.24</b>
<b>Total comprehensive income is attributable to:</b>			
Owners of the Group	1,211.85	745.46	721.00
Non-controlling interests	1.48	20.86	18.24

<b>Restated Ind AS Consolidated Summary Statement of profit and loss</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
<b>Particulars</b>	<b>For the year ended March 31, 2018</b>	<b>For the year ended March 31, 2017</b>	<b>For the year ended March 31, 2016 (Proforma)</b>
<b>XII. Earnings per equity share</b>			
1. Basic earnings per share	16.83	11.15	11.07
2. Diluted earnings per share	14.22	9.56	9.45
(₹ 0.00 million indicates values are lower than ₹ 0.01 million)			

<b>Restated Ind AS Consolidated Summary statement of cash flows</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
<b>Particulars</b>	<b>For the year ended March 31, 2018</b>	<b>For the year ended March 31, 2017</b>	<b>For the year ended March 31, 2016 (Proforma)</b>
<b>Cash flow from operating activities</b>			
Profit before share in joint venture and income tax	1,884.92	1,080.21	864.33
<i>Adjustments to reconcile profit before tax to net cash generated from / (used in) operating activities</i>			
Depreciation and amortisation	43.44	33.04	17.42
Bad debt written off	9.51	0.67	0.79
Profit on property, plant and equipment sold (net)	-	-	(0.01)
Capital advances written off	-	2.76	0.00
Mark to market ("MTM") gain / (loss) on investments carried at FVTPL	13.11	(7.57)	(6.19)
(Gain) / loss on sale of mutual fund	(13.88)	(20.36)	(0.00)
Dividend income	(67.73)	(23.96)	(27.51)
Finance costs	5.61	6.74	5.91
Net unrealised foreign exchange (profit) / loss	(0.24)	(3.10)	3.83
Interest income	(38.14)	(43.67)	(27.24)
Share in profits of joint ventures	1.17	1.22	17.31
Employee share based payments	115.97	71.41	24.01
Remeasurement of defined benefit plan	2.18	(4.96)	(11.93)
Service tax credit written off	7.73	3.43	4.74
<b>Operating profit before working capital changes</b>	<b>1,963.65</b>	<b>1,095.86</b>	<b>865.46</b>
<i>Working capital adjustments</i>			
Increase in trade receivables	(126.53)	(450.15)	(56.22)
Decrease in loans	2.08	14.35	1.76
Increase in other financial assets	(18.59)	(4.44)	(8.19)
Decrease / (increase) in other assets	96.59	(365.73)	(406.35)
Increase in trade payables	23.64	25.02	128.30
(Decrease) / increase in other financial liabilities	(10.88)	14.10	1.62
Increase in provisions	110.96	57.84	57.60
Increase / (decrease) in other liabilities	34.72	65.09	(172.28)
<b>Cash generated from operations</b>	<b>2,075.64</b>	<b>451.94</b>	<b>411.70</b>
Income taxes paid (net)	(591.40)	(216.40)	(174.17)
<b>Net cash generated from operating activities</b>	<b>1,484.24</b>	<b>235.54</b>	<b>237.53</b>
<b>Cash flow from investing activities</b>			
Purchase of property, plant and equipment	(33.76)	(27.91)	(96.52)
Changes in capital work-in-progress	(8.49)	(11.32)	(1.71)
Purchase of other intangible assets	(23.71)	(4.50)	(1.38)

<b>Restated Ind AS Consolidated Summary statement of cash flows</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
<b>Particulars</b>	<b>For the year ended March 31, 2018</b>	<b>For the year ended March 31, 2017</b>	<b>For the year ended March 31, 2016 (Proforma)</b>
Proceeds from sale of property, plant and equipment	-	1.68	0.10
Purchase of non-current investments	(204.96)	(277.17)	(39.79)
Proceeds from sale of non-current investments	23.03	239.26	-
Proceeds from redemption of units in the schemes of mutual fund	5,495.60	3,399.85	2,481.04
Investment in the schemes of mutual fund	(6,797.43)	(3,502.06)	(2,564.71)
Other bank balances	22.78	0.79	(22.59)
Interest income	17.84	2.73	1.89
<b>Net cash used in investing activities</b>	<b>(1,509.10)</b>	<b>(178.65)</b>	<b>(243.67)</b>
<b>Cash flow from financing activities</b>			
Issue of equity shares (including securities premium)	-	678.80	-
Redemption of preference shares	-	(1.26)	-
Exercise of employee stock options	-	(35.57)	-
Finance cost	-	(0.08)	-
Acquisition of non-controlling interest	(8.93)	(570.37)	-
<b>Net cash (used in) / generated from financing activities</b>	<b>(8.93)</b>	<b>71.52</b>	<b>-</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(33.79)</b>	<b>128.41</b>	<b>(6.14)</b>
Cash and cash equivalents as at the beginning of the year	142.09	13.68	19.82
<b>Cash and cash equivalents as at the end of the year</b>	<b>108.30</b>	<b>142.09</b>	<b>13.68</b>
<b>Reconciliation of cash and cash equivalents with the balance sheet</b>			
<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016 (Proforma)</b>
<b>Cash and cash equivalents as per balance sheet (refer Annexure XIII)</b>			
Cash on hand	0.13	0.20	0.14
Bank balances - In current accounts	108.17	141.89	13.54
<b>Cash and cash equivalents as restated as at the year end</b>	<b>108.30</b>	<b>142.09</b>	<b>13.68</b>
(₹ 0.00 million indicates values are lower than ₹ 0.01 million)			

<b>Restated Previous GAAP Standalone Summary Statement of Assets and Liabilities</b>		
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>		
<b>Particulars</b>	<b>As at</b>	<b>As at</b>
	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b>EQUITY &amp; LIABILITIES</b>		
<b>Shareholders' funds</b>		
Share capital	11.36	11.36
Reserves and surplus	1,605.21	1,329.51
	<b>1,616.57</b>	<b>1,340.87</b>
<b>Non-current liabilities</b>		
Long-term borrowings	-	20.00
Long-term provisions	38.15	20.81
Other long term liabilities	215.28	74.54
	<b>253.43</b>	<b>115.35</b>
<b>Current liabilities</b>		
Trade payables		
(i) Due to micro and small enterprises	-	0.10
(ii) Due to others	220.87	63.88
Other current liabilities	32.24	16.10
Short-term provisions	191.43	38.74
	<b>444.54</b>	<b>118.82</b>
<b>TOTAL</b>	<b>2,314.54</b>	<b>1,575.04</b>
<b>ASSETS</b>		
<b>Non-current assets</b>		
<b>Fixed assets</b>		
Tangible assets	5.73	13.20
Intangible assets	2.53	4.82
	<b>8.26</b>	<b>18.02</b>
Non-current investments	1,077.78	1,047.96
Deferred tax assets	48.15	17.25
Long-term loans and advances	127.17	248.30
Other non-current assets	272.61	96.36
	<b>1,525.71</b>	<b>1,409.87</b>
<b>Current assets</b>		
Current Investments	177.50	6.71
Trade receivables	574.39	119.52
Cash and bank balances	5.09	7.36
Short-term loans and advances	22.62	10.17
Other current assets	0.97	3.39
	<b>780.57</b>	<b>147.15</b>
<b>TOTAL</b>	<b>2,314.54</b>	<b>1,575.04</b>

<b>Restated Previous GAAP Standalone Summary Statement of Profit and Loss</b>		
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>		
<b>Particulars</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b>INCOME</b>		
Revenue from operations	1,466.94	431.18
Other income	15.56	25.52
<b>Total income</b>	<b>1,482.50</b>	<b>456.70</b>
<b>EXPENDITURE</b>		
Employee benefits expense	322.11	188.71
Finance costs	10.47	5.97
Depreciation and amortization expense	13.78	5.69
Other expenses	776.39	234.09
<b>Total expenses</b>	<b>1,122.75</b>	<b>434.46</b>
<b>RESTATED PROFIT BEFORE TAX (I - II)</b>	<b>359.75</b>	<b>22.24</b>
<b>Tax expense</b>		
Current tax	153.46	4.39
Deferred tax (credit)/charge	(30.90)	0.51
<b>Net Tax expense</b>	<b>122.56</b>	<b>4.90</b>
<b>RESTATED PROFIT AFTER TAX (III - IV)</b>	<b>237.19</b>	<b>17.34</b>
<b>Earnings per equity share</b>		
Basic earnings per share (₹)	3.61	0.26
Diluted earnings per share (₹)	3.34	0.26

<b>Restated Previous GAAP Standalone Summary Statement of Cash Flows</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
	<b>Particulars</b>	<b>For the year ended March 31, 2015</b>	<b>For the year ended March 31, 2014</b>
<b>A</b>	<b>Cash flows from operating activities</b>		
	<b>Restated profit before tax</b>	<b>359.75</b>	<b>22.24</b>
	<u>Adjustments for:</u>		
	Depreciation and amortisation expense	13.78	5.69
	(Profit) / loss on sale of fixed assets	(0.11)	0.06
	Foreign exchange gain	(0.04)	(0.04)
	Finance cost	10.47	5.97
	Bad debts written off	0.05	0.60
	Advances written off	-	0.26
	Dividend income	(3.59)	(3.37)
	Employees' stock options expense	38.58	-
	Dividend income from venture capital fund	(0.21)	(0.34)
	Interest income and interest on debentures	(9.78)	(16.60)
	Loss on sale/write-off investments	-	0.42
	Credit balances written back	-	(3.65)
	<b>Operating profit before working capital changes</b>	<b>408.90</b>	<b>11.24</b>
	<u>Changes in working capital</u>		
	Increase in long term provisions	17.35	7.36
	Increase / (Decrease) in other long term liabilities	140.74	(0.31)
	Increase in trade payables	156.90	32.80
	Increase in other current liabilities	16.30	5.29
	Increase in short term provisions	74.71	22.26
	(Increase) / Decrease in long term advances	(2.27)	0.85
	(Increase) in trade receivables	(631.15)	(44.84)
	Increase in short term loans and advances	(12.45)	(2.64)
	<b>Cash generated from operating activities</b>	<b>169.03</b>	<b>32.01</b>
	Income tax paid (net of refund)	(79.03)	(19.16)
	<b>Net cash generated from operating activities</b>	<b>90.00</b>	<b>12.85</b>
<b>B</b>	<b>Cash flows from investing activities</b>		
	Purchase of fixed assets	(4.02)	(2.87)
	Proceeds from sale of fixed assets	0.11	0.02
	Investment in subsidiaries	(12.72)	(22.27)
	Investment in joint venture	(0.60)	(10.60)
	Purchase of non current investments	(16.50)	(5.63)
	Purchase of current investments mutual fund	(703.30)	(462.20)
	Sale of current investments mutual fund	536.11	528.87
	Loans given to subsidiary	(0.05)	(207.08)
	Loans repaid by subsidiary	127.13	296.08
	Interest received	12.19	19.00
	<b>Net cash (used in)/generated from investing activities</b>	<b>(61.65)</b>	<b>133.32</b>
<b>C</b>	<b>Cash flows from financing activities</b>		
	Redemption of preference shares	-	(1.19)
	Dividend paid	(0.03)	(0.08)
	Proceeds from long term borrowing	-	20.00
	Repayment of long term borrowing	(20.00)	(124.91)
	Refund of share application money	-	(28.46)
	Finance cost	(10.63)	(6.85)
	<b>Net cash used in financing activities</b>	<b>(30.66)</b>	<b>(141.49)</b>

<b>Restated Previous GAAP Standalone Summary Statement of Cash Flows</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
	<b>Particulars</b>	<b>For the year ended March 31, 2015</b>	<b>For the year ended March 31, 2014</b>
	Net (decrease)/increase in cash and cash equivalents (A+B+C)	(2.31)	4.68
	Cash and cash equivalents at the beginning of the year	6.50	1.82
		-	-
	<b>Cash and cash equivalents at the end of the year</b>	<b>4.19</b>	<b>6.50</b>
	<b>Notes :</b>		
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
	<b>Components of cash and cash equivalents</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
1)			
	Cash on hand	0.04	0.02
	Balance with banks		
	- Current accounts	4.15	6.48
	<b>Total</b>	<b>4.19</b>	<b>6.50</b>

<b>Restated Previous GAAP Consolidated Summary Statement of Assets and Liabilities</b>		
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>		
<b>Particulars</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>EQUITY &amp; LIABILITIES</b>		
<b>Shareholders' funds</b>		
Share capital	11.36	11.36
Reserves and surplus	832.59	379.75
	<b>843.95</b>	<b>391.11</b>
Minority Interest	16.18	8.78
<b>Non-current liabilities</b>		
Long-term borrowings	1.32	20.63
Long-term provisions	80.08	35.98
Other long term liabilities	0.84	0.45
	<b>82.24</b>	<b>57.06</b>
<b>Current liabilities</b>		
Trade payables		
(i) Due to micro and small enterprises	0.01	0.10
(ii) Due to others	160.05	41.60
Other current liabilities	197.51	68.46
Short-term provisions	289.82	95.18
	<b>647.39</b>	<b>205.34</b>
<b>TOTAL</b>	<b>1,589.76</b>	<b>662.29</b>
<b>ASSETS</b>		
<b>Non-current assets</b>		
<b>Fixed assets</b>		
Tangible assets	14.02	25.77
Intangible assets	3.55	8.66
Capital work-in-progress	2.21	-
	<b>19.78</b>	<b>34.43</b>
Non-current investments	29.75	10.71
Deferred tax assets	48.15	17.25
Long-term loans and advances	247.51	187.85
Other non-current assets	272.61	96.39
	<b>598.02</b>	<b>312.20</b>
<b>Current assets</b>		
Current investments	354.80	97.73
Trade receivables	549.68	126.45
Cash and bank balances	22.45	74.76
Short-term loans and advances	44.07	16.70
Other current assets	0.96	0.02
	<b>971.96</b>	<b>315.66</b>
<b>TOTAL</b>	<b>1,589.76</b>	<b>662.29</b>

<b>Restated Previous GAAP Consolidated Summary Statement of Profit and Loss</b>		
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>		
<b>Particulars</b>	<b>For the year ended March 31, 2015</b>	<b>For the year ended March 31, 2014</b>
<b>INCOME</b>		
Revenue from operations	1,844.91	780.60
Other income	14.75	14.91
<b>Total income</b>	<b>1,859.66</b>	<b>795.51</b>
<b>EXPENDITURE</b>		
Employee benefits expense	702.12	444.52
Finance cost	10.74	7.43
Depreciation and amortization expenses	24.30	11.39
Other expenses	509.85	207.78
Goodwill on consolidation written off	10.01	-
<b>Total expenses</b>	<b>1,257.02</b>	<b>671.12</b>
<b>RESTATED CONSOLIDATED PROFIT BEFORE TAX (I- II)</b>	<b>602.64</b>	<b>124.39</b>
<b>Tax expense</b>		
- Income taxes		
- Current tax	222.03	30.01
for earlier year	-	0.32
- MAT Credit	(0.01)	-
- Deferred tax (credit)/ charge	(30.90)	0.51
<b>RESTATED CONSOLIDATED PROFIT BEFORE MINORITY INTEREST (III- IV)</b>	<b>411.52</b>	<b>93.55</b>
Less: Minority interest	(8.51)	(6.35)
<b>RESTATED CONSOLIDATED PROFIT AFTER TAX</b>	<b>403.01</b>	<b>87.20</b>
<b>Earnings per equity share</b>		
Basic earnings per share (₹)	6.14	1.33
Diluted earnings per share (₹)	5.68	1.30

<b>Restated Previous GAAP Consolidated Summary Statement of Cash Flows</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
	<b>Particulars</b>	<b>For the year ended</b>	<b>For the year ended</b>
		<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b>A</b>	<b>Cash flows from operating activities</b>		
	<b>Restated profit before tax and minority interest</b>	<b>602.64</b>	<b>124.39</b>
	<u>Adjustments for:</u>		
	Depreciation and amortisation expense	24.30	11.39
	Loss on sale of fixed assets	1.02	0.01
	Goodwill written off	10.01	-
	Finance cost	10.74	7.44
	Bad debts	5.31	4.45
	Advances written Off	-	3.09
	Dividend income	(11.86)	(6.01)
	Dividend income from venture capital fund ASK Pravi Private Equity Opportunities Fund	(0.21)	(0.34)
	Interest on debentures	(0.94)	-
	Interest income	(0.19)	(0.08)
	Loss on sale/write-off of Investments	-	0.42
	Employees' stock options (grants) expense	38.58	-
	Credit balances written back	-	(3.65)
	<b>Operating profit before working capital changes</b>	<b>679.40</b>	<b>141.11</b>
	<u>Changes in working capital</u>		
	Increase in long term provisions	44.10	35.37
	Increase in other long term liabilities	0.39	0.45
	Increase in trade payables	118.35	7.59
	Increase in other current liabilities	128.59	33.06
	Increase in short term provisions	114.89	6.26
	Decrease / (Increase) in long term advances	(2.36)	1.52
	(Increase) / Decrease in trade receivables	(428.51)	17.08
	(Increase) / Decrease in short term loans and advances	(27.37)	28.15
	Increase in other assets	(176.22)	(25.65)
	<b>Cash flows (used in) operating activities</b>	<b>451.26</b>	<b>244.94</b>
	Foreign exchange loss on consolidation	(0.95)	(0.39)
	Income tax paid (net of refund)	(199.41)	(19.57)
	<b>Net cash generated from operating activities</b>	<b>250.90</b>	<b>224.98</b>
<b>B</b>	<b>Cash flows from investing activities</b>		
	Purchase of fixed assets	(10.87)	(7.05)
	Proceeds from sale of fixed assets	0.08	0.32
	Purchase of non current Investments	(19.04)	(5.65)
	Purchase of current investments mutual fund	(1,885.40)	(777.39)
	Sale of current investments mutual fund	1,640.19	757.01
	Interest received	0.19	0.08
	<b>Net cash (used in) / generated from investing activities</b>	<b>(274.85)</b>	<b>(32.68)</b>
<b>C</b>	<b>Cash flows from financing activities</b>		
	Proceeds from issue of share capital to minority shareholders	13.95	8.51
	Paid to minority shareholders for stake buyout	(12.72)	-
	Redemption of preference shares	-	(1.19)
	Refund of share application money	-	(28.46)
	Proceedings/(Repayment) of borrowing (Net)	(18.69)	(104.03)
	Payment of dividend and tax there on	(0.03)	(0.08)
	Finance cost	(10.91)	(8.31)
	<b>Net cash generated from financing activities (C)</b>	<b>(28.40)</b>	<b>(133.56)</b>

<b>Restated Previous GAAP Consolidated Summary Statement of Cash Flows</b>			
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
	<b>Particulars</b>	<b>For the year ended</b>	<b>For the year ended</b>
		<b>March 31, 2015</b>	<b>March 31, 2014</b>
	Net (decrease)/increase in cash and cash equivalents (A + B + C)	(52.35)	58.74
	Cash and cash equivalents at the beginning of the year	72.88	14.14
		<b>20.53</b>	<b>72.88</b>
	<b>Notes:</b>		
<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>			
	<b>Components of cash and cash equivalents</b>	<b>As at</b>	<b>As at</b>
1)		<b>March 31, 2015</b>	<b>March 31, 2014</b>
	Cash on hand	0.10	0.11
	Balance with banks		
	- Current accounts	20.43	72.77
		<b>20.53</b>	<b>72.88</b>

## THE OFFER

The following table summarizes details of the Offer:

<b>Offer</b>	Up to [●] Equity Shares aggregating up to ₹ [●] million
<i>The Offer consists of:</i>	
(i) <i>Fresh Issue</i> <sup>(1)(2)</sup>	Up to [●] Equity Shares aggregating up to ₹ 6,000 million
(ii) <i>Offer for Sale</i> <sup>(3)</sup>	Up to 17,969,405 Equity Shares aggregating up to ₹ [●] million
<i>Of which</i>	
<b>Employee Reservation Portion</b> <sup>(4)</sup>	Up to [●] Equity Shares aggregating up to ₹ 100 million
<b>QIB Category</b> <sup>(5)</sup>	[●] Equity Shares
<i>Of which:</i>	
Anchor Investor Portion	Up to [●] Equity Shares
Net QIB Category (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
<i>Of which:</i>	
- Mutual Fund Portion	[●] Equity Shares
- Balance for all QIBs including Mutual Funds	[●] Equity Shares
<b>Non-Institutional Category</b>	Not less than [●] Equity Shares
<b>Retail Category</b>	Not less than [●] Equity Shares
Equity Shares outstanding prior to the Offer	72,207,525 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
<b>Use of proceeds of the Offer</b>	For details, see “ <i>Objects of the Offer</i> ” on page 110. Our Company will not receive any portion of the proceeds from the Offer for Sale portion of the Offer.
<sup>(1)</sup> <i>Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement of up to 4,395,865 Equity Shares for cash consideration aggregating up to ₹ 3,000 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Net Offer size of 10% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.</i>	
<sup>(2)</sup> <i>The Offer has been authorised by our Board pursuant to a resolution passed at the meeting held on July 27, 2018 and by our Shareholders pursuant to a resolution passed at the meeting held on August 1, 2018.</i>	
<sup>(3)</sup> <i>The Promoter Selling Shareholder and Investor Selling Shareholder (severally and not jointly) have specifically confirmed that their respective portion of the Offered Shares are eligible to be offered for sale in the Offer in accordance with the SEBI ICDR Regulations. For details, see “<i>Other Regulatory and Statutory Disclosures</i>” on page 498.</i>	
<sup>(4)</sup> <i>Eligible Employees bidding in the Employee Reservation Portion must ensure that the Bid Amount does not exceed ₹ 500,000 and should note that while filling the “SCSB/Payment Details” block in the Bid cum Application Form, Eligible Employees must mention the Bid Amount. 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 value exceeding ₹ 200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.</i>	
<sup>(5)</sup> <i>Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors in the Offer. In case of under-subscription in the Anchor Investor Portion, the remaining Equity Shares will be added to the QIB Category. For more information, see “<i>Offer Procedure</i>” on page 530.</i>	

Notes:

- (i) Pursuant to Rule 19(2)(b)(iii) of the SCRR, the Offer is being made for at least 10% of the post-Offer paid-up equity share capital of our Company.

- (ii) Allocation to all categories, other than Anchor Investors, if any and Retail Individual Bidders, shall be made on a proportionate basis. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For details, see “*Offer Procedure*” on page 530.

Subject to valid Bids being received at or above the Offer Price, under-subscription, in any category other than QIB Category would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange. For details, including grounds for rejection of Bids, refer to “*Offer Structure*” and “*Offer Procedure*” on pages 527 and 530, respectively. For details of the terms of the Offer, see “*Terms of the Offer*” on page 522.

## GENERAL INFORMATION

Our Company was incorporated as ‘ASKRJ Investment Management Private Limited’ on August 9, 2004, as a private limited company under the Companies Act 1956, with a certificate of incorporation granted by the Registrar of Companies, Maharashtra at Mumbai (the “RoC”). Pursuant to a resolution of our Board of Directors dated December 19, 2006 and a resolution of our shareholders dated March 24, 2007, the name of our Company was changed to ‘ASK Securities Management Private Limited’ and a fresh certificate of incorporation was issued upon a change of name by the RoC on April 18, 2007. Further, pursuant to a resolution of our Board of Directors dated November 8, 2007 and a resolution of our shareholders dated December 24, 2007, the name of our Company was changed to ‘ASK Investment Managers Private Limited’ and a fresh certificate of incorporation was issued upon a change of name by the RoC on January 31, 2008. Subsequently, pursuant to a resolution passed by our shareholders on July 14, 2018 and a fresh certificate of incorporation issued by the RoC on July 26, 2018 our Company was converted to a public limited company and our name was changed to ‘ASK Investment Managers Limited’. For further details in relation to the brief history of our Company and the changes in the name and registered office of our Company, see “*History and Certain Corporate Matters*” on page 182.

Our Company is also registered with the SEBI as a Portfolio Manager under the SEBI PMS Regulations, bearing registration number INP000000043, dated November 24, 2015.

**Corporate Identity Number:** U65993MH2004PLC147890

**Company Registration Number:** 147890

### Registered and Corporate Office

Birla Aurora, 16 Level, Office floor 9,  
Dr. Annie Besant Road, Worli,  
Mumbai 400 030  
Maharashtra, India  
**Tel:** (91 22) 6652 0000  
**Fax:** (91 22) 2432 5620  
**Email:** ir@askgroup.in  
**Website:** www.askinvestmentmanagers.com

For details regarding changes in the registered office of our Company, see — “*History and Certain Corporate Matters*” on page 182.

### Address of the Registrar of Companies

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

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

### Board of Directors

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

Name and Designation	Age (in years)	DIN	Address
<b>Mr. Asit Koticha</b> <i>Designation:</i> Chairman	60	00034266	2301/2302, 23 <sup>rd</sup> Floor, Rameshwaram Apartments, K.D. Marg, Palkewadi, Dadar (West), Mumbai 400 028, Maharashtra, India
<b>Mr. Sameer Koticha</b> <i>Designation:</i> Vice Chairman	57	00075145	2301, Raheja Princess, S. K. Bole Road, Dadar (West), Mumbai 400 028, Maharashtra, India

<b>Name and Designation</b>	<b>Age (in years)</b>	<b>DIN</b>	<b>Address</b>
<b>Mr. Sunil Rohokale</b> <i>Designation: Managing Director and Chief Executive Officer</i>	48	01896946	601, Gomantashram, Chittaranjan Road, Vile Parle (East), Mumbai 400 057, Maharashtra, India
<b>Mr. Bharat Shah</b> <i>Designation: Executive Director</i>	58	00312394	4, Shanti Sadan, Junction of 8 & 11 Road, Near Madhu Park, Khar (West), Mumbai 400 052, Maharashtra, India
<b>Ms. Shweta Jalan</b> <i>Designation: Nominee Director</i>	42	00291675	C-4501, Lodha Bellissimo, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai 400 011, Maharashtra, India
<b>Mr. Anantharaman Balakrishnan</b> <i>Designation: Independent Director</i>	63	00029542	The Willow 3 <sup>rd</sup> Floor New No 25 Old No 44 Luz Avenue, Mylapore, Chennai 600 004, Tamil Nadu
<b>Mr. Jyotin Kantilal Mehta</b> <i>Designation: Independent Director</i>	60	00033518	Y 804/5 Golden Rays Shastri Nagar, Andheri West, Mumbai 400 053, Maharashtra, India
<b>Mr. Vivek Narayan Gour</b> <i>Designation: Independent Director</i>	55	00254383	MG-1203, The Magnolias, DLF Golf Links DLF City Phase-5, Gurgaon 122 009, Haryana, India
<b>Mr. Girish S Paranjpe</b> <i>Designation: Independent Director</i>	60	02172725	Villa 141, Phase 1, Adarsh Palm Meadows, Ramagondanahall, Whitefield, Bangalore 560 066, Karnataka
<b>Ms. Sangeeta Kapiljit Singh</b> <i>Designation: Independent Director</i>	58	06920906	9-A, Harbour Heights, A-Building, N.A. Sawant Marg, Colaba, Mumbai 400 005, India

For brief profiles and further details in respect of our Directors, see “*Management*” on page 194.

#### **Chief Financial Officer**

Mr. Himanshoo Bohara is the group Chief Financial Officer and head compliance of our Company. His contact details are as follows:

Birla Aurora, 16 Level, Office floor 9,  
Dr. Annie Besant Road, Worli,  
Mumbai 400 030  
Maharashtra, India  
**Tel:** (91 22) 6652 0085  
**Fax:** (022) 2432 5620  
**E-mail:** cfo@askgroup.in

#### **Company Secretary and Compliance Officer**

Mr. Lalatendu Acharya is the Company Secretary and Compliance Officer of our Company, in terms of the SEBI ICDR Regulations. His contact details are as follows:

Birla Aurora, 16 Level, Office floor 9,  
Dr. Annie Besant Road, Worli,  
Mumbai 400 030  
Maharashtra, India  
**Tel:** (91 22) 6646 0006  
**Fax:** (91 22) 2432 5620  
**E-mail:** cosec@askgroup.in

#### **Offer related grievances**

**Investors can contact our 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, investors may also write to the BRLMs.**

All grievances, other than 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, 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 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 Investors Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investors Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investors Application Form and the name and address of the BRLMs where the Anchor Investors Application Form was submitted by the Anchor Investor.

#### **Selling Shareholders:**

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

<b>Sr. No.</b>	<b>Selling Shareholders</b>	<b>Particulars</b>
1.	AI Global	23 Kennedy Globe House, 3rd floor, Nicosia 1075 Cyprus
2.	Mr. Sameer Koticha	2301, Raheja Princess, S. K. Bole Road, Dadar (West), Mumbai 400 028, Maharashtra, India

#### **Book Running Lead Managers**

##### **JM Financial Limited**

7<sup>th</sup> Floor, Cnergy

Appasaheb Marathe Marg

Prabhadevi, Mumbai 400 025

Maharashtra, India

**Tel:** (91 22) 6630 3030

**Fax:** (91 22) 6630 3330

**E-mail:** askim.ipo@jmfl.com

**Investor grievance E-mail:** grievance.ibd@jmfl.com

**Website:** www.jmfl.com

**Contact Person:** Prachee Dhuri

**SEBI Registration No.:** INM000010361

##### **Axis Capital Limited**

Axis House, 1<sup>st</sup> Floor

C 2 Wadia International Center

Pandurang Budhkar Marg, Worli

Mumbai 400 025

Maharashtra, India

**Tel:** (91 22) 4325 2183

**Fax:** (91 22) 4325 3000

**E-mail:** askim.ipo@axiscap.in

**Investor Grievance E-mail:** complaints@axiscap.in

**Website:** www.axiscapital.co.in

**Contact Person:** Mayuri Arya

**SEBI Registration No.:** INM000012029

##### **Citigroup Global Markets India Private Limited**

1202, 12th Floor, First International Financial Center

G-Block C54 & 55, Bandra Kurla Complex, Bandra

(East), Mumbai 400 098, Maharashtra, India

**Tel:** (91 22) 6175 9999  
**Fax:** (91 22) 6175 9898  
**E-mail:** ask.ipo@citi.com  
**Investor Grievance E-mail:** investors.cgmib@citi.com  
**Website:** www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm  
**Contact Person:** Dylan Fernandes  
**SEBI Registration No.:** INM000010718

**Nomura Financial Advisory and Securities (India) Private Limited**  
 Ceejay House, Level 11  
 Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli  
 Mumbai 400 018, Maharashtra, India  
**Tel:** (91 22) 4037 4037  
**Fax:** (91 22) 4037 4111  
**Email:** askipo@nomura.com  
**Investor grievance email:** investorgrievances-in@nomura.com  
**Website:** www.nomuraholdings.com/company/group/asia/india/index.html  
**Contact Person:** Sandeep Baid / Vishal Kanjani  
**SEBI Registration No.:** INM000011419

### Inter se allocation of responsibilities among the Book Running Lead Managers for the Offer

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

S. No.	Activity	Responsibility	Lead Co-ordinator
1.	Due diligence of the Company's operations / management / business / legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus including memorandum containing salient features of the Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities	All BRLMs	JM Financial
2.	Capital Structuring with relative components and formalities such as type of instruments, etc.	All BRLMs	JM Financial
3.	Drafting and approval of all statutory advertisements and other publicity material including corporate advertisements, brochures, media monitoring, etc.	All BRLMs	Nomura
4.	Appointment of other intermediaries viz., Registrar, Printer, Share Escrow Agent, Advertising Agency and Bankers to the Offer	All BRLMs	Citi
5.	Preparation of road show presentation and frequently asked questions	All BRLMs	Nomura
6.	International institutional marketing strategy. Finalise the list and division of investors for one to one meetings, in consultation with the Company, and finalising the international road show schedule and investor meeting schedules	All BRLMs	Citi
7.	Domestic institutions / banks / mutual funds marketing strategy. <ul style="list-style-type: none"> <li>Finalise the list and division of investors for one to one meetings, institutional allocation in consultation with the Company.</li> </ul>	All BRLMs	JM Financial

S. No.	Activity	Responsibility	Lead Co-ordinator
	<ul style="list-style-type: none"> <li>Finalising the list and division of investors for one to one meetings, and</li> <li>Finalising investor meeting schedules</li> </ul>		
8.	<p>Non-Institutional and Retail marketing of the Offer, which will cover, inter alia,</p> <ul style="list-style-type: none"> <li>Formulating marketing strategies, preparation of publicity budget</li> <li>Finalise Media and PR strategy</li> <li>Finalising centres for holding conferences for press and brokers</li> <li>Finalising collection centres;</li> <li>Follow-up on distribution of publicity and Issuer material including form, prospectus and deciding on the quantum of the Offer material</li> </ul>	All BRLMs	Axis
9.	Co-ordination with Stock Exchange for Book Building software, bidding terminals, mock trading, payment of 1% security deposit and intimation of anchor allocation	All BRLMs	Nomura
10.	Finalisation of pricing, in consultation with the Company and the Selling Shareholders	All BRLMs	Citi
11.	Post-issue activities, which shall involve essential follow-up steps including follow-up with bankers to the issue and Self Certified Syndicate Banks to get quick estimates of collection and advising the issuer about the closure of the issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrars to the issue, bankers to the issue, Self-Certified Syndicate Banks etc. Including responsibility for underwriting arrangements, as applicable, coordinating with Stock Exchanges and SEBI for Release of 1% security deposit post closure of the Offer and payment of STT on behalf of the Selling Shareholders	All BRLMs	Axis

#### **Legal Counsel to our Company and the Promoter Selling Shareholder as to Indian Law**

##### **Shardul Amarchand Mangaldas & Co**

24<sup>th</sup> Floor, Express Towers  
Nariman Point  
Mumbai 400 021  
Maharashtra, India  
**Tel:** (91 22) 4933 5555  
**Fax:** (91 22) 4933 5550

#### **Legal Counsel to the BRLMs as to Indian Law**

##### **L&L Partners\***

20<sup>th</sup> Floor, Tower 2, Unit A2  
Indiabulls Finance Centre, Elphinstone Road, Senapati Bapat Marg  
Mumbai 400 013  
Maharashtra, India  
**Tel:** (91 22) 6630 3600  
**Fax:** (91 22) 6630 3700

*\*Formerly known as Luthra & Luthra Law Offices*

### **Legal Counsel to Citi as to Indian Law**

#### **AZB & Partners**

AZB House  
Peninsula Corporate Park  
Ganpatrao Kadam Marg  
Lower Parel, Mumbai 400 013  
Maharashtra, India  
**Tel:** (91 22) 6639 6880  
**Fax:** (91 22) 6639 6888

### **International Legal Counsel to BRLMs**

#### **Clifford Chance**

Clifford Chance Pte. Ltd  
12 Marina Boulevard, 25<sup>th</sup> Floor  
Marina Bay Financial Centre, Tower 3  
Singapore 018 982  
**Tel:** (65) 6410 2200  
**Fax:** (65) 6410 2288

### **Legal Counsel to the Investor Selling Shareholder as to Indian law**

#### **Cyril Amarchand Mangaldas**

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

### **Registrar to the Offer**

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

C-101, 1st Floor, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai 400 083, Maharashtra, India  
**Tel:** (91 22) 4918 6200  
**Fax:** (91 22) 4918 6195  
**Email:** askim.ipo@linkintime.co.in  
**Investor grievance email:** askim.ipo@linkintime.co.in  
**Website:** www.linkintime.co.in  
**Contact Person:** Mr. Shanti Gopalakrishnan  
**SEBI Registration No.:** INR000004058

### **Syndicate Members**

[•]

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

[•]

### **Designated Intermediaries**

*Self Certified Syndicate Banks*

The list of SCSBs is available at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> on the SEBI website, 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 a Bidder (other than an Anchor Investor), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms is available

at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

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

#### *Syndicate SCSB Branches*

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

#### *Broker Centres/ Designated CDP Locations/ Designated RTA Locations*

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders (other than Anchor Investors) can submit Bid cum Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

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

##### **B S R & Co. LLP**

Chartered Accountants

5<sup>th</sup> Floor, Lodha Excelus,

Apollo Mills Compound, N.M. Joshi Marg,

Mahalaxmi, Mumbai 400 011

**Tel:** (91 22) 6134 9404

**Fax:** (91 22) 3090 2511

**E-mail:** [mkumar@bsraffiliates.com](mailto:mkumar@bsraffiliates.com)

**Contact Person:** Manoj Kumar Vijai

**ICAI Registration Number:** 101248W/W-100022

**Peer Review Number:** 009060

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

HDFC Bank Limited

HDFC Bank House, S B Marg, Lower Parel (West)

Mumbai 400 013

**Tel:** (91 22) 3976 0540

**E-mail:** [arun.bhura@hdfcbank.com](mailto:arun.bhura@hdfcbank.com)

**Website:** [www.hdfcbank.com](http://www.hdfcbank.com)

**Contact Person:** Mr. Arun Bhura

#### **Grading of the Offer**

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

#### **Appraising Entity**

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

## Monitoring Agency

[●] has been appointed as the Monitoring Agency for monitoring the utilization of Net Proceeds, as our Offer Size (excluding the Offer for Sale by the Selling Shareholders) exceeds ₹ 1,000 million in accordance with Regulation 16 of the SEBI ICDR Regulations. As required under the SEBI Listing Regulations, the Audit Committee appointed by the Board shall monitor the utilisation of the proceeds of the Offer. We will disclose the utilisation of the proceeds of the Offer under a separate head along with details, if any in relation to all such proceeds of the Offer that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Offer in our balance sheet for the relevant Financial Years.

## Expert

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

The Restated Ind AS Standalone financial information of our Company and the Restated Ind AS Consolidated financial information of the Group as at March 31, 2018, March 31, 2017 and March 31, 2016 and for each of the years during the three years period ended March 31, 2018, the Restated Previous GAAP Standalone financial information of our Company and the Restated Previous GAAP Consolidated financial information of the Group as at March 31, 2015, and March 31, 2014 and for each of the years during the two years period ended March 31, 2015 and the statement of tax benefits, each dated August 6, 2018, have been included herein in reliance upon the reports of B S R & Co. LLP, an independent registered Chartered Accountants firm, appearing elsewhere herein, and upon the authority of said firm as an “experts” as defined under Section 2 (38) read with Section 26(5) of the Companies Act 2013 to the extent and in their capacity as the statutory auditor of our Company. Our Company has received written consent from our Auditors, M/s. B S R & Co. LLP, Chartered Accountants and consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

## Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

## Trustees

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

## Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi national daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located), at least five 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 website. The Offer Price shall be determined by our Company and the Selling Shareholders, in consultation with the BRLMs after the Bid/Offer Closing Date.

**All Investors (other than Anchor Investors) can participate in this Offer only through the ASBA process. 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 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 withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Offer will be on a proportionate basis.**

For further details on method and process of Bidding, see “*Offer Structure*” and “*Offer Procedure*” on page 527 and page 530, respectively.

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

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

### **Illustration of Book Building Process and the Price Discovery Process**

For an illustration of the Book Building Process, see “*Offer Procedure Part B - Illustration of the Book Building and Price Discovery Process*” on page 564.

### **Offer Programme**

For details on the Offer Programme, see “*Terms of the Offer*” on page 522.

### **Underwriting Agreement**

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

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

*This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.*

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

The abovementioned amounts are provided for indicative purposes only and would be finalized after the pricing and actual allocation and subject to the provisions of Regulation 13(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), 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 [IPO Committee/ Board of Directors], at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

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

In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscriptions for/subscribe to Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The underwriting arrangements mentioned above shall not apply to the subscriptions by ASBA Bidders in the offer, except for ASBA Bids processed by Syndicate Members.

## CAPITAL STRUCTURE

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

			<i>(In ₹, except share data)</i>	
Particulars	Aggregate nominal value	Aggregate value at Offer Price		
<b>A) AUTHORISED SHARE CAPITAL</b>				
100,000,000 Equity Shares of ₹ 2 each	200,000,000	-		
<b>B) ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER</b>				
72,207,525 Equity Shares	144,415,050	[●]		
<b>C) OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>				
Offer of up to [●] Equity Shares aggregating up to ₹ [●] million <sup>(2)</sup>	[●]	[●]		
<i>Comprising:</i>				
Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 6,000 million <sup>(1)(3)</sup>	[●]	[●]		
Offer for Sale of up to 17,969,405 Equity Shares aggregating up to ₹ [●] million <sup>(4)</sup>	[●]	[●]		
<b>D) ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER AND DULY ADJUSTED FOR THE OFFER</b>				
[●] Equity Shares of ₹ 2 each	[●]	[●]		
<b>E) SECURITIES PREMIUM ACCOUNT</b>				
Before the Offer		₹ 1,347.57 million <sup>(5)</sup>		
After the Offer		[●]		

- (1) Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement of up to 4,395,865 Equity Shares for cash consideration aggregating up to ₹ 3,000 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Net Offer size of 10% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.
- (2) The Offer includes a reservation of up to [●] Equity Shares aggregating up to ₹ 100 million in favour of Eligible Employees..
- (3) The Fresh Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on July 27, 2018 and our shareholders pursuant to a resolution passed at the extra-ordinary general meeting held on August 1, 2018.
- (4) The Selling Shareholders (severally and not jointly) have specifically confirmed and authorised their respective participation in the Offer for Sale. For details see "Other Regulatory and Statutory Disclosures" on page 498.
- (5) The share premium account consists of the premium received by our Company from the Equity Shares.

### Changes in our Company's Authorised Share Capital

For details in relation to the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters - Amendments to our Memorandum of Association" on page 183.

### Notes to Capital Structure

#### 1. Share Capital History

##### (a) History of Equity Share capital of our Company

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

Date of allotment	Number of equity shares	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
July 14, 2004 <sup>#</sup>	10,000	10	10.00	Cash	Subscription to the Memorandum of Association <sup>(1)</sup>	10,000	100,000

Date of allotment	Number of equity shares	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
February 18, 2008	365,000	10	10.00	Cash	Further Issue <sup>(2)</sup>	375,000	3,750,000
October 12, 2011	10,000	10	10.00	Cash	Further Issue <sup>(3)</sup>	385,000	3,850,000
September 28, 2012	(375,000)	10	N.A.	N.A.	Cancellation of Equity Shares <sup>(4)</sup>	10,000	100,000
September 29, 2012	1,000,000	10	N.A.	N.A.	Bonus issue in the ratio of 100:1 <sup>(5)</sup>	1,010,000	10,100,000
March 11, 2013	10	10	2,073.90	Cash	Further Issue <sup>(6)</sup>	1,010,010	10,100,100
<b>Equity Shares issued in the two years preceding the date of this Draft Red Herring Prospectus</b>							
December 12, 2016	35,010	10	N.A.	Consideration other than cash	Share swap <sup>(7)</sup>	1,045,020	10,450,200
December 21, 2016	61,752	10	2,292.58	Cash	Allotment pursuant to exercise of ESOP 2012 option <sup>(8)</sup>	1,106,772	11,067,720
May 10, 2018	Pursuant to an ordinary resolution and a special resolution, both passed by the shareholders on May 10, 2018, our Company sub-divided the face value of its equity shares from ₹ 10 each to ₹ 2 each and reclassified our preference shares of ₹ 10 each into equity shares of ₹ 2 each. Therefore, the cumulative number of issued, subscribed and paid-up equity shares pursuant to sub-division is 5,533,860 equity shares of face value of ₹ 2 each.						
May 10, 2018	66,406,320	2	N.A.	N.A.	Bonus issue in the ratio of 12:1 <sup>(9)</sup>	71,940,180	143,880,360
June 29, 2018	267,345	2	N.A.	Consideration other than cash	Share swap <sup>(10)</sup>	72,207,525	144,415,050

(#) Date of subscription to the Memorandum of Association

(1) Initial subscription to the Memorandum of Association by Mr. Asit Koticha for 4,900 Equity Shares, Mr. Sameer Koticha for 4,900 Equity Shares, Ms. Kanan Koticha for 100 Equity Shares and Ms. Leena Koticha for 100 Equity Shares, as placed on record in the register of members.

(2) Allotment of 365,000 Equity Shares to the Original PMS Entity (then known as ASK Investment Holdings Private Limited).

(3) Allotment of 6,000 Equity Shares to Mr. Asit Koticha and 4,000 Equity Shares to Mr. Sameer Koticha.

(4) Cancellation of Equity Shares pursuant to High Court of Bombay order dated September 18, 2012. For details, see "History – Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc" on page 185.

(5) Allotment of 600,000 Equity Shares to Mr. Asit Koticha and 400,000 Equity Shares to Mr. Sameer Koticha as on September 29, 2012, pursuant to bonus issue in the ratio of 100:1

(6) Allotment of 10 Equity Shares to Mr. Sunil Rohokale.

(7) Allotment of 23,012 Equity Shares to Mr. Rajesh Saluja, pursuant to Share Swap Option Agreement dated February 16, 2015, in exchange of 3,488,500 equity shares of ₹ 10 each of ASKWA and allotment of 11,998 Equity Shares to Amit Bhagat, pursuant to Share Swap Option Agreement dated October 28, 2016, in exchange of 1,388,781 equity shares of ₹ 10 each of ASKPPIA. For details, see "History – Other Material Agreements" on page 188.

(8) Allotment of 50,515 Equity Shares to Mr. Sunil Rohokale, 1,598 Equity Shares to Rajesh Saluja, 3,670 Equity Shares to Mr. Prateek Agrawal, 2,414 Equity Shares to Mr. Himanshu Bohara, 886 Equity Shares to Mr. Sandeepkumar Zamvar, 1,210 Equity Shares to Mr. Ajay Madhani, 840 Equity Shares to Mr. Gaurav Misra and 619 Equity Shares to Mr. Sumit Jain, pursuant to exercise of employees stock option schemes granted to them under the ESOP 2012 (defined hereafter) The average issue price in this allotment pursuant to exercise of ESOP option was ₹ 2,292.58.

(9) Allotment of 19,809,300 Equity Shares to Mr. Asit Koticha, 13,619,100 Equity Shares to Mr. Sameer Koticha, 19,785,300 Equity Shares to Sherlockal, 13,190,220 Equity Shares to AI Global, 600 Equity Shares to Mr. Sunil Rohokale, 600 Equity Shares to Mr. Bharat Shah, 600 Equity Shares to Mr. Rajesh Saluja and 600 Equity Shares to Mr. Amit Bhagat, pursuant to bonus issue in the ratio of 12:1.

(10) Allotment of 267,345 Equity Shares to Amit Bhagat pursuant to Share Swap Option Agreement dated October 28, 2016, in exchange of 476,084 equity shares of ₹ 10 each of ASKPPIA. For details, see "History – Other Material Agreements" on page 188.

Our Company had issued 375,000 cumulative redeemable preference shares of ₹ 10 each on February 25, 2008, which were redeemed on March 17, 2009. Further, our Company had issued 119,350 cumulative redeemable preference shares of ₹ 10 each on September 28, 2012, which were redeemed on December 1, 2016. Our Company had also issued 126,251, redeemable preference shares of ₹ 10 each on November 2, 2013, of which 119,350 redeemable preference shares were redeemed on November 14, 2013 and 6,901 redeemable preference shares

were redeemed on December 1, 2016. Further, on May 10, 2018, our Company reclassified 1,251,000 preference shares of ₹ 10 each, in the authorised share capital of our Company, into 6,255,000 equity shares of ₹ 2 each.

As of date of this Draft Red Herring Prospectus, our Company does not have any issued, subscribed or paid-up Preference Share capital.

## 2. Issue of Equity Shares in the last two years

Except as set forth in “- *History of Equity Share capital of our Company*” on page 88, our Company has not issued Equity Shares in the two years immediately preceding the date of this DRHP.

## 3. Equity Shares issued for consideration other than cash or through bonus

Except as detailed below, no Equity Shares have been issued for consideration other than cash.

Date of allotment	Number of Equity Shares	Name of allottees	Face value (₹)	Issue price (₹)	Reasons for allotment	Benefits accrued to our Company
September 29, 2012	1,000,000	Mr. Asit Koticha and Mr. Sameer Koticha	10	N.A.	Bonus issue in the ratio of 100:1 <sup>(1)</sup>	-
December 12, 2016	35,010	Mr. Rajesh Saluja and Mr. Amit Bhagat	10	Consideration other than cash	Share Swap <sup>(2)</sup>	Our Company acquired 3,488,500 equity shares of ₹ 10 each of ASKWA from Mr. Rajesh Saluja and acquired 1,388,781 equity shares of ₹ 10 each of ASKPPIA from Mr. Amit Bhagat.
May 10, 2018	66,406,320		2	N.A.	Bonus issue in the ratio of 12:1 <sup>(3)</sup>	-
June 29, 2018	267,345	Mr. Amit Bhagat	2	Consideration other than cash	Share swap <sup>(4)</sup>	Our Company acquired 476,084 equity shares of ₹ 10 each of ASKPPIA.

(1) Allotment of 600,000 Equity Shares to Mr. Asit Koticha and 400,000 Equity Shares to Mr. Sameer Koticha as on September 29, 2012, pursuant to bonus issue in the ratio of 100:1.

(2) Allotment of 23,012 Equity Shares to Mr. Rajesh Saluja pursuant to Share Swap Option Agreement dated 16<sup>th</sup> February, 2015, in exchange of 3,488,500 equity shares of ₹ 10 each of ASKWA and allotment of 11,998 Equity Shares to Mr. Amit Bhagat pursuant to Share Swap Option Agreement dated October 28, 2016, in exchange of 1,388,781 equity shares of ₹ 10 each of ASKPPIA.

(3) Allotment of 19,809,300 Equity Shares to Mr. Asit Koticha, 13,619,100 Equity Shares to Mr. Sameer Koticha, 19,785,300 Equity Shares to Sherlockal, 13,190,220 Equity Shares to AI Global, 600 Equity Shares to Mr. Sunil Rohokale, 600 Equity Shares to Mr. Bharat Shah, 600 Equity Shares to Mr. Rajesh Saluja and 600 Equity Shares to Mr. Amit Bhagat, pursuant to bonus issue in the ratio of 12:1.

(4) Allotment of 267,345 Equity Shares to Mr. Amit Bhagat pursuant to Share Swap Option Agreement dated October 28, 2016, in exchange of 476,084 equity shares of ₹ 10 each of ASKPPIA.

Our Company has undertaken a bonus issue of Equity Shares on September 29, 2012 by capitalization out of the reserves and surplus of our Company and a bonus issue of Equity Shares on May 10, 2018 out of the securities premium account of our Company. For further details, see “*Notes to Capital Structure – History of Equity Share capital of our Company*” on page 88.

Our Company has not issued any bonus equity shares out of capitalisation of its revaluation reserves or unrealised profits.

## 4. Employee Stock Option Scheme

As of the date of the Draft Red Herring Prospectus, all the ESOP Schemes are in compliance with the SEBI SBEB Regulations and the SEBI ICDR Regulations. All the ESOP Schemes have been framed and implemented in accordance with the guidance notes issued by ICAI and the relevant accounting standards.

### Name of the Scheme: ESOP 2012

Pursuant to a resolution of our Board dated February 5, 2013, and shareholders’ resolution dated February 18, 2013, our Company had instituted an employee stock option plan, ESOP 2012, which was subsequently amended

and approved by a shareholders' resolution dated June 21, 2018. The objective of the ESOP 2012 is to reward the employees, for their long term association with our Company and their performance as well as to motivate them to contribute to the future growth and profitability of our Company.

Set forth below are the details in respect of the ESOP 2012.

Particulars	Details															
	During the period April 1, 2018 to July 15, 2018 *	Fiscal 2018	Fiscal 2017	Fiscal 2016												
Total options granted	Nil	Nil	12,986	Nil												
Pricing formula	The options were granted at exercise price equal to or higher than fair market value per Equity Share as per the Valuation Report of Independent valuer															
Exercise price of options in ₹(as on the date of grant of options)	N.A.	N.A	₹ 15,532.63 per option	N.A												
Vesting period	N.A	N.A.	One year from the date of grant	N.A												
Total options vested (excluding the options that have been exercised)	Nil	12,986	Nil	Nil												
Options exercised	Nil	Nil	61,752	Nil												
The total number of shares arising as a result of exercise of granted options (including options that have been exercised)	Nil	Nil	61,752	Nil												
Options forfeited/ lapsed/ cancelled/ surrendered	Nil	Nil	1,611	Nil												
Variation of terms of options	NA	NA	Exercise period increased from six years to 15 years for options granted on November 14, 2013	NA												
Money realized by exercise of options (in ₹)	Nil	Nil	14,15,71,487	Nil												
Total number of options outstanding in force (as at the end of the fiscal)	14,581,190	224,326	224,326	274,703												
Vesting schedule (and conditions for vesting)	<table border="1"> <thead> <tr> <th>During the period April 1, 2018 to July 15, 2018 *</th> <th>Fiscal 2018</th> <th>Fiscal 2017</th> <th>Fiscal 2016</th> </tr> </thead> <tbody> <tr> <td>No Options were granted during the year</td> <td>No Options were granted during the year</td> <td>100% on completion of one year from the date of grant of Options</td> <td>No Options were granted during the year</td> </tr> </tbody> </table>				During the period April 1, 2018 to July 15, 2018 *	Fiscal 2018	Fiscal 2017	Fiscal 2016	No Options were granted during the year	No Options were granted during the year	100% on completion of one year from the date of grant of Options	No Options were granted during the year				
	During the period April 1, 2018 to July 15, 2018 *	Fiscal 2018	Fiscal 2017	Fiscal 2016												
No Options were granted during the year	No Options were granted during the year	100% on completion of one year from the date of grant of Options	No Options were granted during the year													
Once the options have vested, such options may be exercised within a period of 15 years from the date of Grant.																
Fully diluted earnings per share pursuant to issue of equity shares on a pre-offer basis on exercise of options in accordance with the Accounting Standard (AS) 20 'Earnings Per Share' (in ₹)	<table border="1"> <thead> <tr> <th></th> <th>Fiscal 2018</th> <th>Fiscal 2017</th> <th>Fiscal 2016</th> </tr> </thead> <tbody> <tr> <td>Reported Diluted EPS as per standalone restated financial information</td> <td>10.67</td> <td>5.72</td> <td>4.81</td> </tr> <tr> <td>Reported Diluted EPS as per Consolidated restated financial information</td> <td>14.22</td> <td>9.56</td> <td>9.45</td> </tr> </tbody> </table>					Fiscal 2018	Fiscal 2017	Fiscal 2016	Reported Diluted EPS as per standalone restated financial information	10.67	5.72	4.81	Reported Diluted EPS as per Consolidated restated financial information	14.22	9.56	9.45
		Fiscal 2018	Fiscal 2017	Fiscal 2016												
	Reported Diluted EPS as per standalone restated financial information	10.67	5.72	4.81												
Reported Diluted EPS as per Consolidated restated financial information	14.22	9.56	9.45													
Where the Company has calculated the employee compensation cost using the intrinsic value of stock options, difference, if any, between employee compensation cost calculated according using the intrinsic value of																
N. A.																

Particulars	Details			
	During the period April 1, 2018 to July 15, 2018 *	Fiscal 2018	Fiscal 2017	Fiscal 2016
stock options and the employee compensation cost calculated on the basis of fair value of stock options and impact of this difference on the profits of the Company and on the earnings per share of the Company				
Weighted average exercise price of options whose				
- exercise price equals to the market price of the stock	N.A.	N.A.	N.A.	N.A.
- exercise price exceeds from the market price of the stock	N.A.	N.A.	₹ 15,532.63 per option	N.A.
- exercise price is less than from the market price of the stock	N.A.	N.A.	N.A.	N.A.
Weighted average fair value of options whose				
- exercise price equals to the market price of the stock	N.A.	N.A.	N.A.	N.A.
- exercise price exceeds from the market price of the stock	N.A.	N.A.	₹ 5,546.03 per option	N.A.
- exercise price is less than from the market price of the stock	N.A.	N.A.	N.A.	N.A.
Method and significant assumptions used to estimate the fair value of options granted during the financial year including weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in market at the time of grant of the option	Our Company has followed Black Scholes Valuation Model to estimate the fair value of options granted during the financial year.			
	<b>During the period April 1, 2018 to July 15, 2018</b>	<b>Fiscal 2018</b>	<b>Fiscal 2017</b>	<b>Fiscal 2016</b>
Expected volatility	N.A.	N.A.	40.32%	N.A.
Risk free interest rate	N.A.	N.A.	6.64%	N.A.
Expected dividend yield	N.A.	N.A.	0.43%	N.A.
Life of options	N.A.	N.A.	4.42 years	N.A.
Exercise price on the date of grant of options	N.A.	N.A.	₹ 15,532.63 per option	N.A.
Intention of the holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	The employees may sell the equity shares to be received on exercise on options within three months of listing of the Equity Shares on the Stock Exchanges			
Impact on the profits and on the Earnings Per Share of the last three financial years if accounting prescribed in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 had been followed, in respect of options granted in the last three financial years. (₹ in million)	No impact since our Company has adopted fair value accounting method			
the details of the number of shares issued in ESPS, the price at which such shares are issued, employee-wise details of the shares issued to	Our Company has not issued any shares under ESPS.			

Particulars	Details			
	During the period April 1, 2018 to July 15, 2018 *	Fiscal 2018	Fiscal 2017	Fiscal 2016
- senior managerial personnel				
- any other employee who is issued shares in any financial year amounting to 5% or more shares issued during financial year				
- identified employees who were issued shares during any financial year equal to or exceeding 1% of the issued capital of the company at the time of issuance				
diluted Earnings Per Share (EPS) pursuant to issuance of shares under ESPS; and consideration received against the issuance of shares			N.A.	

*\*Pursuant to an ordinary and a special resolution, both passed by our shareholders on May 10, 2018, our Company subdivided the face value of our Equity Shares from ₹ 10 each to ₹ 2 each. Also, our Company made a bonus issue in the ratio of 12:1 on May 10, 2018. Accordingly, the number of options outstanding has been adjusted.*

#### **Name of the Scheme: ESOP 2014**

Pursuant to a resolution of our Board dated October 30, 2014, and shareholders' resolution dated March 12, 2015, our Company had instituted an employee stock option plan, ESOP 2014, which was subsequently amended and approved by the shareholders by a resolution dated June 21, 2016. The objective of the ESOP 2014 is to reward the employees, for their long term association with our Company and their performance as well as to motivate them to contribute to the future growth and profitability of our Company.

The ESOP 2014 has been framed and implemented in compliance with the SEBI SBEB Regulations and the SEBI ICDR Regulations.

Particulars	Details			
	During the period April 1, 2018 to July 15, 2018*	Fiscal 2018	Fiscal 2017	Fiscal 2016
Total options granted	2,724,827	Nil	15,815	3,188
Pricing formula	Options have been granted under ESOP 2014 on the basis of 'value for value exchange' pursuant to swap of options granted under Subsidiary Companies ESOP Schemes.	The options were granted at exercise price equal to or higher than fair market value per Equity Share as per the valuation report of an independent valuer.		
Exercise price of options in ₹(as on the date of grant of options)	Range from ₹ 21.38 to ₹ 194.37 per option	Nil	₹ 15,532.63 per option	₹ 8,108.30per option
Vesting period	Over period of 1 to 5 years from the date of Grant.			
Total options vested (excluding the options that have been exercised)	Nil	15,227	1,052	Nil
Options exercised	Nil	Nil	Nil	Nil
The total number of shares arising as a result of exercise of	Nil	Nil	Nil	Nil

Particulars	Details			
	During the period April 1, 2018 to July 15, 2018*	Fiscal 2018	Fiscal 2017	Fiscal 2016
granted options (including options that have been exercised)				
Options forfeited/lapsed/cancelled	Nil	Nil	Nil	Nil
Variation of terms of options	NA	NA	Exercise period increase from 7 years to 15 years for options granted on October 4, 2015	NA
Money realized by exercise of options (in ₹)	Nil	Nil	Nil	Nil
Total number of options outstanding in force (as at the end of the fiscal)	3,960,022	19,003	19,003	3,188
Vesting schedule (and conditions for vesting)	<p style="text-align: center;"><b>During the period April 1, 2018 to July 15, 2018 *</b></p> <ul style="list-style-type: none"> <li>• 399,127 100% on May 16, 2019 of the total options granted</li> <li>• 1,654,190 66% on May 16, 2019 and 34% on December 21, 2019 of the total Options granted</li> <li>• 518,425 66% on May 16, 2019 and 34% on December 27, 2019 of the total Options granted</li> <li>• 80,784 33% on 27-Dec-2019, 33% on 27-Dec-2020 and 34% on 27-Dec-2021 of the total Options granted</li> <li>• 72,301 66% on May 16, 2019 and 34% on April 30, 2020 of the total Option granted</li> </ul>	Fiscal 2018	Fiscal 2017	Fiscal 2016
		No Options were granted during the year	33% of the total Options granted on the 1st anniversary from the date of grant; 33% of the total Options granted on the 1st anniversary from the date of grant; 33% of the total Options granted on the 2nd anniversary from the date of grant; 34% of the total Options granted on the 3rd anniversary from the date of grant;	33% of the total Options granted on the 1st anniversary from the date of grant; 33% of the total Options granted on the 2nd anniversary from the date of grant; 34% of the total Options granted on the 3rd anniversary from the date of grant;
	Once the options have vested, such options may be exercised within a period of seven / fifteen years from the date of vesting.			
Fully diluted earnings per share pursuant to issue of equity shares on a pre-offer basis on exercise of options in accordance with the		Fiscal 2018	Fiscal 2017	Fiscal 2016
	Reported Diluted EPS as per standalone restated financial information	10.67	5.72	4.81

Particulars	Details				
	During the period April 1, 2018 to July 15, 2018*	Fiscal 2018	Fiscal 2017	Fiscal 2016	
Accounting Standard (AS) 20 'Earnings Per Share' (in ₹)	Reported Consolidated information	Diluted EPS as restated per financial	14.22	9.56	9.45
Where the Company has calculated the employee compensation cost using the intrinsic value of stock options, difference, if any, between employee compensation cost calculated according using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and impact of this difference on the profits of the Company and on the earnings per share of the Company	N. A.				
Weighted average exercise price of options whose					
- exercise price equals to the market price of the stock	N.A.	N.A.	N.A.	₹ 8,108.30 per option	
- exercise price exceeds from the market price of the stock	N.A.	N.A.	₹ 15,532.63 per option	N.A.	
- exercise price is less than from the market price of the stock	Range from ₹ 21.38 to ₹ 194.36 per option	N.A.	N.A.	N.A.	
Weighted average fair value of options whose					
- exercise price equals to the market price of the stock	N.A.	N.A.	N.A.	N.A.	
- exercise price exceeds from the market price of the stock	N.A.	N.A.	Ranges from ₹ 5,632.31 to ₹ 5,670.69 per option	₹ 3,473.69 per option	
- exercise price is less than from the market price of the stock	Range from ₹ 21.38 to ₹ 194.36 per option	N.A.	N.A.	N.A.	
Method and significant assumptions used to estimate the fair value of options granted during the financial year including weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in market at the time of grant of the option	Our Company has followed Black Scholes Valuation Model to estimate the fair value of options granted during the financial year				
	During the period April 1, 2018 to July 15, 2018 *	Fiscal 2018 <sup>#</sup>	Fiscal 2017 <sup>#</sup>	Fiscal 2016 <sup>#</sup>	
Expected volatility	41.11% to 41.84	N.A.	43.78% to 44.54%	40.51%	
Risk free interest rate	7.89% to 7.98%	N.A.	6.00% to 6.25%	7.17%	
Expected dividend yield	0.46%	N.A.	0.53% to 0.54%	1.04%	
Life of options	4.51 to 5.12 years	N.A.	4.21 to 4.32 years	5 years	
Exercise price on the date of grant of options	Range from ₹ 21.38 to ₹ 194.36 per option	N.A.	₹ 15,532.63 per option	₹ 8108.30 per option	

Particulars	Details			
	During the period April 1, 2018 to July 15, 2018*	Fiscal 2018	Fiscal 2017	Fiscal 2016
Intention of the holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	The employees may sell the equity shares to be received on exercise on options within three months of listing of the Equity Shares on the Stock Exchanges			
Impact on the profits and on the Earnings Per Share of the last three financial years if the accounting policies prescribed in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 had been followed, in respect of options granted in the last three financial years. (₹ in million)	No impact since our Company has adopted fair value accounting method			
the details of the number of shares issued in ESPS, the price at which such shares are issued, employee-wise details of the shares issued to	Our Company has not issued any shares under ESPS.			
- senior managerial personnel				
- any other employee who is issued shares in any financial year amounting to 5% or more shares issued during financial year				
- identified employees who were issued shares during any financial year equal to or exceeding 1% of the issued capital of the company at the time of issuance				
diluted Earnings Per Share (EPS) pursuant to issuance of shares under ESPS; and consideration received against the issuance of shares	N. A.			

*\* Pursuant to an ordinary and a special resolution, both passed by our shareholders on May 10, 2018, our Company subdivided the face value of our Equity Shares from ₹ 10 each to ₹ 2 each. Also, our Company made a bonus issue in the ratio of 12:1 on May 10, 2018. Accordingly, the number of options outstanding has been adjusted.*

Employee wise details of options granted under the ESOP 2012 Scheme and the ESOP 2014 Scheme to: (i) Directors/Senior management personnel; (ii) any other employee who receives a grant in any financial year of options amounting to 5% or more of the options granted during the financial year; and (iii) identified employees who were granted options during any financial year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant are as follows:

(i) Directors/Senior management personnel:

S. No.	Name of Employee	Designation	Schemes	No. of Options Granted	No. of Options Exercised	No. of Options Outstanding as on July 15, 2018*
1	Mr. Sunil Rohokale	CEO & Managing Director	ESOP 2012	1,22,600	50,515	46,85,525
2	Mr. Bharat Shah	Director	ESOP 2012	89,150	0	57,94,750
3	Mr. Rajesh Saluja	Chief executive officer & managing director of ASK Wealth Advisors Private Limited	ESOP 2012	36,696	1,598	22,81,370
4	Mr. Amit Bhagat	Chief executive officer & managing director of ASK Property Investment Advisors Private Limited	ESOP 2012	12,986	0	8,44,090
			ESOP 2014	13,367	0	8,68,855
5	Mr. Himanshu Bohara	Group CFO and head compliance	ESOP 2012	5,860	2,414	2,23,990
6	Ms. Leena Wakankar	Head – human resource	ESOP 2014	867	0	56,355
7	Mr. Prateek Agarwal	Business head and chief investment officer	ESOP 2014	3,188	0	2,07,220
			ESOP 2012	7,856	3,670	2,72,090

*\*Pursuant to a special resolution passed by our shareholders on May 10, 2018, our Company subdivided the face value of our Equity Shares from ₹ 10 each to ₹ 2 each. Also, our Company made a bonus issue in the ratio of 12:1 on May 10, 2018. Accordingly, the number of Options outstanding has been adjusted.*

- (ii) Any other employee who receives a grant in any financial year of options amounting to 5% or more of the options granted during the financial year:

S. No.	Name of Employee	Designation	Schemes	No. of Options Granted	No. of Options Exercised	No. of Options Outstanding as on July 15, 2018*
1.	Raghav Gupta	Senior Managing Partner of ASK Wealth Advisors Private Limited	ESOP 2014	617,235	0	617,235
2.	Prakash Bulusu	Senior Managing Partner of ASK Wealth Advisors Private Limited	ESOP 2014	617,235	0	617,235
3.	Amit Srivastava	Director – Investment Advisory of ASK Wealth Advisors Private Limited	ESOP 2014	246,894	0	246,894
4.	Shuja Kazmi	Managing Partner of ASK Wealth Advisors Private Limited	ESOP 2014	252,874	0	252,874
5.	Nishant Agarwal	Managing Partner of ASK Wealth Advisors Private Limited	ESOP 2014	351,502	0	351,502

- (iii) Identified employees who were granted options during any financial year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant:

S. No.	Name of Employee	Designation	Schemes	No. of Options Granted	No. of Options Exercised	No. of Options Outstanding
NIL						

### Name of the Scheme: ESAR 2018

Pursuant to a resolution of our Board dated June 1, 2018, and shareholders' resolution dated June 21, 2018, our Company had instituted an employee stock appreciation plan, ESAR 2018. The objective of the ESAR 2018 is to reward the employees, for their long term association with our Company and their performance as well as to motivate them to contribute to the future growth and profitability of our Company.

The ESAR 2018 has been framed and implemented in compliance with the SEBI SBEB Regulations and the SEBI ICDR Regulations.

Set forth below are the details in respect of the ESAR 2018.

Particulars	Details			
	During the period April 1, 2018 to June 30, 2018	Fiscal 2018	Fiscal 2017	Fiscal 2016
Total SARs granted	2,254,488	N.A		
Pricing formula	The ESARs were granted at exercise price equal to or marginally lower than fair market value per Equity Share as per the Valuation Report as per the Valuation Report of Independent Valuer			
Exercise price of SARs in ₹(as on the date of grant of SARs)	448.27			
Vesting period	Over the period of one year to five years from the date of Grant			
Total SARs vested (excluding the SARs that have been exercised)	0	N.A.		
SARs exercised	0			
The total number of shares arising as a result of exercise of granted SARs (including SARs that have been exercised)	0			
SARs forfeited/lapsed/cancelled	0			
Variation of terms of SARs	0			
Money realized by exercise of SARs (in ₹)	0			
Total number of SARs outstanding in force (as at the end of the fiscal)	2,254,488			
Vesting schedule (and conditions for vesting)	Set forth below is the vesting schedule, subject to there being a gap of at least financial year between the date of grant of options and the vesting of such options.			
	<b>Number of SARs vested</b>		<b>Vesting schedule</b>	
	602,891		1 <sup>st</sup> anniversary from date of grant	
	602,891		2 <sup>nd</sup> anniversary from date of grant	
	703,472		3 <sup>rd</sup> anniversary from date of grant	
	255,186		4 <sup>th</sup> anniversary from date of grant	
	90,048		5 <sup>th</sup> anniversary from date of grant	
	Once the options have vested, such options may be exercised within a period of seven years from the date of vesting.			
Lock-in	Nil			

Particulars	Details			
	During the period April 1, 2018 to June 30, 2018	Fiscal 2018	Fiscal 2017	Fiscal 2016
Fully diluted earnings per share pursuant to issue of equity shares on a pre-offer basis on exercise of options in accordance with the Accounting Standard (AS) 20 'Earning Per Share' (in ₹)	N.A.			
Where the Company has calculated the employee compensation cost using the intrinsic value of stock options, difference, if any, between employee compensation cost calculated according using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and impact of this difference on the profits of the Company and on the earnings per share of the Company	N. A.			
Weighted average exercise price of SARs whose				
- exercise price equals to the market price of the stock	N.A.			
- exercise price exceeds from the market price of the stock	N.A.			
- exercise price is less than from the market price of the stock	448.27	N.A.	N.A.	N.A.
Weighted average fair value of options whose				
- exercise price equals to the market price of the stock	N.A.			
- exercise price exceeds from the market price of the stock	Range from Rs. 205.70 to Rs. 277.15 per ESARs	N.A.	N.A.	N.A.
- exercise price is less than from the market price of the stock	N.A.			
Method and significant assumptions used to estimate the fair value of options granted during the financial year including weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in market at the time of grant of the option	Our Company has followed Black Scholes Valuation Model to estimate the fair value of options granted during the financial year.			
	Expected volatility		41.31% TO 42.1%	
	Risk free interest rate		7.91% TO 8.12%	
	Expected dividend yield		0.46%	
	Life of options		4.51 years to 8.51 years	
	Base price on the date of grant of SARs		Rs. 448.27 per ESAR	
Intention of the holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	The employees may sell the equity shares to be received on exercise on options within three months of listing of the Equity Shares on the Stock Exchanges			
Impact on the profits and on the Earnings Per Share of the last three financial years if the accounting policies prescribed in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 had been followed, in respect of options granted in the last three financial years. (₹ in million)	No impact since our Company has adopted fair value of accounting			

Particulars	Details			
	During the period April 1, 2018 to June 30, 2018	Fiscal 2018	Fiscal 2017	Fiscal 2016
The details of the number of shares issued in ESPS, the price at which such shares are issued, employee-wise details of the shares issued to	Our Company has not issued any shares in ESPS.			
- senior managerial personnel				
- any other employee who is issued shares in any financial year amounting to 5% or more shares issued during financial year				
- identified employees who were issued shares during any financial year equal to or exceeding 1% of the issued capital of the company at the time of issuance				
diluted Earnings Per Share (EPS) pursuant to issuance of shares under ESPS; and consideration received against the issuance of shares	N. A.			

Employee wise details of options granted under the ESAR 2018 Scheme to: (i) Directors/Senior management personnel; (ii) any other employee who receives a grant in any financial year of options amounting to 5% or more of the options granted during the financial year; and (iii) identified employees who were granted options during any financial year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant are as follows:

(i) Directors/Senior management personnel

S. No.	Name of Employee	Designation	Schemes	No. of SARs Granted	No. of SARs Exercised	No. of SARs Outstanding
1	Mr. Sunil Rohokale	CEO & Managing Director	ESAR 2018	197,103	0	197,103
2	Mr. Bharat Shah	Director	ESAR 2018	133,045	0	133,045
3	Mr. Rajesh Saluja	Chief executive officer & managing director of ASK Wealth Advisors Private Limited	ESAR 2018	147,827	0	147,827
4	Mr. Amit Bhagat	Chief executive officer & managing director of ASK Property Investment Advisors Private Limited	ESAR 2018	121,958	0	121,958
5	Mr. Prateek Agarwal	Business head and chief investment officer	ESAR 2018	99,958	0	99,958
6	Mr. Himanshoo Bohara	Group CFO and head compliance	ESAR 2018	31,358	0	31,358
7	Ms. Leena Wakankar	Head – human resource & administration	ESAR 2018	16,388	0	16,388
8	Mr. Lalatendu Acharya	Vice President – Legal & Company Secretary	ESAR 2018	5,036	0	5,036

- (ii) Any other employee who receives a grant in any financial year of options amounting to 5% or more of the options granted during the financial year

S. No.	Name of Employee	Designation	Schemes	No. of Options Granted	No. of Options Exercised	No. of Options Outstanding
1.	Mr. Somnath Mukherjee	Managing partner of ASK wealth Advisors Private Limited	ESAR 2018	129,398	0	129,398
2.	Mr. Rajesh Nambiar	Managing partner of ASK wealth Advisors Private Limited	ESAR 2018	241,865	0	241,865
3.	Mr. Rahul Anand	Chief operating officer of ASK Property Investment Advisors Private Limited	ESAR 2018	118,721	0	118,721

- (iii) Identified employees who were granted options during any financial year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant

S. No.	Name of Employee	Designation	Schemes	No. of Options Granted	No. of Options Exercised	No. of Options Outstanding
NIL						

Intention to sell Equity Shares arising out of the ESOP 2012 Scheme, the ESOP 2014 Scheme and the ESAR Scheme within three months after the listing of Equity Shares by directors, senior management personnel and employees having Equity Shares arising out of the ESOP Schemes, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions):

Sr. No.	Name of Employee	Designation	No. of Equity Shares intended to be sold
1.	Mr. Sunil Rohokale	CEO & Managing Director	2,342,763
2.	Mr. Bharat Shah	Director	2,897,375
3.	Mr. Rajesh Saluja	Chief executive officer & managing director of ASK Wealth Advisors Private Limited	1,140,685
4.	Mr. Amit Bhagat	Chief executive officer & managing director of ASK Property Investment Advisors Private Limited	857,000
5.	Mr. Himanshu Bohara	Group CFO and Head compliance	223,990
6.	Mr. Leena Wakankar	Head – human resource	9,299
7.	Mr. Prateek Agarwal	Business head and chief investment officer	204,428

## 5. History of Build-up, Contribution and Lock-in of Promoters' Shareholding

As on the date of this Draft Red Herring Prospectus, our Promoters hold, in aggregate, 36,214,100 Equity Shares, which constitutes 50.15% of the issued, subscribed and paid-up pre-Offer Equity Share capital of our Company. details regarding our Promoter's shareholding is set out below.

### (a) Build-up of Promoters' shareholding in our Company

Set forth below is the build-up of the equity shareholding of our Promoters, since incorporation of our Company:

Date of allotment/transfer	Number of equity shares	Face value (₹)	Issue/purchase/selling price (₹)	Nature of consideration	Nature of acquisition/transfer	Percentage of pre-Offer equity share capital (%)	Percentage of post-Offer equity share capital (%)
<b>(A) Mr. Asit Koticha</b>							
July 14, 2004 <sup>#</sup>	4,900	10	10	Cash	Subscription to the Memorandum of Association	0.01	[●]
May 25, 2007	(4,900)	10	N.A.	N.A.	Transfer to the Original PMS Entity (then known as ASK Investment Managers Private Limited) <sup>1</sup>	(0.01)	[●]
October 12, 2011	6,000	10	10	Cash	Fresh Allotment	0.01	[●]
September 29, 2012	600,000	10	N.A.	N.A.	Bonus issue in the ratio of 100:1	0.83	[●]
November 15, 2016	(44,512)	10	N.A.	Gift	Transfer to Bharat Shah	(0.06)	[●]
December 20, 2016	(231,333)	10	15,532.63	Cash	Transfer to AI Global Investments (Cyprus) PCC Limited – ASK Cell	(0.32)	[●]
Pursuant to an ordinary resolution and a special resolution, both passed by the shareholders on May 10, 2018, our Company sub-divided the face value of its equity shares from ₹ 10 each to ₹ 2 each and consequently, 330,155 equity shares of ₹ 10 each of Mr. Asit Koticha was split to 1,650,775 equity shares of ₹ 2 each							
May 10, 2018	19,809,300	2	N.A.	N.A.	Bonus issue in the ratio of 12:1	27.43	[●]
<b>Sub-total (A)</b>	<b>21,460,075</b>					<b>29.72</b>	<b>[●]</b>
<b>(B) Mr. Sameer Koticha</b>							
July 14, 2004 <sup>#</sup>	4,900	10	10	Cash	Subscription to the Memorandum of Association	0.01	[●]
May 25, 2007	(4,900)	10	N.A.	N.A.	Transfer to the Original PMS Entity (then known as ASK Investment Managers Private Limited) <sup>2</sup>	(0.01)	[●]
October 12, 2011	4,000	10	10	Cash	Fresh Allotment	0.01	[●]
September 29, 2012	400,000	10	N.A.	N.A.	Bonus issue in the ratio of 100:1	0.55	[●]
November 10, 2016	(12,000)	10	N.A.	Gift	Transfer to Leena Koticha	(0.02)	[●]
November 10, 2016	(22,000)	10	N.A.	Gift	Transfer to Monik Koticha	(0.03)	[●]
November 10, 2016	(5,000)	10	N.A.	Gift	Transfer to Vami Koticha	(0.01)	[●]
November 10, 2016	(11,000)	10	N.A.	Gift	Transfer to Shalin Koticha	(0.02)	[●]
November 15, 2016	(29,675)	10	N.A.	Gift	Transfer to Bharat Shah	(0.04)	[●]
December 20, 2016	(97,340)	10	15,532.63	Cash	Transfer to AI Global Investments (Cyprus) PCC Limited – ASK Cell	(0.13)	[●]
Pursuant to an ordinary resolution and a special resolution, both passed by the shareholders on May 10, 2018, our Company sub-divided the face value of its equity shares from ₹ 10 each to ₹ 2 each and consequently, 226,985 equity shares of ₹ 10 each of Mr. Sameer Koticha was split to 1,134,925 equity shares of ₹ 2 each							
May 10, 2018	13,619,100	2	N.A.	N.A.	Bonus issue in the ratio of 12:1	18.86	[●]
<b>Sub-total (B)</b>	<b>14,754,025</b>					<b>20.43</b>	<b>[●]</b>

Date of allotment/ transfer	Number of equity shares	Face value (₹)	Issue/ purchase/ selling price (₹)	Nature of consideration	Nature of acquisition/transfer	Percentage of pre-Offer equity share capital (%)	Percentage of post-Offer equity share capital (%)
<b>Grand Total (A+B)</b>	<b>36,214,100</b>					50.15	[●]

# Date of subscription to the Memorandum of Association

(1)(2) Transfer of 9,798 equity shares to the Original PMS Entity and transfer of 2 equity share to the Original PMS Entity jointly held with Mr. Asit Koticha.

For details relating to the average cost of acquisition of Equity Shares by our Promoters, see the “**Risk Factors – Prominent Notes**” on page 42.

**(b) Details of Promoters’ contribution and lock-in for three years**

Pursuant to Regulation 36(a) of the SEBI ICDR Regulations, an aggregate of 20% of the post-Offer equity share capital of our Company held by our Promoters, i.e. assuming exercise of all vested employee stock options, shall be provided towards minimum promoters’ contribution and locked-in for a period of three years from the date of Allotment (“**Minimum Promoters’ Contribution**”) and Promoter’s shareholding, other than the Equity Shares transferred pursuant to the offer, in excess of Minimum Promoters’ Contribution, shall be locked in for a period of one year from the date of Allotment. All Equity Shares held by our Promoters are eligible for inclusion in the Minimum Promoters’ Contribution, in terms of Regulation 33 of the SEBI ICDR Regulations.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

Our Promoters have, pursuant to letters dated August 6, 2018, have given consent to include such number of Equity Shares held by it as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company, i.e. assuming exercise of all vested employee stock options, as Minimum Promoter’s Contribution and have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter’s Contribution from the date of this Draft Red Herring Prospectus, until the commencement of the lock-in period specified above, or for such other time as required under the SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations. Details of Promoter’s Contribution are as provided below:

Name of the Promoter	No. of Equity Shares locked-in	Date of allotment	Face value (₹)	Allotment/ Acquisition price (₹)	Nature of transaction	% of pre-Offer Equity Share capital	% of post-Offer Equity Share capital (including exercise of all vested options)
Mr. Asit Koticha	[●]	[●]	2			[●]	[●]
Mr. Sameer Koticha	[●]	[●]	2			[●]	[●]
<b>Total</b>	<b>[●]</b>					<b>[●]</b>	<b>20.00</b>

Note: To be incorporated upon finalization of the Offer Price

For details of the build-up of the Equity Share capital held by our Promoters, see “- **Build-up of our Promoters’ shareholding in our Company**” on page 101.

The Minimum Promoters’ Contribution has been brought in to the extent of not less than the specified minimum lot and from persons identified as ‘promoters’ under the SEBI ICDR Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Minimum Promoters’ Contribution under Regulation 33 of the SEBI ICDR Regulations. In this regard, we confirm that:

- (i) the Equity Shares offered as part of the Minimum Promoters’ Contribution do not comprise Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and wherein revaluation of assets or capitalisation of intangible assets was involved or

bonus issue out of revaluation reserves or unrealised profits or against Equity Shares that are otherwise ineligible for computation of Minimum Promoters' Contribution;

- (ii) the Minimum Promoters' Contribution does not include Equity Shares acquired during the 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 conversion of a partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion of a partnership firm;
- (iv) the Equity Shares held by our Promoters and offered as part of the Minimum Promoters' Contribution are not subject to any pledge; and
- (v) the Equity Shares held by our Promoters, including the Equity Shares offered as part of the Minimum Promoters' Contribution are held in dematerialized form.

(c) ***Details of Equity Shares locked-in for one year***

In terms of Regulation 37 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital will be locked-in for a period of one year from the date of Allotment in the Offer, except (a) the Minimum Promoters' Contribution which shall be locked-in for a period of three years, as disclosed above; (b) any Equity Shares held by the employees of our Company (who continue to be employees of our Company as on the date of Allotment), which have been and may be allotted to them under the ESOP 2014 and ESOP 2012 prior to the Offer; and (c) Equity Shares which are successfully transferred as part of the Offer for Sale.

Any unsubscribed portion of the Equity Shares being offered by the Selling Shareholders in the Offer for Sale, would also be locked-in as required under the SEBI ICDR Regulations.

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

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

(e) ***Other requirements in respect of lock-in***

Pursuant to Regulation 39 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in for one year may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Minimum Promoters' Contribution for three years can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer.

In terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by our Promoters may be transferred among our Promoters and members of our Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in as applicable to the transferee for the remaining period and compliance with provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**").

Further, in terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of one year, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in applicable to the transferee and compliance with the provisions of the Takeover Regulations.

## 6. Our shareholding pattern

Set forth below is the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of the Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	No. of Voting Rights held in each class of securities (IX)			No. of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized from (XIV)	
								No. of Voting Rights		Total as a % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
								Class eg: X	Class eg: Y									Total
(A)	Promoter & Promoter Group	2	36,214,100	Nil	Nil	36,214,100	50.15	36,214,100	Nil	36,214,100	50.15	Nil	50.15	Nil	Nil	Nil	Nil	36,214,100
(B)	Public	6	35,993,425	Nil	Nil	35,993,425	49.85	35,993,425	Nil	35,993,425	49.85	Nil	49.85	Nil	Nil	Nil	Nil	35,993,425
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying Custodian/Depository Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total (A)+(B)+(C)</b>	<b>8</b>	<b>72,207,525</b>	<b>Nil</b>	<b>Nil</b>	<b>72,207,525</b>	<b>100.00</b>	<b>72,207,525</b>	<b>Nil</b>	<b>72,207,525</b>	<b>100.00</b>	<b>Nil</b>	<b>100.00</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>72,207,525</b>

7. The BRLMs and their respective associates do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. The BRLMs and their respective affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or our Subsidiaries, for which they may, in the future, receive agreed compensation.

#### 8. Shareholding of our Directors, Key Management Personnel and Senior Management Personnel in our Company

Except as disclosed below, none of our Directors, Key Management Personnel and Senior Management Personnel hold any Equity Shares as on the date of this Draft Red Herring Prospectus:

Name	No. of Equity Shares	Percentage of pre- Offer Equity Share capital (%)	Percentage of post- offer Equity Share capital
Mr. Asit Koticha	21,460,075	29.72	[●]
Mr. Sameer Koticha	14,754,025	20.43	[●]
Mr. Amit Bhagat	267,995	0.37	[●]
Mr. Bharat Shah	650	Negligible	[●]
Mr. Sunil Rohokale	650	Negligible	[●]
Mr. Rajesh Saluja	650	Negligible	[●]
<b>Total</b>	<b>36,484,045</b>	<b>50.53</b>	<b>[●]</b>

#### 9. 10 largest shareholders of our Company

(a) Our Company has eight Shareholders as on the date of this Draft Red Herring Prospectus and the number of Equity Shares held by them are as set forth below.

S. No.	Shareholder	Number of Equity Shares held (A)	Percentage of pre- Offer Equity Share capital (%)	Number of employee stock options granted under ESOP 2012	Number of employee stock options granted under ESOP 2014	Number of employee stock options outstanding under ESOP 2012 (B)	Number of employee stock options outstanding under ESOP 2014 (C)	Total number of equity shares (A+B+C)*
1.	Mr. Asit Koticha	21,460,075	29.72	-	-	-	-	21,460,075
2.	Sherlockal Holdings Limited	21,434,075	29.68	-	-	-	-	21,434,075
3.	Mr. Sameer Koticha	14,754,025	20.43	-	-	-	-	14,754,025
4.	AI Global Investments (Cyprus) PCC Ltd. – ASK Cell	14,289,405	19.79	-	-	-	-	14,289,405
5.	Mr. Bharat Shah**	650	Negligible	89,150	-	57,94,750	-	57,95,400
6.	Mr. Sunil Rohokale**	650	Negligible	122,600	-	46,85,525	-	46,86,175
7.	Mr. Rajesh Saluja**	650	Negligible	36,696	-	22,81,370	-	22,82,020
8.	Mr. Amit Bhagat**	267,995	0.37	12,986	13,367	8,44,090	8,68,855	1,980,940
	<b>Total</b>	<b>72,207,525</b>	<b>100.00</b>	<b>261,432</b>	<b>13,367</b>	<b>1,36,05,735</b>	<b>8,68,855</b>	<b>86,682,115</b>

\* Assuming all employee stock options outstanding under the ESOP 2012 and ESOP 2014 are exercised.

\*\* In addition, these shareholders have been granted equity settled Employee Stock Appreciation Rights. The number of Equity Shares which they will be entitled to upon the exercise of such Employee Stock Appreciation Rights will depend on the price of the Equity Shares at the time of such exercise.

(b) Our Company had eight Shareholders as on the date 10 days prior to this Draft Red Herring Prospectus and the number of Equity Shares held by them are as set forth below.

S. No.	Shareholder	Number of Equity Shares held (A)	Percentage of pre-Offer Equity Share capital (%)	Number of employee stock options granted under ESOP 2012	Number of employee stock options granted under ESOP 2014	Number of employee stock options outstanding under ESOP 2012 (B)	Number of employee stock options outstanding under ESOP 2014 (C)	Total number of equity shares (A+B+C)*
1.	Mr. Asit Koticha	21,460,075	29.72	-	-	-	-	21,460,075
2.	Sherlockal Holdings Limited	21,434,075	29.68	-	-	-	-	21,434,075
3.	Mr. Sameer Koticha	14,754,025	20.43	-	-	-	-	14,754,025
4.	AI Global Investments (Cyprus) PCC Ltd. – ASK Cell	14,289,405	19.79	-	-	-	-	14,289,405
5.	Mr. Bharat Shah**	650	Negligible	89,150	-	57,94,750	-	57,95,400
6.	Mr. Sunil Rohokale**	650	Negligible	122,600	-	46,85,525	-	46,86,175
7.	Mr. Rajesh Saluja**	650	Negligible	36,696	-	22,81,370	-	22,82,020
8.	Mr. Amit Bhagat**	267,995	0.37	12,986	13,367	8,44,090	8,68,855	1,980,940
	<b>Total</b>	<b>72,207,525</b>	<b>100.00</b>	<b>261,432</b>	<b>13,367</b>	<b>1,36,05,735</b>	<b>8,68,855</b>	<b>86,682,115</b>

\* Assuming all employee stock options outstanding under the ESOP 2012 and ESOP 2014 are exercised.

\*\* In addition, these shareholders have been granted equity settled Employee Stock Appreciation Rights. The number of Equity Shares which they will be entitled to upon the exercise of such Employee Stock Appreciation Rights will depend on the price of the Equity Shares at the time of such exercise.

(c) Our Company had three Shareholders as of two years prior to the date of this Draft Red Herring Prospectus are set forth below.

S. No.	Shareholder	Number of equity shares held (A)*	Percentage of equity share capital (%)	Number of employee stock options outstanding under ESOP 2012 (B)	Number of employee stock options outstanding under ESOP 2014 (C)	Total number of equity shares (A+B+C)
1.	Mr. Asit Koticha	606,000	60.00	-	-	606,000
2.	Mr. Sameer Koticha	404,000	40.00	-	-	404,000
3.	Mr. Sunil Rohokale	10	Negligible	122,600	-	122,610
	<b>Total</b>	<b>1,010,010</b>	<b>100.00</b>	<b>122,600</b>	<b>-</b>	<b>1,132,610</b>

\* The face value of the equity shares, two years prior to the date of this Draft Red Herring Prospectus was ₹ 10 each.

10. None of our Promoters, members of our Promoter Group or our Directors or their immediate relatives have sold or purchased, or financed the sale or purchase of, Equity Shares by any other person, other than in the normal course of business of the financing entity, during the six months immediately preceding the date of this Draft Red Herring Prospectus.

11. Our Company, our Promoters, members of our Promoter Group, Directors and the BRLMs have not entered into any buy back and/or standby arrangements for the purchase of Equity Shares being offered through this Offer from any person.

12. No person connected with the Offer, including, but not limited to, our Company, the Selling Shareholders, the members of the Syndicate, our Directors, Promoters or the members of our Promoter Group, shall offer any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid in the nature of discount, commission or allowance.

13. None of the Equity Shares held by the members of our Promoter Group are pledged or otherwise encumbered. None of the Equity Shares being offered for sale through the Offer for Sale are pledged or otherwise encumbered.
14. Our Company has not raised any bridge loans against the Net Proceeds.
15. An oversubscription to the extent of 10% of the Fresh Issue can be retained for the purpose of rounding-off to the nearest multiple of minimum Allotment lot while finalizing the Basis of Allotment.
16. Under-subscription, if any, in any category (including the Employee Reservation Portion), except 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 and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange.
17. 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.
18. The Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment, failing which, no Allotment shall be made.
19. Other than the options granted under the ESOP Schemes, there are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into Equity Shares or other rights which would entitle any person any option to receive equity shares in our company as on the date of this Draft Red Herring Prospectus.
20. As on the date of this Draft Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act 1956 or under Sections 230 to 240 of the Companies Act 2013.
21. Other than the Offer, Pre-IPO Placement and an issuance of up to 15,639,320 Equity Shares pursuant to the exercise of options vested pursuant to the ESOP Schemes, there will be no further issue of Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the 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.
22. Except for any exercise of options vested pursuant to the ESOP Schemes (the total number of outstanding vested options under the ESOP Schemes are 15,639,320) and the Pre-IPO Placement, our Company presently does not intend or propose to alter the capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares or qualified institutions placement. Our Company may grant employee stock options under the ESOP Schemes to our employees in the normal course of business. 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 through issue of further Equity Shares.
23. None of our Promoters or the members of our Promoter Group will participate in the Offer except to the extent of the Equity Shares being offered in the Offer for Sale.
24. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. We shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
25. Except for Mutual Funds sponsored by entities related to the BRLMs and Syndicate members, no persons related to the BRLMs or Syndicate Members can apply in the Offer under the Anchor Investor Portion.
26. Our Company shall ensure that any transactions in the Equity Shares by our Promoters and the Promoter Group during the period between the date of registering the Red Herring Prospectus filed in relation to this Offer with the RoC and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

27. In terms of Rule 19(2)(b)(iii) of the SCRR, the Net Offer shall be for at least 10% of the post-Offer paid-up equity share capital of our Company. The Offer is being made through the Book Building Process, in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, at the Anchor Investor Allocation Price. At least 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 Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category (including the Employee Reservation Portion), except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such undersubscription shall be permitted from the Employee Reservation Portion. All potential investors, other than Anchor Investors, are mandatorily required to utilise the ASBA process by providing details of their respective bank accounts which will be blocked by the SCSBs to the extent of the respective Bid Amounts, to participate in the Offer. For further details, see "*Offer Procedure*" on page 530.
28. A Bidder cannot make a Bid exceeding the number of Equity Shares offered through this Offer and subject to the investment limits or maximum number of Equity Shares that can be held by them under applicable law. For more information, see "*Offer Procedure*" on page 530.
29. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

## OBJECTS OF THE OFFER

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

### Offer for Sale

The Selling Shareholders propose to sell an aggregate of up to 17,969,405 Equity Shares of which the Promoter Selling Shareholder proposes to sell up to 4,400,000 Equity Shares and the Investor Selling Shareholder proposes to sell up to 13,569,405 Equity Shares, aggregating up to ₹ [●] million after deducting the Offer related expenses.

The Selling Shareholders will be entitled to the proceeds of the Offer for Sale after deducting the Offer related expenses with respect to its respective Offered Shares. Other than listing fees, which will be paid by the Company, all costs, fees and expenses with respect to the Offer shall be borne by the Selling Shareholders, on a pro rata basis in proportion to the respective Offered Shares. Upon the successful completion of the Offer, the Selling Shareholders agree that they shall reimburse the Company, for any expenses incurred by the Company on behalf of the Selling Shareholders in proportion to the respective Offered Shares. All such amounts payable by the Selling Shareholders in relation to the Offered Shares shall be deducted from the proceeds of the Offer prior to such funds being transferred to the Selling Shareholders.

### Fresh Issue

The objects for which the Net Proceeds (as defined below) of the Fresh Issue will be utilized are as set forth below:

1. Investment in our Subsidiary, ASKFH, for augmenting our capital base for the NBFC business; and
2. General corporate purposes.

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and brand image among our existing and potential customers.

The main objects clause of our Memorandum of Association enables our Company to undertake the activities for which the funds are being raised by us in the Fresh Issue. Further, our Company's existing business activities we have been carrying out until now are in accordance with the main objects clause of our Memorandum of Association.

### Offer Proceeds

The details of the proceeds of the Offer are set forth below.

		(₹ in million)
S. No.	Particulars	Total estimated Amount
(a)	Gross proceeds of the Fresh Issue <sup>(1)(2)</sup>	6,000
(b)	Less: Proceeds of the Offer for Sale (including the Offer expenses to the extent borne by the Selling Shareholders)	
(c)	Less: Offer related expenses to the extent borne by our Company <sup>(3)</sup>	[●]
(d)	Net proceeds of the Fresh Issue (the "Net Proceeds")	[●]

<sup>(1)</sup> Includes, the proceeds, if any, which may be received pursuant to the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer. If the Pre IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Net Offer size of 10% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.

<sup>(2)</sup> To be determined after finalisation of the Offer Price and updated in the Prospectus.

<sup>(3)</sup> The fees and expenses relating to the Offer shall be shared in the proportion mutually agreed between our Company and the Selling Shareholders in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agrees that it will reimburse our Company for all such expenses. Further, all expenses incurred by our Company on behalf of the Selling Shareholders, in relation to appointment of any intermediary, shall be pre-authorized by the Selling Shareholders and shall be reimbursed by the Selling Shareholders, upon successful completion of the Offer, in the proportion mutually agreed between our Company and the Selling Shareholders, in accordance with applicable law. In the event that the Offer is withdrawn or not completed for any reason whatsoever, all Offer related costs and expenses will be borne by our Company. For details, see "- Offer related Expenses" page 112.

### Requirement of funds and Utilization of Net Proceeds

The proposed utilisation of the Net Proceeds is set forth in the table below:

		(₹ in million)
S. No.	Particulars	Amount
(a)	Investment in our Subsidiary, ASKFH, for augmenting our capital base for the NBFC business	4,500
(b)	General corporate purposes	[●]*

\*. The amount shall not exceed 25% of the Gross Proceeds of the Fresh Issue.

### Schedule of Implementation and Deployment of Funds

The Net Proceeds of the Fresh Issue are proposed to be utilised for investment in our Subsidiary, ASKFH, for augmenting our capital base for the NBFC business. In the past, ASKFH has funded its liquidity and capital requirements primarily through shareholder capital. Our Company proposes to deploy the Net Proceeds in the aforesaid objects in Fiscal 2019. The fund requirements for the objects are based on internal management estimates and have not been appraised by any bank or financial institution.

### Means of Finance

The fund requirements for the objects are proposed to be entirely funded from the Net Proceeds. Subject to applicable law, if the actual utilisation towards any of the objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the gross proceeds from the Fresh Issue in accordance with Regulation 4(4) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds, business considerations may require us to explore a range of options including utilising our internal accruals. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised through the Fresh Issue.

The above fund requirements are based on internal management estimates, which are based on current conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, business or strategy. For further details of factors that may affect these estimates, see “**Risk Factors**” on page 19.

As the entire requirement of funds for the Objects of the Fresh Issue are proposed to be met from the Net Proceeds, we confirm that there is no requirement to make firm arrangements of finance towards at least 75% of the stated means of finance through verifiable means, excluding the amount to be raised through the Fresh Issue.

### Details of the Objects

#### 1. Investment in our Subsidiary, ASKFH, for augmenting our capital base for the NBFC business

We intend to utilise a part of the Net Proceeds amounting to ₹ 4,500 million to make an investment in our Subsidiary, ASKFH. The investment in ASKFH by our Company shall be in the form of equity. ASKFH intends to utilise this investment for augmenting its capital base for the NBFC business. No dividends have been assured pursuant to the proposed investment by our Company in ASKFH.

ASKFH is a non-banking finance company in India and is registered with the RBI. As per the capital adequacy norms issued by the RBI, ASKFH is required to maintain a minimum capital adequacy ratio. For further details see “**Regulations and Policies in India**” on page 179. We intend to utilize the Net Proceeds from the Fresh Issue to augment ASKFH capital base to meet future capital requirements.

#### 2. General corporate purposes

The Net Proceeds will first be utilized towards the object of the Fresh Issue set out above, as well as meeting the Offer related expenses. Subject to this, our Company intends to deploy any balance amount aggregating to ₹ [●] million of the Net Proceeds towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the gross proceeds, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

- (i) brand building, promotional and outreach activities; and

- (ii) on-going general corporate purposes or exigencies, as approved by the Board, subject to compliance with applicable law.

In addition to the above, our Company may utilize the Net Proceeds allocated for general corporate purposes towards other expenditure considered expedient and as approved periodically by the Board or the IPO Committee, subject to compliance with necessary provisions of the Companies Act. The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time.

### Offer related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The breakup of the estimated Offer expenses is set forth below:

S. No.	Activity	Estimated amount* (₹ in million)	As a % of total estimated Offer Expenses*	As a % of Offer Size*
1.	Payment of fees to BRLMs (including underwriting commission, and brokerage and selling commission payable to members of the syndicate <sup>(3)(4)</sup> )	[●]	[●]	[●]
2.	Selling commission and processing fees for SCSBs <sup>(1)(2)</sup> and brokerage and bidding charges for Registered Brokers, RTAs and CDPs <sup>(4)(5)</sup>	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
4.	Others:	[●]	[●]	[●]
	(i) Listing fees, SEBI filing fees, BSE and NSE processing fees, book building software fees and other regulatory expenses;			
	(ii) Printing, stationery and distribution expenses;			
	(iii) Advertising and marketing expenses;			
	(iv) Fees payable to the Auditor;			
	(v) Fees payable to legal counsels; and			
	(vi) Miscellaneous			
<b>Total Estimated Offer Expenses</b>		[●]	[●]	[●]

\* To be incorporated in the Prospectus after finalisation of the Offer Price and other details.

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

Portion for Retail Individual Investors*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	[●]% of the Amount Allotted (plus applicable taxes)
Employee Reservation portion*	[●]% 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 identity as captured in the Bid Book of BSE or NSE. No additional bidding charges shall be payable by the Company and the Selling Shareholders to the SCSBs on the applications directly procured by such SCSBs.

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

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

\* Based on valid applications

- (3) Selling commission on the portion for Retail Individual Investors, Employee Reservation Portion and the portion for Non-Institutional Investors, which are procured by Members of the Syndicate (including their respective sub-syndicate members) 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)
Employee Reservation portion*	[●]% of the Amount Allotted (plus applicable taxes)

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

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.

- (4) The bidding charges payable to the Syndicate/sub-syndicate members, RTAs and CDPs on the portion for Retail Individual Investors, Employee Reservation portion and Non-Institutional Investors, which are procured by them and submitted to SCSB for blocking will be [●] per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs. Bidding charges payable 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.
- (5) Selling commission payable to the Registered Brokers, RTAs and CDPs on the portion for Retail Individual Investors, Employee Reservation portion and Non-Institutional Investors, which are directly procured by the Registered Brokers or RTAs or CDPs and submitted to SCSBs for processing, would be as follows:

Portion for Retail Individual Investors*	₹ [●] per valid application (plus applicable tax)
Portion for Non-Institutional Investors*	₹ [●] per valid application (plus applicable tax)
Employee Reservation portion*	₹ [●] per valid application (plus applicable tax)

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

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

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

Other than listing fees, which will be paid by the Company, all costs, fees and expenses with respect to the Offer shall be borne by the Selling Shareholders, on a pro rata basis in proportion to the respective Offered Shares. Upon the successful completion of the Offer, the Selling Shareholders agree that they shall reimburse the Company, for any expenses incurred by the Company on behalf of the Selling Shareholders in proportion to the respective Offered Shares. All such amounts payable by the Selling Shareholders in relation to the Offered Shares shall be deducted from the proceeds of the Offer prior to such funds being transferred to the Selling Shareholders.

### **Interim Use of Funds**

Pending utilisation of the Net Proceeds for the purposes described above, we undertake to temporarily deposit the funds from the Net Proceeds only in the scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, for the necessary duration. Such deposits will be approved by our management from time to time. Further, in accordance with Section 27 of the Companies Act 2013, our Company confirms that pending utilisation of the Net Proceeds, it shall not use the funds for any buying, trading or otherwise dealing in any equity or equity linked securities of any listed company or for any investment in the equity market.

### **Bridge Loan**

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

### **Monitoring of Utilisation of Funds**

In terms of Regulation 16 of the SEBI ICDR Regulations, we shall appoint a monitoring agency to monitor the utilization of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilization of the Net Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds.

Pursuant to Regulation 18(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make

recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors. Further, in accordance with the Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the Net proceeds from the objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results of our Company, after placing such information before our Audit Committee.

### **Variation in Objects**

In accordance with Sections 13(8) and 27 of the Companies Act 2013 and the SEBI ICDR Regulations, our Company shall not vary the Objects of the Fresh Issue unless our Company is authorised to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013. Pursuant to the Companies Act 2013, the Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act 2013 and provisions of Chapter VI A of the SEBI ICDR Regulations.

### **Appraising Agency**

The Objects of the Fresh Issue have not been appraised by any bank, financial institution or agency.

### **Other Confirmations**

No part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Companies or key managerial employees. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with Promoters, Directors, Key Management Personnel or our Group Companies in relation to the utilization of the Net Proceeds of the Offer.

## BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 2 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 “*Our Business*”, “*Risk Factors*”, “*Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operation*” on pages 159, 19, 219 and 463, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

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

- Consistently profitable growth in AUM.
- Annuity fees driven business, well suited to benefit from the expected increase in the addressable market for HNIs and UHNIs in India.
- Research based investment approach and robust risk management, leading to better than benchmark performance.
- Open architecture model and robust distribution network.
- Client centric business model focused on HNIs and UHNIs, leading to long-term client relationships.
- Experienced and stable management team with a strong focus on corporate governance.

For further details, see “*Our Business - Our Strengths*” on page 161.

### Quantitative Factors

Information presented in this chapter is derived from the Restated Standalone Financial Information and Restated Consolidated Financial Information. For further details, see “*Financial Information*” on page 219.

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

#### 1. Earnings per Share

As per our Restated Standalone Financial Information:

Particulars	Basic EPS (₹)	Diluted EPS (₹)	Weight
Year ended March 31, 2018	12.63	10.67	3
Year ended March 31, 2017	6.68	5.72	2
Year ended March 31, 2016	5.63	4.81	1
<b>Weighted Average</b>	<b>9.48</b>	<b>8.04</b>	

As per our Restated Consolidated Financial Information:

Particulars	Basic EPS (₹)	Diluted EPS (₹)	Weight
Year ended March 31, 2018	16.83	14.22	3
Year ended March 31, 2017	11.15	9.56	2
Year ended March 31, 2016	11.07	9.45	1
<b>Weighted Average</b>	<b>13.98</b>	<b>11.87</b>	

Note:

1. Earnings per share for the years ended March 31, 2018, March 31, 2017 and March 31, 2016 has been calculated in accordance with the Indian Accounting Standard (Ind AS) 33 – “Earnings per share” prescribed under section 133 of the Companies Act.
2. Basic Earnings per share = Restated Ind AS net profit after tax and adjustments, attributable to equity shareholders divided by weighted average number of Equity Shares outstanding during the year
3. Diluted Earnings per share = Restated Ind AS net profit attributable to equity shareholders divided by weighted average number of Equity Shares after adjusting effects of all dilutive potential equity shares during the year
4. Weighted average number of equity shares are the number of equity shares outstanding at the beginning of the year, adjusted by the number of equity shares issued during the year multiplied by the time-weighting factor. The time-weighting factor is the number of days for which the specific shares are outstanding as a proportion of the total number of days during the year.
5. Pursuant to shareholders resolution passed at the EGM held on May 10, 2018, the equity share capital (Authorized, Issued and Paid-up) of the Company was subdivided from equity shares of ₹ 10 each to equity shares of ₹ 2 each. Further, at the

same meeting, the shareholders approved issuance of bonus shares to the existing shareholders in the ratio of 12:1 i.e. twelve bonus equity shares for each existing equity share. The record date for the sub-division and bonus shares was May 10, 2018. Above EPS per equity share has been computed after taking into consideration the impact of sub-division of face value of equity shares and bonus issuance.

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

Particulars	As per our Restated Standalone Financial Information	As per our Restated Consolidated Financial Information
P/E ratio based on Basic EPS for the Financial Year ended March 31, 2018 at the Floor Price:	[●]	[●]
P/E ratio based on Diluted EPS for the Financial Year ended March 31, 2018 at the Floor Price:	[●]	[●]
P/E ratio based on Basic EPS for the Financial Year ended March 31, 2018 at the Cap Price:	[●]	[●]
P/E ratio based on Diluted EPS for the Financial Year ended March 31, 2018 at the Cap Price:	[●]	[●]

## 3. Return on Net Worth (“RoNW”)

Return on net worth as per Restated Standalone Financial Information:

Particulars	RONW (%)	Weight
Year ended March 31, 2018	21.53	3
Year ended March 31, 2017	13.85	2
Year ended March 31, 2016	17.39	1
<b>Weighted Average</b>	<b>18.28</b>	

Return on net worth as per Restated Consolidated Financial Information:

Particulars	RONW (%)	Weight*
Year ended March 31, 2018	30.92	3
Year ended March 31, 2017	28.95	2
Year ended March 31, 2016	44.17	1
<b>Weighted Average</b>	<b>32.47</b>	

Note:

- RoNW (%) = Restated net profit after tax and adjustments, available for equity shareholders divided by restated net worth at the end of the year
- Net worth is computed in accordance the SEBI ICDR Regulations, net worth means "the aggregate value of the paid-up share capital, share premium account, reserves and surplus (excluding revaluation reserve) as reduced by the aggregate value of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account..

## 4. Minimum Return on Net Worth after Offer required to maintain pre-Offer EPS for the year ended March 31, 2018

Particulars	at Floor Price	at Cap price
<b>To maintain pre-Offer Basic EPS</b>		
- Based on Restated Standalone Financial Information	[●]%	[●]%
- Based on Restated Consolidated Financial Information	[●]%	[●]%
<b>To maintain pre-Offer Diluted EPS</b>		
- Based on Restated Standalone Financial Information	[●]%	[●]%
- Based on Restated Consolidated Financial Information	[●]%	[●]%

## 5. Net Asset Value (“NAV”) per Equity Share of face value of ₹ 2 each

Particulars	Restated Standalone Financial Information	Restated Consolidated Financial Information
Year ended March 31, 2018	58.67	54.42
Year ended March 31, 2017	48.21	38.50
Year ended March 31, 2016	32.39	25.06
After the Issue		
Offer Price	[●]	

Note:

- Net asset value per equity share (₹) = Restated standalone/consolidated net worth as at the end of the year as divided by number

of equity shares outstanding at the end of the year.

2. Pursuant to shareholders resolution passed at the EGM held on May 10, 2018, the equity share capital (Authorized, Issued and Paid-up) of the Company was subdivided from equity shares of ₹ 10 each to equity shares of ₹ 2 each. Further, at the same meeting, the shareholders approved issuance of bonus shares to the existing shareholders in the ratio of 12:1 i.e. twelve bonus equity shares for each existing equity share. The record date for the sub-division and bonus shares was May 10, 2018. Above NAV per equity share has been computed after taking into consideration the impact of sub-division of face value of equity shares and bonus issuance.

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

## 6. Comparison with Listed Industry Peers

There are no listed entities similar to our line of business and comparable to our scale of operations.

## 7. The Offer price is [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company and Selling Shareholders, in consultation with the BRLMs on the basis of the demand from investors for the Equity Shares through the Book-Building Process. Our Company and BRLMs is justified in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with “*Our Business*”, “*Risk Factors*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operation*” and “*Financial Information*” on pages 159, 19, 463 and 219, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “*Risk Factors*” or any other factors that may arise in the future and you may lose all or part of your investments.

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## STATEMENT OF TAX BENEFITS

The Board of Directors  
**ASK Investment Managers Limited**  
Birla Aurora, 16 level, Office Floor 9  
Dr. Annie Besant Road, Worli  
MUMBAI 400 030

Dear Sirs,

**Statement of possible special tax benefits available to ASK Investment Managers Limited and its shareholders prepared in accordance with the requirement in Schedule VIII – Clause (VII) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended, in connection with the initial public offering of equity shares (the “Equity Shares”) of the Company comprising an offer for sale of the Equity Shares by the selling shareholders and fresh issue of the Equity Shares (the “Proposed Offer”)**

1. We hereby report that the enclosed Annexure prepared by ASK Investment Managers Limited (formerly ASK Investment Managers Private Limited) (the “**Company**”), states the possible special tax benefits available to the Company and its shareholders under the Income tax Act, 1961 (the “**Act**”), presently in force in India.
2. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
3. The benefits discussed in the enclosed Annexure are not exhaustive. Further, the preparation of the Annexure and its contents is the responsibility of management of the Company. We are informed that, this Annexure is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult with his or her own tax consultant with respect to the specific tax implications arising out of their participation in the offer for sale of equity shares by the Company. Neither are we suggesting nor are we advising the investor to invest money based on this Annexure.
4. We do not express any opinion or provide any assurance as to whether:
  - i) the Company or its shareholders will continue to obtain these benefits in the future; or
  - ii) the conditions prescribed for availing of the benefits have been / would be met.

The contents of the enclosed Annexure 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.

5. Our views expressed herein are based on the facts and assumptions indicated to us. 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 the tax laws and their interpretation, which are subject to change from time to time. We do not assume responsibility to update this Annexure consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Annexure, except under applicable law.
6. This statement is solely for your information and not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior written consent, other than for inclusion of extracts of this statement in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus and submission of this statement to the Securities and Exchange Board of India, the stock

exchanges where the Equity Shares of the Company are proposed to be listed, Registrar of Companies, Maharashtra situated in Mumbai in connection with the Proposed Offer, as the case may be.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/ W-100022

Manoj Kumar Vijai

*Partner*

Membership No: 046882

Mumbai

August 6, 2018

## CERTAIN TAX CONSIDERATIONS

### STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS EQUITY SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961, (“the Act”) PRESENTLY IN FORCE IN INDIA

1. This statement sets out below the possible special tax benefits available to the Company and our Equity shareholders under the current tax laws presently in force in India. Several of these benefits are dependent on fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company our shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or the shareholders may or may not choose to fulfill;
2. This statement sets out below the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of Equity shares. This statement is only intended to provide general information to the investors and is neither exhaustive or comprehensive nor designed or intended to be a substitute for a professional tax advice. In view of the individual nature of tax consequences and the changing tax laws, each investor is advised to consult his or her or their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
3. In respect of non-residents, the tax rates and the consequent taxation, mentioned in this section shall be further subject to any benefits available under the Double Taxation Avoidance Agreement (DTAA), if any, between India and the country in which the non-resident is resident for tax purposes.

INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO TAX CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN A PARTICULAR SITUATION IN INDIA AS WELL AS IN THEIR RESPECTIVE COUNTRY OF RESIDENCE

UNDER THE INCOME-TAX ACT, 1961 (‘the Act’)

#### 1. **GENERAL TAX BENEFITS / CONSEQUENCES IN CASE OF THE COMPANY AS WELL ITS SHAREHOLDERS**

##### 1.1. SECTION 10(34) OF THE ACT – INCOME BY WAY OF DIVIDENDS REFERRED TO IN SECTION 115-O

Dividend as referred to in section 115-O of the Act (i.e. dividend on which dividend distribution tax is paid by the domestic company) is exempt from tax under section 10(34) of the Act. Such income is also exempt from tax while computing book profits for the purpose of determination of liability under the minimum alternate tax (‘MAT’) provisions.

However, as per Section 115BBDA of the Act, if the aggregate of dividend income during the year is in excess of 1 million rupees, then such excess dividend shall be chargeable to tax at the rate of 10% (plus applicable surcharge and education cess). Provisions of section 115BBDA are applicable to all residents except the following category of assessees

- 1) A domestic company,
- 2) A fund or institution or trust or any university or other educational institution or any hospital or other medical institution referred to in sub-clause (iv) or sub-clause (v) or sub clause (vi) or sub-clause (via) of section 10(23C) or
- 3) A trust/institution registered under section 12A or section 12AA of the Act.

No deduction in respect of any expenditure or allowance shall be allowed to the assessee under any provisions of this Act in computing its income by way of dividends referred to in section 115BBDA(1)

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

Also, section 94(7) of the Act provides that losses arising from the sale/ transfer of shares purchased within a period of three months prior to the record date and sold/ transferred within three months after such date, will be disallowed to the extent of dividend income on such shares, claimed as exempt from tax.

## 1.2. CAPITAL GAINS

- As per section 2(42A) of the Act, a security (other than a unit) listed in a recognised stock exchange in India will be considered short term capital asset, if the period of holding of such share, unit or security is twelve (12) months or less.

Similarly, shares of a company (other than those listed on a recognised stock exchange) will be considered short term capital assets, if the period of holding of such shares, is twenty four (24) months or less.

- If the period of holding of the abovementioned assets is more than 12 months or 24 months respectively, it will be considered a long term capital asset as per section 2(29A) of the Act.
- Section 48 of the Act prescribes the mode of computation of Capital Gains and provides for deduction of cost of acquisition/ improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of Capital Gains.

However, in respect of long term capital gains, section 48 provides for substitution of cost of acquisition/ improvement with indexed cost of acquisition/ improvement, which adjusts the cost of acquisition/ improvement by a cost inflation index as prescribed from time to time. Non-resident shareholders would get benefits of foreign currency fluctuations.

- As per section 112A, LTCG (exceeding ₹ 1 lakh) on sale of equity shares of a company listed on a recognized stock exchange is taxable at the rate of 10% (plus applicable surcharge and cess) on such LTCG. LTCG to be taxed at 10% without indexation benefit and without foreign currency fluctuation benefit. Such gains to be taxed at concessional rate of 10% provided Securities Transaction Tax ('STT') is paid (for equity shares - on acquisition as well as transfer).

Where such capital asset is listed on 31 January 2018, the cost of acquisition for the purposes of computing capital gain under this section in respect of such capital assets acquired before the 1 February 2018, shall be deemed to be higher of :-

- a. The actual cost of acquisition of such capital asset, and
- b. The lower of :
  - i. The fair market value ('FMV') of such capital asset as on 31 January 2018; and
  - ii. The full value of consideration received or acquiring as a result of transfer of the capital assets.

### Ascertaining FMV

Where shares are listed on recognised stock exchange	Where shares are listed on recognised stock exchange but not traded on 31 January 2018	Where units are not listed on recognised stock exchange
Highest price quoted on 31 January 2018	Highest price of asset (when the said asset was traded) on date immediately prevailing before 31 January 2018	NAV as on 31 January 2018

Where equity shares are not listed on 31 January 2018, but are listed on the date of transfer, the cost of acquisition shall be an amount which bears to the cost of acquisition the same proportion as Cost Inflation Index for the financial year 2017-18 bears to the Cost Inflation Index for the

first year in which the asset was held by the assessee or for the year beginning on the first day of April 2001, whichever is later, shall be considered as cost of acquisition.

Where equity shares are not listed on 31 January 2018, but are listed on the date of transfer and which became the property of the assessee in consideration of share which is not listed on such stock exchange as on 31 January 2018 by way of transaction not regarded as transfer, the cost of acquisition shall be an amount which bears to the cost of acquisition the same proportion as Cost Inflation Index for the financial year 2017-18 bears to the Cost Inflation Index for the first year in which the asset was held by the assessee or for the year beginning on the first day of April 2001, whichever is later.

- Gains arising on transfer of short term capital assets are chargeable at the rate of 30% (plus applicable surcharge and cess). However, as per section 111A of the Act, short term capital gains from sale of an equity share, transacted through a recognized stock exchange, where such transaction is chargeable to STT, will be taxable at a concessional rate of 15% (plus applicable surcharge and cess).
- In case of transfer of shares which are not chargeable to STT, Long Term Capital Gain (“LTCG”) is taxable at the rate of 20% with indexation (inflation adjustment) or 10% without indexation whichever is more beneficial. The Short Term Capital Gain (“STCG”) arising in case of transfer of shares which are not chargeable to STT is taxable at the rate of 30% in case of domestic companies and as per slab rate in case of resident shareholders other than domestic companies.
- As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.

As per section 70 read with section 74 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

The CBDT has also clarified that Long-term capital loss arising from transfer made on or after 1 April 2018 will be allowed to be set-off against any other long-term capital gains and unabsorbed long-term capital loss can be carried forward to subsequent eight years for set-off against long-term capital gains.

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

- An exemption may be claimed, as eligible by the assessee, from taxation of Long Term Capital Gains (‘LTCG’) if investments in certain specified securities / assets is made subject to fulfillment of certain conditions.
- Where the gains arising on the transfer of shares of the Company are included in the business income of an assessee assessable under the head “Profits and Gains from Business or Profession” and on which securities transaction tax has been charged, such securities transaction tax shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the Act.

The characterisation of gains/ losses, arising from sale of shares, as capital gains or business income would depend on the nature of holding in the hands of the shareholder and various other factors.<sup>1</sup>

### 1.3. OTHER PROVISIONS

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<sup>1</sup> Refer CBDT circular No.6 of 2016 dated 29 February 2016

- As per section 115-O of the Act, domestic companies are liable to pay additional tax at the rate of 15% (plus applicable surcharge and education cess) on distribution of profits. As per sub-section (1A) to section 115-O, the domestic company, for computing the dividend distribution tax (DDT), will be allowed to set-off the dividend received from its subsidiary company during the financial year ('FY') against the dividend distributed by it if:
  - a) the dividend is received from its domestic subsidiary company and the subsidiary company has paid the DDT payable on such dividend; or
  - b) the dividend is received from a foreign subsidiary and is subject to payment of tax under section 115BBD of the Act.

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

Section 115-O provides that the amount of dividend declared by the domestic company (as reduced by the amount referred in sub-section (1A) to section 115-O) would be required to be grossed up for the purpose of computing the DDT such that after reduction of the tax on such increased amount at the rate of 15%, the amount is equal to the net distributed profits.

- As per section 115JB of the Act, while computing book profit, income received by way of dividend (whether interim or final) which is exempt under section 10(34) of the Act will be reduced.
  - a) MAT provisions under Section 115JB of the Act are not applicable to a foreign company if
    - such company is a resident of a country or a specified territory with which India has an DTAA and such company does not have a permanent establishment in India in accordance with the provisions of such DTAA; or
    - Such company is a resident of a country with which India does not have a DTAA and such company is not required to seek registration in India under any law for the time being in force, relating to companies.
  - b) In respect of foreign companies which are subject to MAT provisions as per point (a) above, following specified incomes will not be subject to MAT under section 115JB of the Act:
    - Capital gains (whether long term or short term) arising on transactions in securities;
    - Interest, royalty or fees for technical services chargeable to tax

If such income is credited to Profit and Loss account and tax payable on such capital gains income under normal provisions is less than the MAT rate of 18.5%. Consequently, corresponding expenses shall also be excluded while computing MAT.

- STT is a tax payable on the value of specified securities (such as shares, equity oriented mutual funds, etc.) transacted on a recognised stock exchange.
- Receipt of property (which inter alia includes shares and securities) without adequate consideration is taxable as income from other sources in the hands of recipient in certain circumstances.
- Inventory / stock-in-trade converted into a capital asset to be taxed as business income basis the FMV to be determined in the manner prescribed prevailing on the date of conversion. In this case, the period of holding for the purposes of classification into a short-term or long-term capital asset to be calculated from the date of conversion.

## 2. **BENEFITS / CONSEQUENCES IN THE CASE OF SHAREHOLDERS OF THE COMPANY**

For resident shareholders:

- 2.1. In case of an individual or Hindu Undivided Family (HUF), where the total taxable income as reduced by long-term capital gains is below the maximum amount which is not chargeable to income-tax, then such long-term capital gains will be reduced to the extent of the shortfall and only the balance long-term capital gains will be subjected to such tax in accordance with the proviso to sub-section (1) of section 112 and proviso to sub-section (2) of section 112A of the Act.
- 2.2. Short-term capital gains arising on transfer of the shares of the Company will be chargeable to tax at the rate of 15% (plus applicable surcharge and cess) as per the provisions of section 111A of the Act if such transaction is chargeable to securities transaction tax. In case of an individual or HUF, where the total taxable income as reduced by short-term capital gains is below the maximum amount which is not chargeable to income-tax, then such short-term capital gains will be reduced to the extent of the shortfall and only the balance short-term capital gains will be subjected to such tax in accordance with the proviso to sub-section (1) of section 111A of the Act.
- 2.3. No income tax is deductible at source from income by way of capital gains arising to a resident shareholder under the present provisions of the Act.

FOR NON-RESIDENT SHAREHOLDERS [OTHER THAN FOREIGN PORTFOLIO INVESTORS (FPI'S)]

- 2.4. The non-residents shareholders have the option to be governed by the provisions of the Act or DTAA whichever are more beneficial subject to fulfilment of conditions prescribed therein. The above option shall be available to non-residents shareholders subject to provisions of the GAAR (refer para 3.14 and 4 for detailed discussion).
- 2.5. The LTCG arising on transfer of listed shares, would be governed by the concessional tax treatment as given under the provisions of section 112A of the Act discussed above provided such transfer is chargeable to STT as well as purchase of such shares (only in specified cases) too has been chargeable to STT. The STCG arising on transfer of listed shares are taxable at 15% provided STT is chargeable to such transfer.
- 2.6. In respect of a non-resident shareholder, as per the first proviso to section 48 of the Act, the capital gains arising from the transfer of listed equity shares of an Indian Company, should be computed by converting the cost of acquisition, expenditure incurred wholly and exclusively in connection with such transfer and the full value of consideration into the same foreign currency as was initially utilized in the purchase of the shares and the capital gains so computed should be reconverted into Indian currency. Further, the benefit of indexation as provided in second proviso to Section 48 is not available to non-resident shareholders.
- 2.7. Besides the above benefits available to non-residents, Non-Resident Indians (NRIs) have the option of being governed by the provisions of Chapter XII-A of the Act which *inter alia* entitles them to the following benefits in respect of income from shares of an Indian Company acquired, purchased or subscribed to in convertible foreign exchange:
  - a) Under section 115E of the Act, NRIs will be taxed at 10% (plus applicable surcharge and cess) on long-term capital gains arising on sale of shares of the Company which are acquired in convertible foreign exchange. The benefit of indexation of cost would not be available.
  - b) Under section 115F of the Act, and subject to the conditions and to the extent specified therein, long-term capital gains arising to NRIs from transfer of shares of the Company acquired out of convertible foreign exchange above shall be exempt from capital gains tax if the net consideration is invested within 6 months of the date of transfer of the asset in any specified asset or in any saving certificates referred to in clause (4B) of section 10 of the Act. In case the whole of the net consideration is not so invested, the exemption shall be allowed on a pro rata basis. The amount so exempted shall be chargeable to tax subsequently under the head Capital Gains relating to Capital Assets other than Short Term Capital assets, if the specified assets are transferred or converted into money within three years from the date of their acquisition.
  - c) In accordance with the provisions of section 115G of the Act, NRIs are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from investments or long-term capital gains earned on transfer of such investments or both, provided

adequate tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.

- d) In accordance with the provisions of section 115H of the Act, when NRIs become assessable as resident in India, they may furnish a declaration in writing to the Assessing Officer along with their return of income for that year under section 139 of the Act to the effect that the provisions of Chapter XII-A shall continue to apply to them in relation to such investment income derived from the specified assets (which do not include shares in an Indian company) for that year and subsequent assessment years until such assets are transferred or converted into money.
- e) As per the provisions of section 115-I of the Act, NRIs may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing their return of income for that year under section 139 of the Act, declaring therein that the provisions of Chapter XII-A shall not apply to them for that assessment year and accordingly their total income for that assessment year will be computed in accordance with the other provisions of the Act.

#### FOR SHAREHOLDERS WHO ARE FOREIGN PORTFOLIO INVESTORS (FPIS):

- 2.8. The non-residents shareholders have the option to be governed by the provisions of the Act or DTAA whichever are more beneficial subject to fulfilment of conditions prescribed therein. The above option shall be available to non-residents shareholders subject to provisions of the GAAR (refer para 3.14 and 4 for detailed discussion).
- 2.9. Transfer of any shares/ securities being invested in accordance with the Foreign Portfolio Investors' regulations made under the Securities and Exchange Board of India Act, 1992 shall be deemed to be treated as Capital Gains.
- 2.10. Under section 115AD(1)(b)(iii) of the Act, income by way of long-term capital gains arising from the transfer of shares held in the Company will be chargeable to tax at the rate of 10% (plus applicable surcharge and cess). The benefit of indexation of cost and of foreign fluctuations are not available to FPI's. LTCG arising to FPIs from transfer of listed shares, would be taxed at the rate of 10% on such LTCG, where the amount of such LTCG exceeds ₹ 1 lakh. Also, in case of FPI the LTCG and the cost of acquisition will be determined in the manner explained in Section 112A of the Act.
- 2.11. Short-term capital gains arising on transfer of shares of the Company will be chargeable to tax at the rate of 15% (plus applicable surcharge and cess) if such transaction is chargeable to STT [Section 111A].
- 2.12. Under section 115AD(1)(b)(ii) of the Act, income by way of short- term capital gains arising from the transfer of shares held in the Company not covered under section 111A of the Act will be chargeable to tax at the rate of 30% (plus applicable surcharge and cess).
- 2.13. As per section 196D, no tax is to be deducted from any income, by way of capital gains arising to an FPI, from the transfer of shares / securities, payable to FPI.

#### COMMON PROVISIONS IN CASE OF NON-RESIDENTS SHAREHOLDERS

- 2.14. Under the provisions of section 90(2) of the Act, the tax treatment of a non-resident shareholder will be governed by the provisions of the DTAA between India and the country of residence of the non-resident shareholder and the provisions of the Act apply to the extent they are more beneficial to the assessee. However, the non-resident shareholders will have to furnish a certificate (containing the prescribed particulars) of his being a resident in a country outside India, to get the benefit of the applicable DTAA and such other document as may be prescribed as per the provision of section 90(4) of Act.

#### FOR SHAREHOLDERS WHO ARE MUTUAL FUNDS:

- 2.15. Under section 10(23D) of the Act, any income earned by a Mutual Fund registered under the Securities and Exchange Board of India Act, 1992, or a Mutual Fund set up by a public sector bank or a public financial institution, or a Mutual Fund authorised by the Reserve Bank of India would be exempt from income-tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

- 2.16. As per section 196 of the Act, no tax is to be deducted from any income payable to a Mutual Fund specified under section 10(23D) of the Act.

**FOR SHAREHOLDERS WHO ARE VENTURE CAPITAL COMPANIES / ALTERNATIVE INVESTMENT FUNDS:**

- 2.17. Under section 10(23FBA) of the IT Act, any income of an Investment Fund, other than the income chargeable under the head “Profits and gains of business or profession” would be exempt from income tax. For this purpose, an “Investment Fund” means a fund registered as Category I or Category II Alternative Investment Fund under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.
- 2.18. As per Section 115UB(1) of the IT Act, any income accruing/arising/received by a person from his investment in Investment Fund would be taxable in the hands of the person making an investment in the same manner as if it were the income accruing / arising / received by such person had the investments been made directly in the investment fund.
- 2.19. Under section 115UB(4), the taxable income of an Investment Fund would be charged at the rate or rates as specified in the Finance Act of the relevant year where the Investment Fund is a company or a firm or at maximum marginal rate in any other case.
- 2.20. Further, as per Section 115UB(6) of the IT Act, the income accruing or arising to or received by the Investment Fund if not paid or credited to a person (who has made investments in an Investment Fund) shall be deemed to have been credited to the account of the said person on the last day of the previous year in the same proportion in which such person would have been entitled to receive the income had it been paid in the previous year.
- 2.21. Taxation of income of AIF Category III and its investors would be governed by the other / normal provisions of the Act.

**BENEFITS AVAILABLE UNDER THE WEALTH TAX ACT, 1957:**

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

**BENEFITS AVAILABLE UNDER GIFT TAX ACT, 1958:**

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

**3. GENERAL ANTI-AVOIDANCE RULE (‘GAAR’)**

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

**4. TAX DEDUCTION AT SOURCE**

No income tax is deductible at source from income by way of capital gains arising to a resident shareholder under the present provisions of the Act. However, as per the provisions of Section 195 of the Act, any income by way of capital gains payable to non-residents (other than FPIs) may be subject to withholding of tax at the rate under the domestic tax laws or under the tax laws or under the Double Taxation Avoidance Agreement (DTAA), whichever is beneficial to the assessee, unless a lower withholding tax certificate is obtained from the tax authorities. However, the non-resident investor will have to furnish a certificate of his being a tax resident in a country outside India and a suitable declaration for not having a fixed base/ permanent establishment in India, to get the benefit of the applicable DTAA and such other document as may be prescribed as per the provision of section 90(4) of Act.

The withholding tax rates are subject to the recipients of income obtaining and furnishing a permanent account number (PAN) to the payer, in the absence of which the applicable withholding tax rate would be the higher of the applicable rates or 20%, under section 206AA of the Act. The provision of section 206AA will not apply if

the non-resident shareholder furnishes prescribed documents to the payer. Additionally, as per the provisions of section 196D of the Act, no tax is to be withheld in respect of gains earned by an FPI.

NOTES:

- 1 Summarized below are the provisions relevant for determination of residential status of a tax payer:
  - a. As per the provisions of the Act, an individual is considered to be a resident in India during any financial year ('FY') if he or she is present in India for:
    - i. a period or periods aggregating to 182 days or more in that FY; or
    - ii. for a period or periods aggregating to 365 days or more within the four preceding FY's and a period or periods aggregating to 60 days or more in that FY and
  - b. In case of an Indian citizen or a person of Indian origin living abroad who visits India and in the case of a citizen of India who leaves India for the purposes of employment outside India in any FY, the limit of 60 days under point (ii) above, shall be read as 182 days.
  - c. A Company is resident in India if it is an Indian Company or its place of effective management, in that year, is in India.
  - d. A Hindu Undivided Family ('HUF'), firm (including Limited Liability Partnership) or other association of persons is resident in India, except when the control and management of its affairs is situated wholly outside India during the relevant FY.
  - e. A person who is not a resident in India would be regarded as 'Non-Resident'. Subject to qualifying with certain prescribed conditions, individuals may be regarded as 'Resident but not ordinarily resident'.
2. As per the Finance Act ('FA'), surcharge is to be levied on individuals, HUF, AOP, body of individuals and artificial juridical person at the rate of 10% where the total income exceeds ₹ 5 million but not exceeding ₹ 10 million. Where the total income exceeds ₹ 10 million, surcharge shall be levied at the rate of 15%.

In the case of firm, co-operative society and local authorities at the rate of 12% where the total income exceeds ₹ 10 million.

In the case of domestic companies, surcharge would be levied at the rate of 7% where the total income exceeds ₹ 10 million but not exceeding ₹ 100 million. Where the total income exceeds ₹ 100 million, surcharge shall be levied at the rate of 12%.

In the case of foreign companies, surcharge would be levied at the rate of 2% where the total income exceeds ₹ 10 million but not exceeding ₹ 100 million. Where the total income exceeds ₹ 100 million, surcharge shall be levied at the rate of 5%.

In other cases (including sections 115-O, 115QA) the surcharge shall be levied at the rate of 12%.
3. Further, Health and Education cess on the total income at the rate of 4% is payable by all categories of taxpayers.
4. The above statement of possible special direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of Shares.
5. The stated benefits will be available only to the sole/ first named holder in case the shares are held by joint holders.
6. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable DTAA, if any, between India and the country in which the non-resident has fiscal domicile.

7. This statement is intended only to provide general information to the investors and is neither designed nor intended to be substituted 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 participation in the scheme.
8. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
9. This statement of possible special direct tax benefits enumerated above is as per the Act as amended till the Finance Act, 2018. The above statement of possible special Direct-tax Benefits sets out the possible special tax benefits available to the company and its shareholders under the current tax laws presently in force in India. Several of these benefits available are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws.
10. This statement does not cover applicability of provisions of Chapter X-A of the Act dealing with General Anti-Avoidance Rules.
11. The above statement covers only certain relevant Direct Tax Law benefits and does not cover any Indirect Tax Law benefits or benefits under any other law.

## SECTION IV: ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*Unless noted otherwise, the information in this section has been obtained or derived from the “Industry report on assessment of asset management, wealth advisory and distribution industry in India” dated July 2018 by CRISIL (the “CRISIL Report”), as well as other industry sources and government publications. All information contained in the CRISIL Report has been obtained by CRISIL from sources believed by them to be accurate and reliable. Although reasonable care has been taken by CRISIL to ensure that the information in the CRISIL Report is true, such information is provided ‘as is’ without any warranty of any kind, and CRISIL in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. All information contained herein must be construed solely as statements of opinion. None of the Company, the Book Running Lead Managers and any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. 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.*

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#### **Macroeconomic Overview**

##### ***GDP to grow faster over next 5 years***

In recent years, India’s economy has grown at a steady rate, fuelled by consumption levels, while investment has been decelerating. GDP (at constant 2011-12 prices) grew at a compounded annual growth rate (CAGR) of 7.1% between fiscals 2013 and 2018. GDP grew at a slower pace between fiscals 2012 and 2014 due to sluggish income growth, persistently rising inflation, high interest rates and weakened industrial output. However, following fiscal 2014, growth recovered with improving industrial activity, lower crude oil prices, and supportive government policies. The trend was reversed in fiscal 2017, due to demonetisation, dwindling private investment, and slowing global growth.

The rollout of goods and services tax (GST) in early fiscal 2018 has also adversely impacted the GDP figures, especially in the first half of fiscal 2018. According to CRISIL Research, the real GDP growth is expected to rebound to 7.5% in fiscal 2019 from 6.7% in fiscal 2018 as the transitory disruption from the GST implementation wanes and a low base provides fillip.

CRISIL Research expects economic growth to pick up in the medium term, as structural reforms such as GST and the Bankruptcy Code, aimed at de-clogging the economy and reducing stress on banks’ books, begin to take effect. Assuming that monetary and fiscal policies remain prudent, these reforms could lead to efficiency gains and improve the prospects

for sustainable high growth in the years to come. CRISIL Research also estimates that an improving macroeconomic environment (i.e., softer interest rate and stable inflation), urbanisation, rising middle class, and business-friendly government reforms will drive growth in the long term. The International Monetary Fund projects a 7.9% CAGR for the Indian economy over the next five years and that growth will be higher than many emerging economies, such as Brazil, Russia, and China.

### **Key fundamental growth drivers**

#### ***India has second-largest population***

As per Census 2011, India's population was about 1.2 billion, and comprised nearly 246 million households. The population, which grew nearly 18% between 2001 and 2011, is expected to increase about 11% between 2011 and 2025, to 1.4 billion.

#### ***Favourable demographics***

Currently, India is one of the nations with the largest young population, with a median age of 28 years. As much as 90% of Indians will still be below the age of 60 by calendar year 2020. CRISIL Research expects that 63% of them will be between 15 and 59 years. Comparatively, as of calendar year 2012, the US, China and Brazil had 74%, 62% and 78% of their population below the age of 60. CRISIL Research expects that a large share of the working population, coupled with rapid urbanisation and rising affluence, will propel growth of the Indian financial services sector. Increasing urbanisation and nuclearisation coupled with government's policy to develop affordable houses is expected to higher investments in the housing sector and be a benefit to the larger economy.

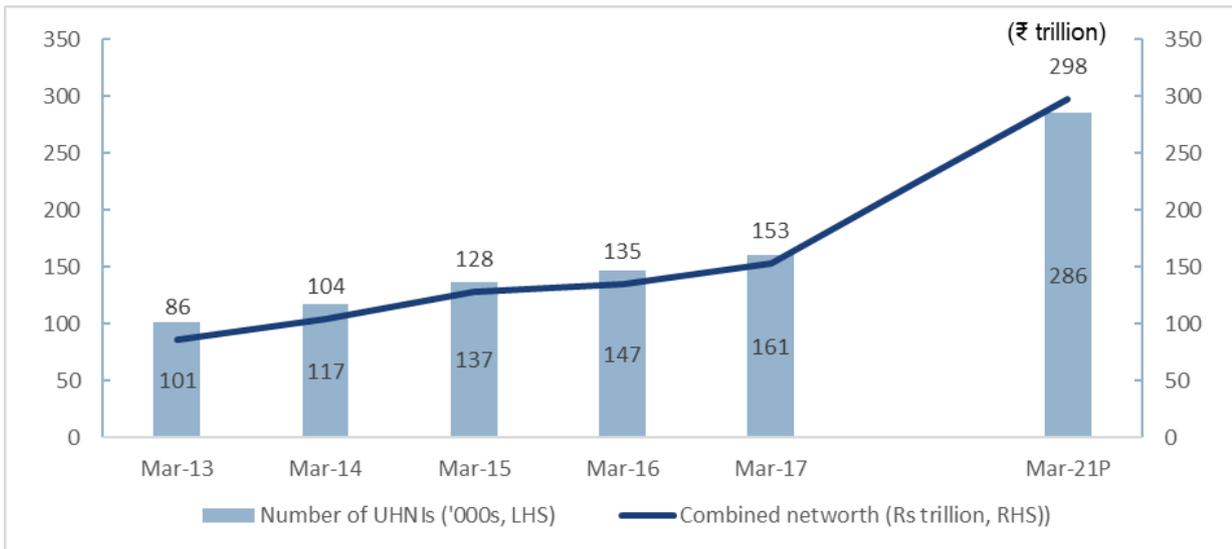
### **Rise in number of wealthy individuals**

Over the past couple of years, the number of ultra-high net worth individuals/high net worth individuals (UHNI/HNI) in India have increased significantly driven by better economic growth, rising income levels and a strong equity market. First generation start up entrepreneurs have also led to an increase in the UHNI/HNI population.

As per Capgemini World Wealth Report 2018, India was the fastest-growing market globally in 2017, with a 20.4% HNI population expansion and 21.6% HNI wealth growth over 2016. Although India's economic performance remained strong in 2017 (but decelerated from 2016 levels), wealth generation was supported by a strong equity market, with market capitalization expanding by 51.3% in 2017 against 3.1% in 2016. As of 2017, there were 263,000 HNIs in India as compared with 219,000 in 2016 (HNIs are defined as those having investible assets of US\$1 million or more excluding primary residence, collectibles, consumables, and consumer durables).

According to the 'Top of the Pyramid 2017, Kotak Wealth Management' there are 161,000 individuals in India who fall under the UHNI category as of March 2017 (individuals having an investable surplus of more than ₹ 250 million) and have combined assets worth ₹ 153 trillion. The number of UHNIs is expected to increase to 286,000 by March 2021 supported by the government's policy that encourages transparency and ease of doing business along with high returns provided by equity markets. More than 50% of the UHNIs reside in top 4 metros of India.

### Trend in the number of UHNIs and their wealth

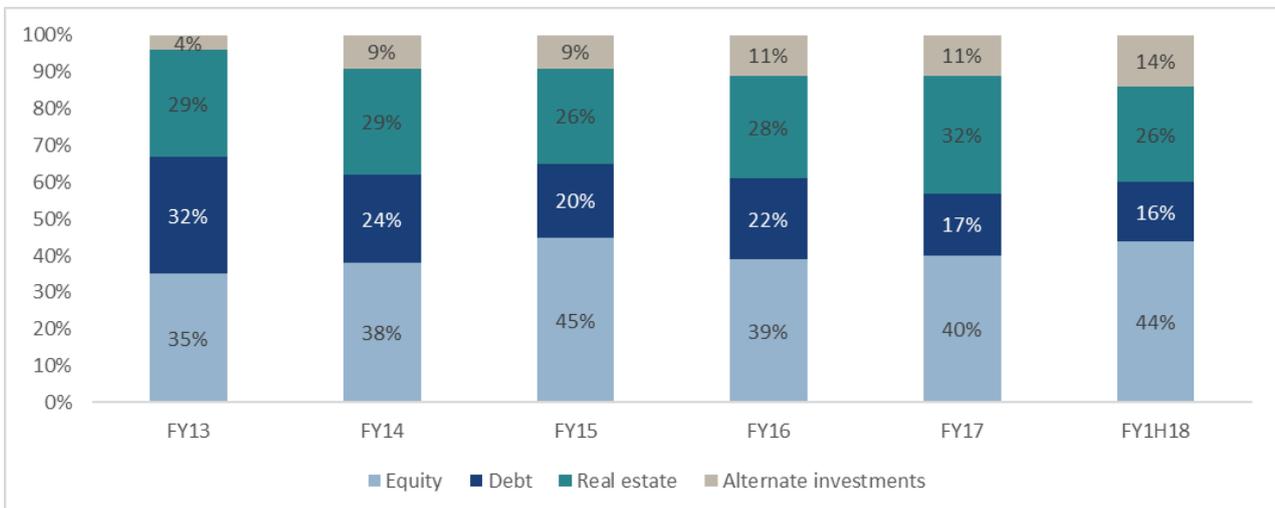


P: Projected

Source: *Top of the Pyramid 2017*, Kotak Wealth Management, CRISIL Research

Indian UHNIs mainly invest in equity, real estate, fixed income and alternative investment assets. Equities remain the most preferred asset class and its share represents approximately 44% of investments by UHNIs in the first half of fiscal 2018. The share of alternative assets increased significantly from 4% in fiscal 2013 to 14% in the first half of fiscal 2018. The share of real estate investments in investments by UHNIs increased to 32% in fiscal 2017 compared to 28% in fiscal 2016 due to favourable policy initiatives such as the implementation of the RERA Act that aimed to boost investments into the sector. However, post demonetisation, the share of real estate investments decreased to 26% by the first half of fiscal 2018.

### Investment allocation by UHNIs



Source: *Top of the Pyramid 2017*, Kotak Wealth Management, CRISIL Research

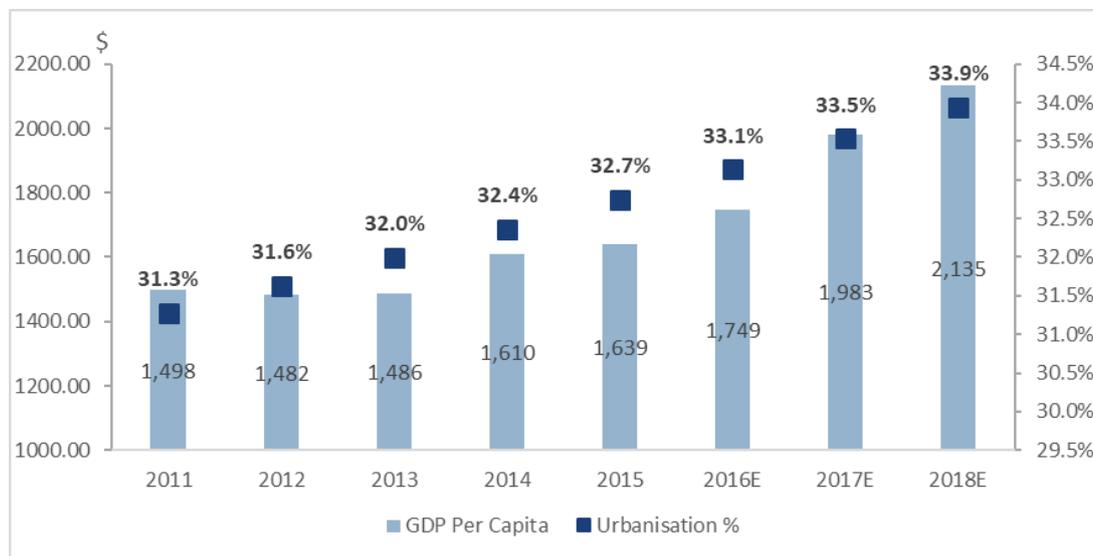
Alternate investment is the only asset class which has witnessed a consistent increase over the past five years with its share increasing from just 4% in FY2013 to 14% by the first half of FY 2018. The increase in UHNI/HNIs and rise in awareness and availability of alternative assets such as private equity, hedge funds and alternative investment funds (AIFs) have led to a surge in demand. This has also resulted in increased requirement for professional advice.

### Urbanisation picks up pace

India has a very low urbanisation rate compared with its Asian peers such as China, Japan and Thailand. The share of urban population rose steadily from 28.8% in 2004 to an estimated 33.5% in 2017. CRISIL Research expects urbanisation

to accelerate, with the urban population growing at a CAGR of 2.0-2.5% between 2017 and 2022, compared with the overall population growth of 1.2% during the same period. The increasing urbanisation is expected to boost per-capita GDP, as was evident during the previous five years, and also enhance financial literacy and quality of living.

### Trend in urbanisation of population



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

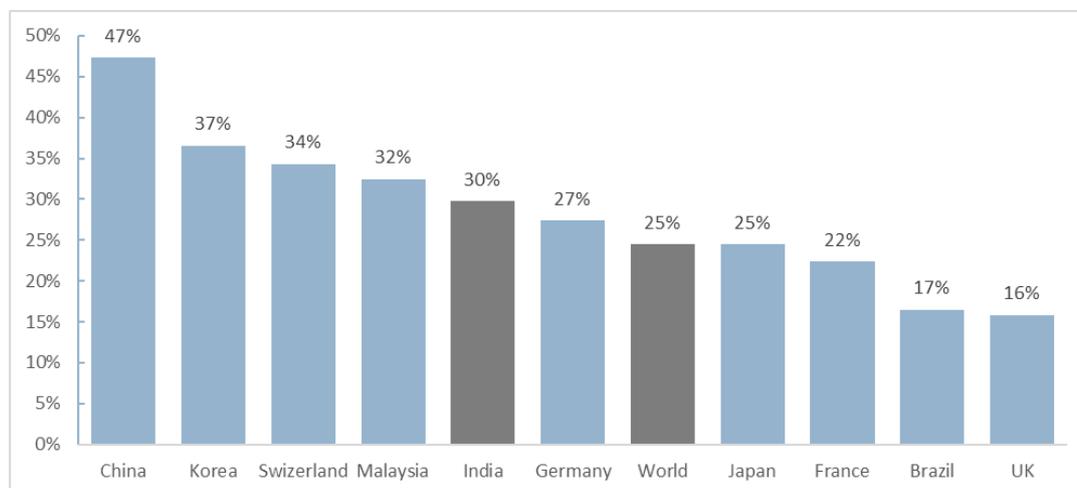
### Savings scenario

#### Strong growth foreseen in household financial savings

India has historically been, and is expected to continue to be, a high savings economy. The proportion of financial savings has increased significantly since 2011-2012 (from 31% for Fiscal Year 2012 to 42% for Fiscal Year 2017) even while household savings as a percentage of GDP has remained subdued during the same the period. As of fiscal 2017, the quantum of household financial savings was ₹ 10.3 trillion.

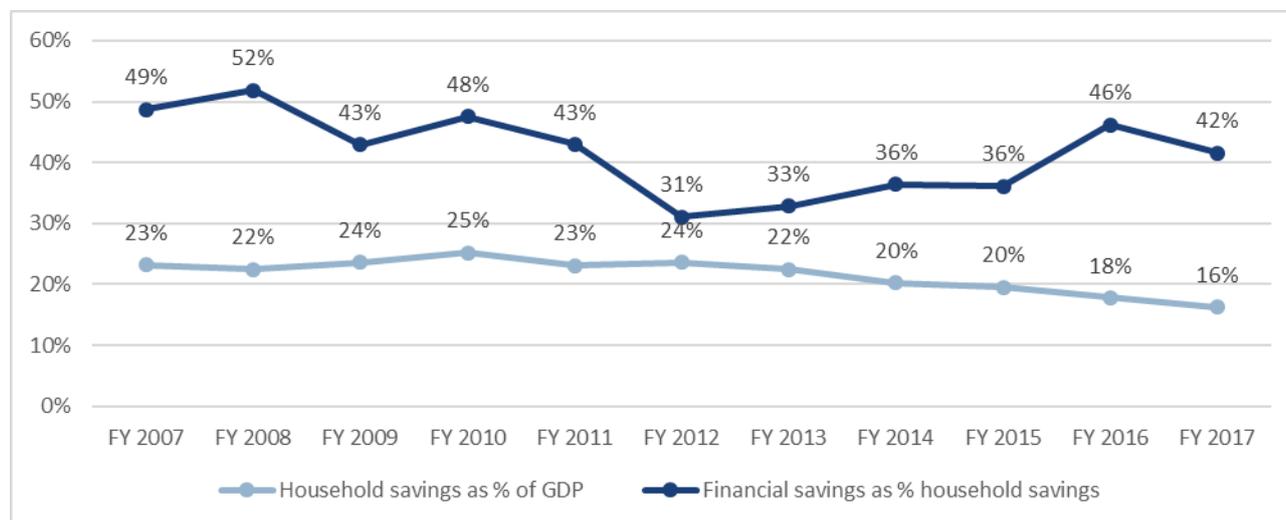
According to CRISIL Research, with the rising income and better control over inflation, the household savings rate (household savings as a percentage of GDP) is likely to increase gradually in the coming years.

#### Gross domestic savings rate compared with other countries (2017)



Note: Gross domestic savings are calculated as GDP less final consumption expenditure (total consumption); World data is as of 2016

### Trend in household savings and financial savings



Source: MOSPI, RBI, CRISIL Research

CRISIL Research estimates that, going forward, benign inflationary pressures will diminish the attractiveness of gold and real estate – which represent physical savings of households – as investment alternatives. This coupled with the increase in financial literacy is likely to lead to the share of financial savings within household savings rising further from 42% in fiscal 2017. The government’s measures to curb black money is also expected to increase the share of financial savings.

### Capital markets to remain attractive part of financial savings

Bank deposits and shares accounted for 60% and 10% of incremental household financial savings, respectively, as of 2016-17 supported by demonetisation and increased digitisation. CRISIL Research expects financial savings to increase with the government’s strong stance against black money and the diminishing attractiveness of real estate and gold. This, coupled with the lower interest rates, is expected to increase the share of equity investments – direct and through mutual funds and insurance – in total financial savings. This offers a big opportunity for capital market- and insurance-related players. CRISIL Research expects that higher financial savings will lead to higher investments in mutual funds, PMS and other products.

### Incremental savings in various household assets

	Currency	Bank deposits	Life insurance fund	Provident and pension fund	Shares & debentures	others
2006-07	9%	56%	15%	9%	7%	4%
2007-08	11%	50%	22%	9%	10%	-2%
2008-09	13%	57%	21%	10%	0%	-1%
2009-10	10%	40%	26%	13%	5%	6%
2010-11	13%	51%	19%	13%	0%	4%
2011-12	11%	56%	21%	10%	2%	-1%
2012-13	10%	54%	17%	15%	2%	2%
2013-14	8%	54%	17%	15%	2%	4%
2014-15	10%	47%	23%	15%	2%	3%
2015-16	13%	41%	18%	18%	3%	7%

2016-17	-17%	60%	24%	16%	10%	7%
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Note: Data for 2014-15 and 2015-16 are provisional and that for 2016-17 is based on preliminary estimates.

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

Source: RBI, CRISIL Research

To summarise, with the financial sector becoming the key beneficiary of improved economic conditions and changing savings pattern, various asset classes witnessed growth. CRISIL Research expects the trend of household savings moving towards financial assets to continue.

### **Moderate penetration of equity leaves further scope for growth**

The global market capitalisation to gross domestic product (GDP) ratio continued to improve in calendar year 2016 to reach 99% 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 calendar year 2008 to 69% in calendar year 2016 (as per World Bank). India's BSE market cap to average GDP stood at ~89% in fiscal 2018. With GDP growth expected to gradually pick up, the increasing formalisation of the economy, and more entities from newer segments getting listed (e.g., insurance companies and e-commerce service providers), CRISIL Research expects India's market capitalisation to GDP ratio to increase further in the next few fiscal years.

### **Capital market performance**

Indian equities outperformed those in most other key developed and emerging economies supported by improving macro, benign inflation, shift to financial assets and favorable government policies that aim to increase the transparency and ease of doing business in India. CRISIL Research expects Indian capital markets to remain buoyant based on the improvement in GDP growth, range bound inflation which will increase disposable incomes, the government's firm stance on improving business environment, and improvement in investments by corporates and the shift to financial assets.

### **Capital market performance of various countries:**

Date (as of June-18)	India - Nifty 50	India - BSE 500	India - BSE 100	US - S&P 500	UK - FTSE 100	France - CAC 40	South Korea - KOSPI	Brazil - Bovespa Brazil 50	Russia - RTSI	China - Shanghai	South Africa - FTSE/JSE Top 40
1Y return	13%	10%	12%	12%	5%	22%	15%	-11%	10%	5%	1%
3Y CAGR	9%	10%	9%	10%	6%	12%	7%	-13%	3%	4%	5%
5Y CAGR	13%	15%	14%	11%	4%	10%	-2%	8%	7%	8%	5%

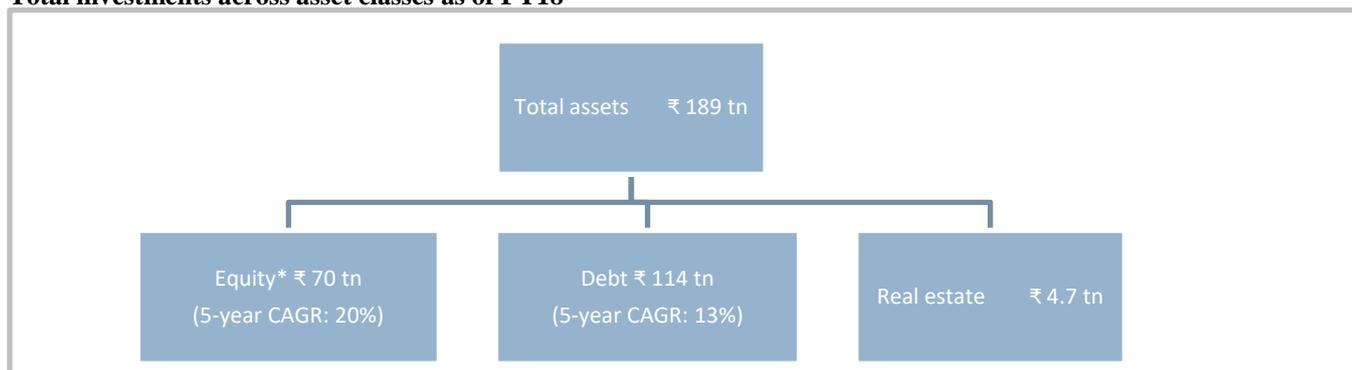
Note: Returns are in local currency

Source: Various exchange websites

### **Asset management landscape in India**

According to CRISIL Research, the asset management industry in India is among the fastest growing in the world. The landscape has changed enormously in the past 15-20 years with rising incomes and opportunities fuelling the entry of a number of new players, an increasing population investing in financial assets, an increasing need for personalised services for high net worth clients, and regulatory changes aimed at protecting the interest of investors.

### Total investments across asset classes as of FY18

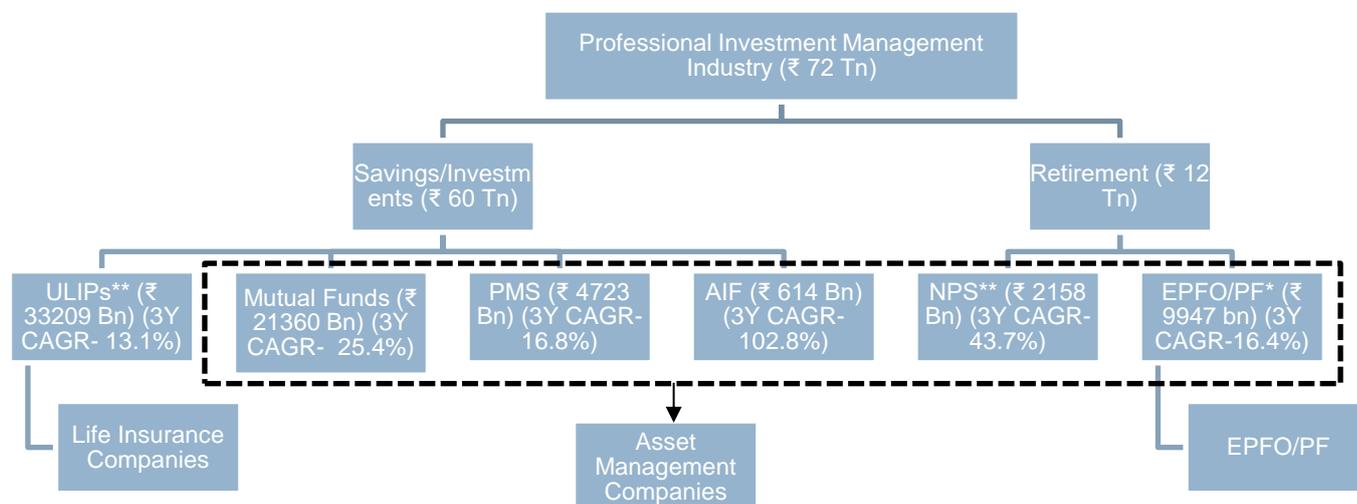


Note: \*Only listed equity companies considered; Equity assets exclude value of promoter holding; Real estate assets include outstanding loans given to developers by banks, HFCs, NBFCs and investments by private equity players  
Source: Company reports, CRISIL Research

As of March 2018, total investment across different assets classes like equity, debt or real estate assets was worth ₹ 189 trillion. Of this, debt assets accounted for around 60% of the assets. In the last five years ending in fiscal 2018, debt assets have grown at 13% CAGR. Equity assets have grown at a much faster CAGR of 20%, aided by both an increase in quantum of equity investors and returns provided by stock markets. Of the total value of assets in equity, individual investors making direct investments in the stock markets accounted for the 19% of investments, indicating an opportunity for organised fund management players with the right value proposition.

Going forward, CRISIL Research expects buoyant growth in the total investments to continue. CRISIL Research expects that a pick-up in economic growth, a growing investor base, higher disposable income and investable surplus, increasing financial savings and government schemes focusing on increasing awareness, ease of investing, digitalisation, and increasing geographical penetration will be key facilitators of growth in the asset management industry in India.

### Professional investment management industry in India as of March 2018



Source: SEBI, LIC Council, AMFI, CRISIL Research

Note: '\*\*' denotes only debt investments by EPFO/PF; '\*\*' denotes data as of Dec-17

### Portfolio management services

#### Evolution of portfolio management services in India

Portfolio management services (PMS) is a customised service offering in the form of investment advice and portfolio management comprising stocks, cash, fixed income, debt, structured products and other individual securities, managed

by a professional money manager, that is tailored to meet specific investment objectives. In India, PMS are offered by institutions such as asset management companies, banks, brokerages and independent investment managers.

ASK Investment Managers and Parag Parikh Financial Advisory Services Ltd (PPFAS) were some of the first to receive PMS licences in India.

PMS was operated as an unregulated activity until SEBI came up with regulations pertaining to portfolio managers in January 1993. These regulations were drafted within a year of the establishment of SEBI.

In January 2012, SEBI came up with more stringent regulations to govern PMS. Some of the prominent changes were raising the minimum investment limit from ₹ 5 lakh to ₹ 25 lakh and banning pooling of accounts of different investors.

Over the last five years, the industry has seen significant growth, with the market becoming more mature, an increase in the number of high net worth individuals (HNIs), the need for customised asset allocation based on risk-return profiling, and growing awareness about PMS as a product. There were 268 portfolio managers registered with SEBI as of May 2018. As of May 2018, the AUM of PMS asset managers was at ~₹ 14.75 trillion. The industry has recorded a CAGR of 19% in AUM in the last five years. According to CRISIL Research, strong equity market performance, increase in the number of HNIs, enhanced product awareness, low penetration, formalisation of the economy and increase in financial savings are the key factors driving this growth.

**There are three types of PMS services offered by the managers:**

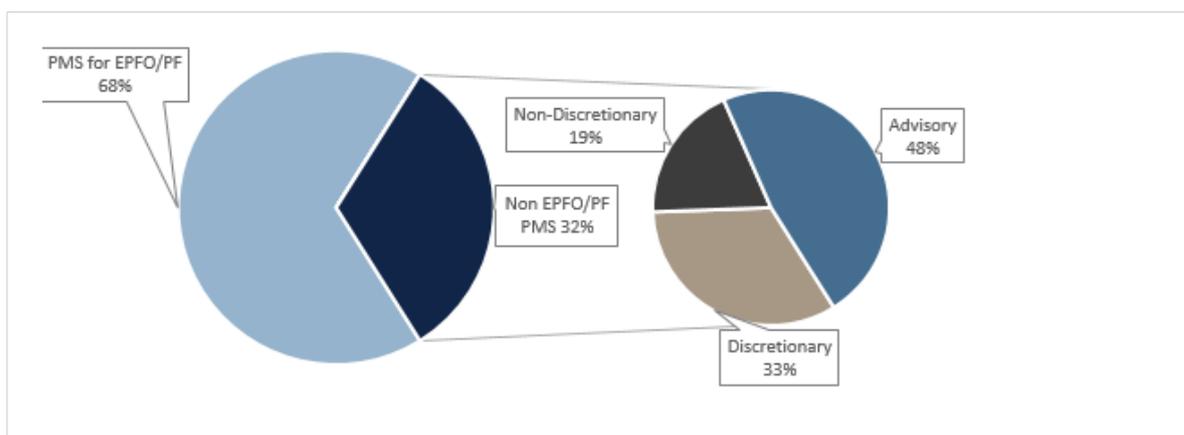
**Discretionary** – Discretionary PMS is a form of investment management where the choice as well as the timing of the investment decisions depends solely on the portfolio manager.

**Non-discretionary** – In non-discretionary PMS, the portfolio manager only suggests the investment ideas and executes the trade only if the client approves it. Here the choice and the timing of the investment decisions rests with the investor.

**Advisory** – In advisory services, the portfolio manager only suggests the investment ideas. However, the choice and execution of trading decisions rests with the investor.

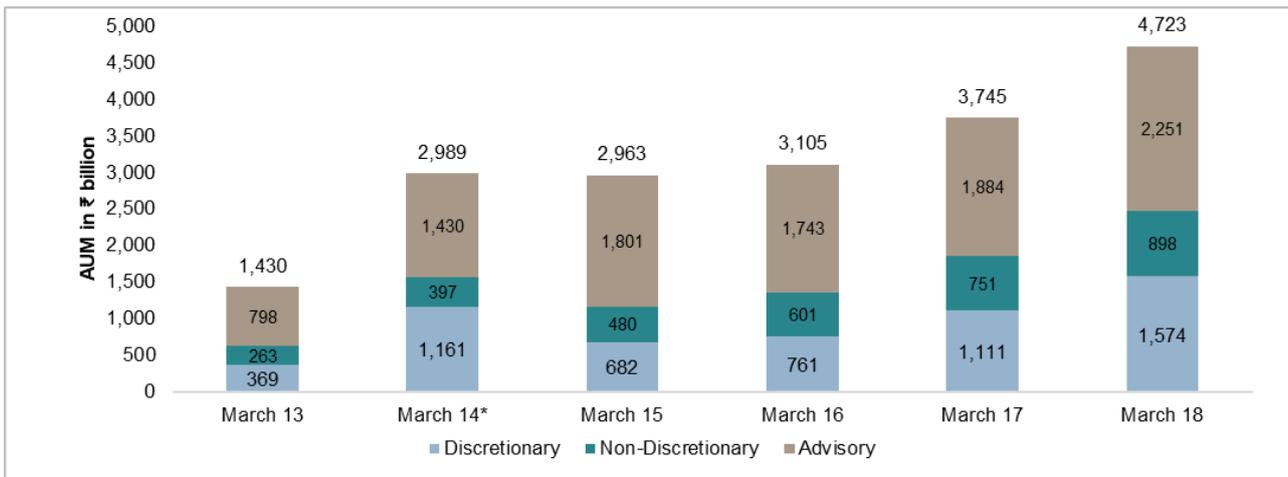
The EPFO/PF investment through portfolio managers accounts for ~68% of the overall AUM of the industry. Excluding the EPFO/PF investment, the PMS industry’s AUM stood at ₹ 4.7 trillion as of March 2018 and has grown at a healthy CAGR of 27% over the past five years.

**Break-up of portfolio managers’ AUM (March 2018)**



Note: Based on AUM as on end of FY  
 Source: SEBI, CRISIL Research

**Non EPFO/PF PMS AUM grew by 27% over past five years**

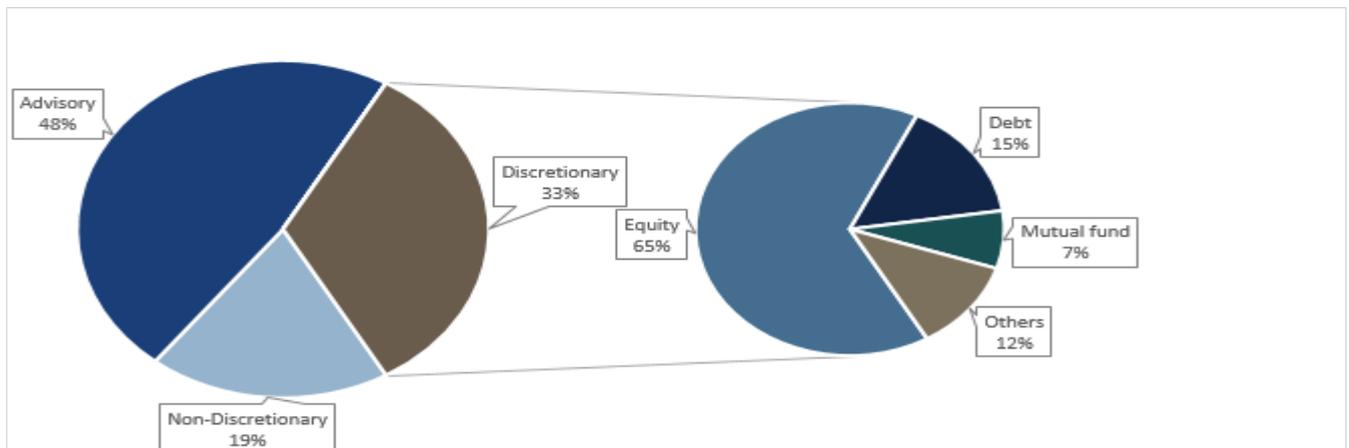


Note: Based on AUM as on end of FY; FY14\* is as of Apr-14

Source: SEBI, CRISIL Research

Excluding the EPFO/PF portfolio, advisory PMS accounts for nearly half of the PMS industry and has clocked a CAGR of 23% over the past five years. The discretionary PMS portfolio that accounts for 33% of the PMS portfolio and logged a CAGR of ~34% over the past five years, was driven by strong growth in the equity segment.

**Break-up of portfolio managers excluding EPFO/PF AUM (March 2018)**

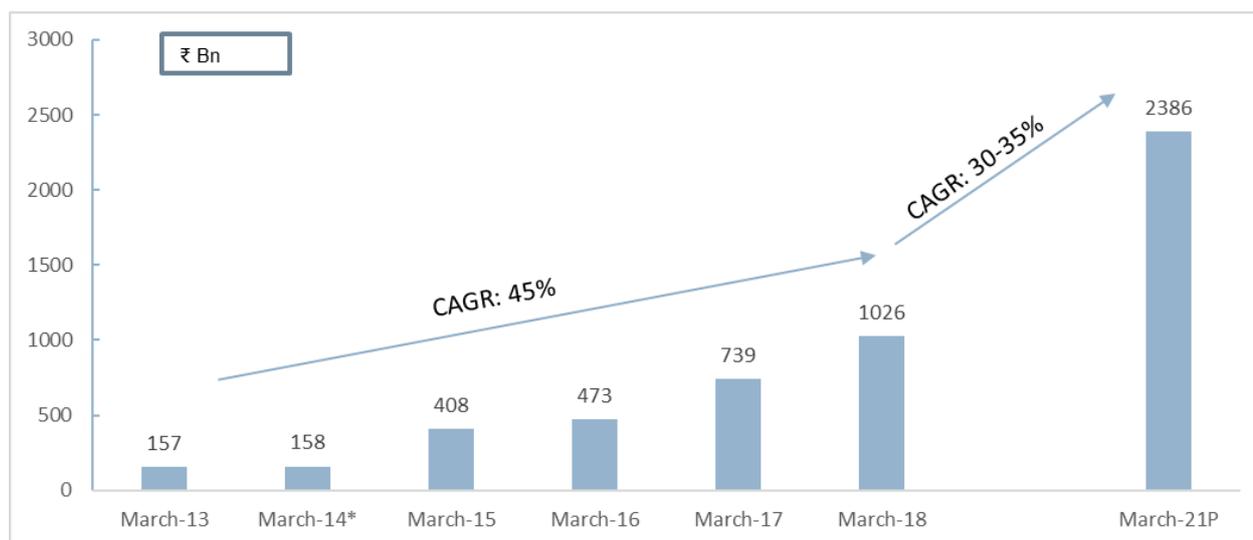


Note: Based on AUM as on end of FY, EPFO/PF portfolio excluded; ‘equity’ includes listed and unlisted equities, ‘debt’ includes plain and structured debt

Source: SEBI, CRISIL Research

Within discretionary PMS, listed equity AUM outperformed the growth of the overall PMS industry driven by increased penetration of PMS, strong capital market performance and better stock selection capability of the fund manager. AUM of listed equity PMS grew at 45% CAGR over the past five years and currently stands at ₹ 1.0 trillion as of March 2018. CRISIL Research expects the AUM to grow at a CAGR of 30-35% in next three years to reach ₹ 2386 billion.

## Strong growth in discretionary equity (listed) PMS assets



Note: Based on AUM as on end of FY; FY14\* is as of Apr-14

Source: SEBI, CRISIL Research

## Competitive scenario

Alchemy Capital Management Company, ASK Investment Managers, Birla Sun Life AMC, ENAM AMC, ICICI Prudential AMC, Motilal Oswal AMC, Kotak Mahindra AMC and Quest Investment advisors are key equity PMS players in the country. These players together account for more than 58% and 20% of market share in discretionary listed equity PMS and overall PMS (excluding EPFO/PF investments) respectively as of May 2018. Much of the EPFO portfolio is handled by HSBC AMC, Reliance Capital AMC, ICICI Prudential AMC and some other AMCs.

Motilal, Enam and ASK Investment Managers together accounted for ~38% of the discretionary listed equity PMS market as of May 2018. ASK Investment Managers is the third largest player in both discretionary-equity listed PMS and discretionary-equity overall PMS with ~10% market share.

## PMS data for key players

	PMS (May-18)			Market share (May-18)			May-16 to May-18 CAGR		
	Overall	Discretionary-Equity listed (₹ Bn)	Discretionary-Equity (overall) (₹ Bn)	Overall	Discretionary-Equity listed	Discretionary-Equity overall	Overall	Discretionary-Equity listed	Discretionary-Equity overall
Kotak*	273	36	36	5.9%	3.3%	3.3%	62%	367%	367%
Motilal*	179	149	149	3.9%	13.9%	13.9%	66%	62%	62%
ENAM AMC	148	145	145	3.2%	13.6%	13.5%	29%	28%	28%
ASK	138	105	105	3.0%	9.8%	9.7%	37%	45%	44%
Alchemy Capital	70	45	45	1.5%	4.2%	4.1%	50%	42%	42%
ICICI Prudential AMC	34	20	21	0.7%	1.9%	1.9%	6%	38%	22%
Birla Sun Life AMC	32	28	28	0.7%	2.6%	2.6%	-35%	65%	65%

Quest Investment Advisors	28	23	23	0.6%	2.2%	2.2%	114%	103%	103%
Anand Rathi Advisors	24	1	1	0.5%	0.1%	0.1%	56%	69%	19%
IIFL*	21	5	6	0.5%	0.5%	0.6%	-10%	-8%	-6%
HDFC AMC	15	7	7	0.3%	0.7%	0.6%	10%	9%	9%
Centrum	6	4	4	0.1%	0.3%	0.3%	13%	-1%	0%
<b>Total</b>	<b>4651</b>	<b>1072</b>	<b>1077</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>21%</b>	<b>44%</b>	<b>43%</b>

Source: SEBI, CRISIL Research

Note: EPFO/PF portfolio is not considered while calculating the market share; MOSL includes Motilal Oswal AMC and Motilal Oswal Wealth Management Ltd, Kotak includes Kotak Mahindra AMC and Kotak Securities and IIFL includes India Infoline LTD, India Infoline AMC, IIFL Alternate Asset Advisors Ltd and IIFL Wealth Management; ~ Quest Investment Advisors data is of March 2018 and CAGR growth from March 2016 to March 2018 is given.

#### PMS Discretionary breakup (May 2018)

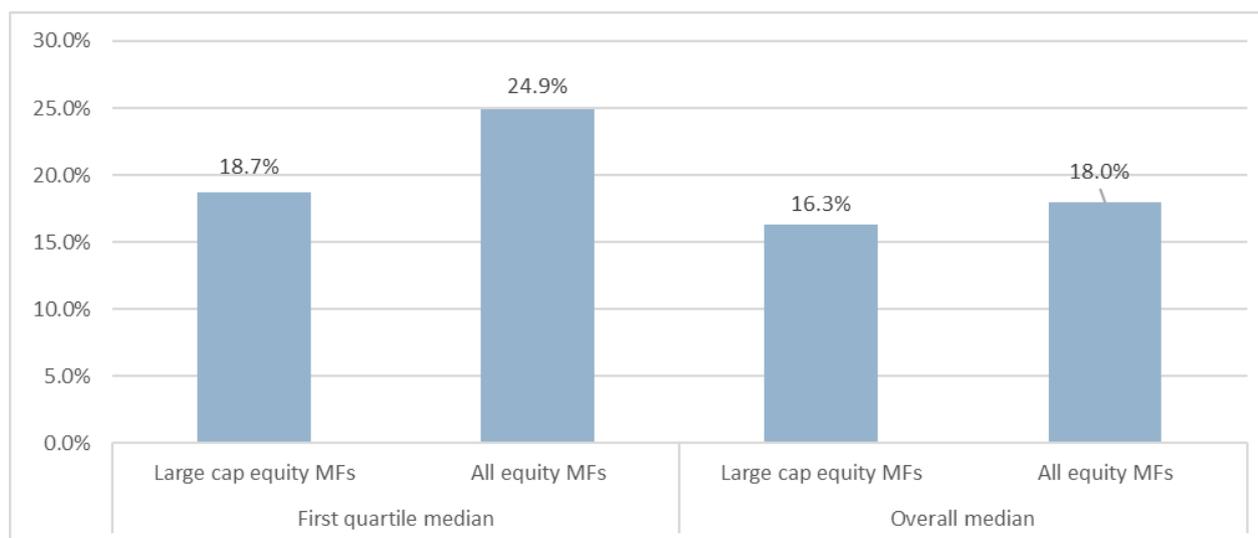
	Individual Resident (₹ million)	Individual Non-Resident (₹ million)	Corporate Resident (₹ million)	Corporate Non-Resident (₹ million)	Corporate FII (₹ million)	Total (₹ million)	Average ticket size - Individual resident
Kotak*	27,957	9,097	3,203	-	-	40,257	5.3
Motilal*	120,609	11,245	18,336	-	-	150,189	3.5
ENAM AMC	34,655	6,051	15,603	-	91,925	148,234	74.7
ASK Investment Managers	85,169	6,867	17,426	-	-	109,461	7.4
Alchemy Capital	41,757	3,999	5,279	-	-	51,034	9.9
ICICI Prudential AMC	20,141	2,202	11,520	-	-	33,864	3.7
Birla Sun Life AMC	25,186	1,331	3,713	-	-	30,230	4.3
Quest Investment Advisors~	18,190	2,416	7,000	-	-	27,606	15.3
Anand Rathi Advisors	855	40	341	-	-	1,236	2.7
IIFL*	6,957	1,758	12,371	-	-	21,086	10.0
HDFC AMC	4,050	365	6,745	-	-	11,161	12.8
Centrum	4,056	419	501	-	-	4,976	7.8

Source: SEBI, CRISIL Research

Note: MOSL includes Motilal Oswal AMC and Motilal Oswal Wealth Management Ltd, Kotak includes Kotak Mahindra AMC and Kotak Securities and IIFL includes India Infoline LTD, India Infoline AMC, IIFL Alternate Asset Advisors Ltd and IIFL Wealth Management; ~Quest Investment Advisors March 2018 data is given.

PMS portfolio managers strive to outperform broader benchmark indices and the top quartile of funds amongst mutual funds, while simultaneously minimising volatility in return and maximising risk-adjusted return. For example, large cap equity mutual fund schemes ranked in the top quartile delivered an annualised median return of 18.7% and annualised average return of 16.3% in the last five years ending 2018.

## Annualised five-year median returns between FY13 and FY18 of equity mutual funds



Source: CRISIL Research

### Comparison between PMS and mutual fund investment

**Asset holdings:** Mutual fund investors are allotted units against their holding in a basket of stocks. For every PMS investor, the portfolio manager creates a demat account whose power of attorney is held by the portfolio manager. The portfolio manager subsequently transfers stocks in and out of the demat account on behalf of the client.

**Minimum ticket size:** The minimum ticket size of mutual funds is as low as ₹ 500. For PMS, regulations demand that these services be offered only to investors bringing in a minimum of ₹ 2.5 million by way of stocks or cash.

**Flexibility:** Compared to mutual funds, PMS gives more flexibility to the fund manager. If the manager feels that the market is overvalued or undervalued, he can take aggressive cash and concentrated calls. Furthermore, due to relatively lower incidence of churn, PMS fund managers can take more long-term bets unlike mutual funds, wherein large scale redemptions can play havoc with the strategy of the portfolio managers.

**Fee structure:** PMS clients usually pay a fixed management fee, custodian fee and brokerage fee. Few equity PMS funds also charge some upfront fees. In addition, clients may have to share a part of the profit beyond a pre-determined level with the portfolio manager. Few equity PMS funds also have exit load if the client desire to exit before the prespecified tenure. Many PMS providers offer a flexible fee structure (e.g., lower fixed fees versus higher performance-based bonus). On the other hand, MF fees are charged through the total expense ratio (TER) of each scheme which includes commissions, investment management fees, administration charges and other scheme-related expenses.

**Transparency and accountability:** As the client owns all the stocks in PMS, he or she received real-time information on every purchase and sale of securities. In mutual funds, a client would receive a daily NAV, monthly factsheet of final holdings and a quarterly TER. A PMS investor can seek clarification and the fund manager is directly accountable to the client, especially in the discretionary portfolio. However, in the case of mutual funds, the fund manager will keep investing as per the fund's mandate and is not accountable to any individual client.

**Redemption:** Average annual redemptions (as a proportion of opening assets under management) in equity MFs has been ~35% over the past three years. Redemptions of top equity PMS schemes is relatively lower than MFs as they usually have high exit loads and longer lock-in period. As per industry sources, key equity PMS schemes had annual redemptions in the range of 20-25% over the past three years.

**Taxation:** Mutual funds schemes have a "pass-through" status meaning there is no tax liability if any security is bought or sold by the manager within the fund. However, in a PMS, an investor holds the security in his or her name. So, every time the fund manager sells a share, there is an incidence of capital gain/loss.

### PMS versus mutual funds: Comparison summary

	<b>Mutual funds</b>	<b>PMS</b>
Entry barriers	Low	High
Typical fixed fee for equity funds	~2.0% (TER)	1.0-2.5% (on the lower range if performance based fee is included)
Profit sharing arrangements	No	Yes
Redemption/Churn	High	Moderate
Exit loads	Low	High
Taxation	On selling units	On selling stocks
Flexibility to portfolio manager	Moderate	High

### **Fee structure of discretionary equity PMS scheme**

The fee structure for the equity PMS industry differs from fund to fund. Typically, the fee structure of equity-oriented PMS comprises the following charges:

**Entry load:** An entry load of 1.5-3.0% is charged when the client enters a PMS contract. Only a few PMS providers charge entry load. PMS providers charge a small set-up fees before launching a new customised fund for large clients.

**Fixed management fees:** Annual fixed fees is usually 1.0-2.5% of the AUM per annum and is usually levied on a quarterly basis. Fixed fees are on the lower side of the range if the performance fee is included.

**Performance-based fees:** Over and above fixed fees, PMS schemes may also have a profit-sharing arrangement. It is usually 15-20% of the returns generated in excess of a pre-determined hurdle rate. Hurdle rate ranges between 10-20% and uses the principle of high watermarking, as mandated by SEBI.

Most PMS providers offer a choice between a fixed-fee structure (flat fee on portfolio value) and a profit-sharing one (lower fixed fee plus share of returns generated). There are some funds which charge no fixed fee and only have a profit sharing model with the client above some hurdle rate.

**Early exit load:** Many PMS providers also charge exit load fees of 1.0-2.5% if the funds are withdrawn before the pre-specified tenure, which is generally three years.

**Other charges:** Brokerage charges, audit charges, custodian and depository charges are also levied, which adds up to 0.2-0.3% of the AUM.

### **Distribution channels**

PMS providers partner with distributors to market their product to the end-investor. Distributors account for a large share of PMS providers' incremental inflow as compared with their internal sales team and referrals from existing customers. Wealth managers, brokerages, domestic banks and foreign banks are the major distributors of PMS products in India. Among these are ASK Investment Managers, Citibank, Edelweiss, ICICI Bank, IIFL, Kotak Bank, Motilal Oswal and Standard Chartered Bank.

Most PMS providers partner with select distributors in order to effectively service both distributors and investors. Distributors, on their part, do the requisite due diligence before selecting a PMS scheme and usually distribute only 3-6 schemes.

A scheme is assessed by analysing the following:

- Ability of the fund's strategy to earn risk adjusted return
- Fund manager's experience
- Vintage of the fund
- Fund's performance through market cycles and volatility of returns

They leverage their client relationships and pitch PMS products to suitable investors as per their needs and earn distribution fee from the PMS provider. After selling the PMS product, they keep evaluating and monitoring the fund's performance and regularly keep updating their clients.

They usually earn an upfront commission of 1.0-1.5% as soon as they sell an equity PMS product to their client. Post that they earn a trail commission, which usually is relatively smaller than the upfront commission, until the investor withdraws

his or her money from the scheme. Sometimes, a higher upfront commission is paid without a trail commission that is paid later.

### Offshore funds

Advisory PMS clients are usually big institutional investors or offshore funds. Offshore funds refer to the pool of money registered in a foreign jurisdiction. PMS portfolio managers advise on investing that money in Indian markets. Many of these offshore funds are large institutions from developed markets (e.g., pension funds, sovereign funds and other large institutions) that invest in India with a long-term perspective and are attracted by the stronger economic growth and higher returns offered by the Indian market compared to other markets. According to CRISIL Research, interest from offshore funds has been particularly high over the last couple of years. Advisory PMS AUM reached a CAGR of 22% over the past five years and stood at ₹ 2.1 trillion as of May 2018. As these funds are mainly large institutional players, fees charged to them are generally much lower than other PMS clients. Advisory fees for offshore funds ranges between 0.4-1% annually and is inversely proportional to the AUM being advised.

### Performance of top 5 offshore funds vs Indian Entrepreneur Fund\* as of May 2018

Strategy Name	Fund Size (USD Mn)	1 Year - Absolute Return	Rank	3 Years - CAGR Return	Rank	5 Years - CAGR Return	Rank	7 Years - CAGR Return	Rank
Indian Entrepreneur Retail A*	105	15.5%	3	11.8%	1	20.8%	1	14.7%	1
Franklin India I(acc)USD	3,930	4.0%	20	6.7%	18	12.5%	11	6.6%	12
GS India Equity I Inc USD	2,585	8.4%	10	9.6%	7	15.9%	4	10.9%	3
Kotak India Midcap A USD Acc	2,206	4.0%	21	10.5%	3	17.9%	2	10.7%	4
Fidelity India Focus A-Dis-USD	1,714	8.8%	9	7.2%	15	11.2%	19	5.8%	14
HSBC GIF Indian Equity AD	1,586	1.8%	24	4.2%	29	6.9%	29	0.9%	27
Benchmark 1: S&P BSE 500 India USD		7.0%		8.2%		10.7%		4.5%	
Benchmark 2: MSCI India NR USD		6.7%		5.8%		7.7%		3.3%	
Benchmark 3: IISL Nifty 50 PR USD		6.7%		6.4%		8.5%		3.7%	

Source: Morningstar

Note: \*Advised by ASK; Top 5 offshore funds as per AUM

### Key success factors

According to CRISIL Research, the key success factors in the PMS industry are as follows:

- **Fund manager's track record of performance:** The fund's track record (relative to broad indices) and fund manager's previous track record are the most important parameters an individual looks at before investing. If the fund is new, then the fund manager's previous track record and experience is examined. Investors prefer funds having lower volatility and less divergence from the stated strategy. Transparent disclosure, established brand and regular interactions of the fund manager with the client with respect to performance, volatility and other key parameters makes the investor remain loyal to the fund for a long time.
- **Performance through market cycles:** Investors prefer funds with a consistent track record through different market cycles. They look out for funds that promise capital preservation along with growth and good risk-reward ratio.
- **Relationship with distributors:** Distributors play a major role in marketing the product and obtaining customers for the fund. Hence, the relationship with distributors is of great importance.

**Flexibility in fee structure:** The option of having lower fixed fees and higher performance-based bonus gives higher confidence to the client while investing.

### **Wealth advisory and distribution**

Depending on the goals and constraints of clients, the wealth management industry provides professional investment advice, financial planning and management services that best suit their needs. It also provides value-added services such as investment in art and antiques, and assists clients in philanthropic activities.

The wealth management industry has been witnessing robust growth because of fresh investments from household savings going into financial assets, a low current penetration, and an increasing need for customisation with clients typically seeking advice for asset management, financial planning, tax planning, estate planning and succession planning. As of March 2018, the wealth management industry asset under advisory (AUA) stood at ~₹ 9.5 trillion; the industry has grown at a 25-30% CAGR in the last 3 years.

### **Customer profile in the wealth management industry**

- **Family office:** Family office services provide large businesses and families with customised solutions to better manage their wealth and aid in succession planning. It offers services such as tax planning and wealth management, philanthropy, will executions, and estate planning, among others. Family offices are further divided into two segments - single family and multi-family. Single family offices have an exclusive team of experts set up to manage assets for a single ultra-affluent family. A multi-family office is a shared family office where a team of experts pool their resources to advise a small group of families to achieve economies of scale. Family offices are usually targeted for portfolios valued at more than ₹ 1 billion.
- **Ultra-high net worth individuals (UHNI):** They are entrepreneurs, corporate executives, or traditionally wealthy families who have an investable assets base of over ₹ 25 crore (excluding their primary residence, collectibles, consumables, and consumer durables). They usually require structured customised solutions from a wealth manager.
- **High net worth Individuals (HNI):** They have an investable asset base of over ₹ 5 crore (excluding their primary residence, collectibles, consumables, and consumer durables).

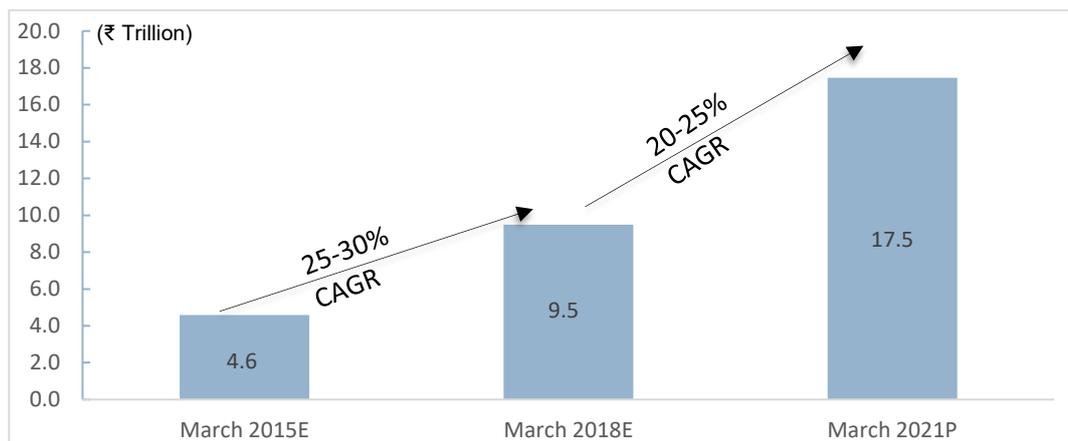
With rising income levels, more and more professionals and salaried individuals are able to generate surplus income and like to channel this into productive investments. Thus, newer categories of customers – affluent and mass affluent – have emerged in the last few years.

- **Affluent customers:** Wealth management players and brokers provide distribution and custodial services to this segment. Affluent customers are those who have investable asset base of ₹ 50 lakh to ₹ 5 crore.
- **Retail investors/mass affluents:** These are customers with less than ₹ 50 lakh of investable asset base.

### **Industry outlook**

CRISIL Research estimates India's wealth management AUA to be at ~₹ 9.5 trillion in fiscal 2018. CRISIL Research projects the market cross ₹ 17 trillion of AUA by fiscal 2021, supported by favourable macros and significant under penetration compared with other developed economies.

### Wealth management industry AUA to grow at 20-25% CAGR by March 2021



Note: E: Estimated; P: Projected

Source: CRISIL Research

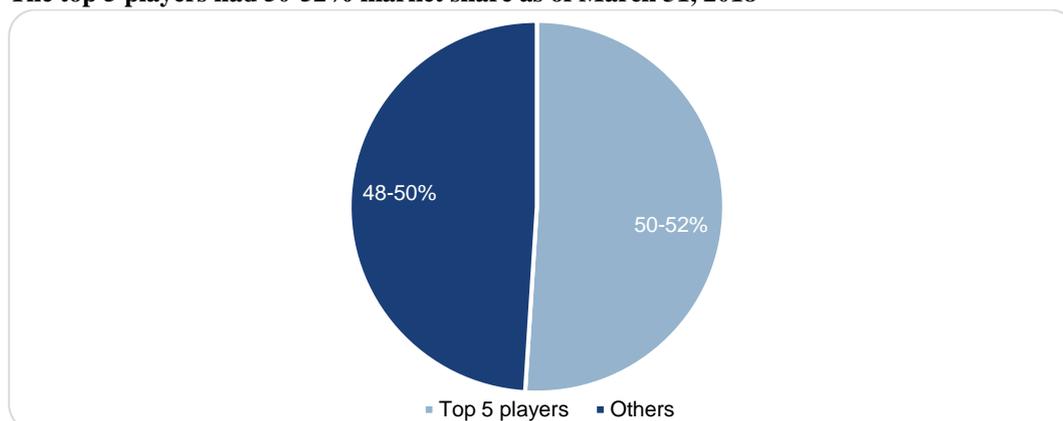
Few recent Investments in wealth management business in India

Year	Investor	Entity	Value
2018	Ward Ferry, General Atlantic, Rimco Mauritius, Amansa Holdings, Steadview and HDFC Standard Life	IIFL Wealth Management	\$110 million
2017	Anand Rathi Wealth Management	Religare Wealth Management	Acquired
2017	IIFL Asset Management	Ashburton India Equity Opportunities Fund	\$120 million
2016	Advent International	ASK Group	\$140 million
2016	IIFL Wealth Management	Chepis Capital	\$7.3 million
2015	General Atlantic	IIFL Wealth Management	\$173 million

Source: CRISIL Research

### Competitive scenario and profitability

The top 5 players had 50-52% market share as of March 31, 2018



Source: CRISIL Research

Players in wealth management generally acquire customers through their existing database, relationship manager sourcing, third party referrals, existing client referrals, client events, and digital marketing.

Besides the returns provided for a given level of risk, players compete with each other on the basis of:

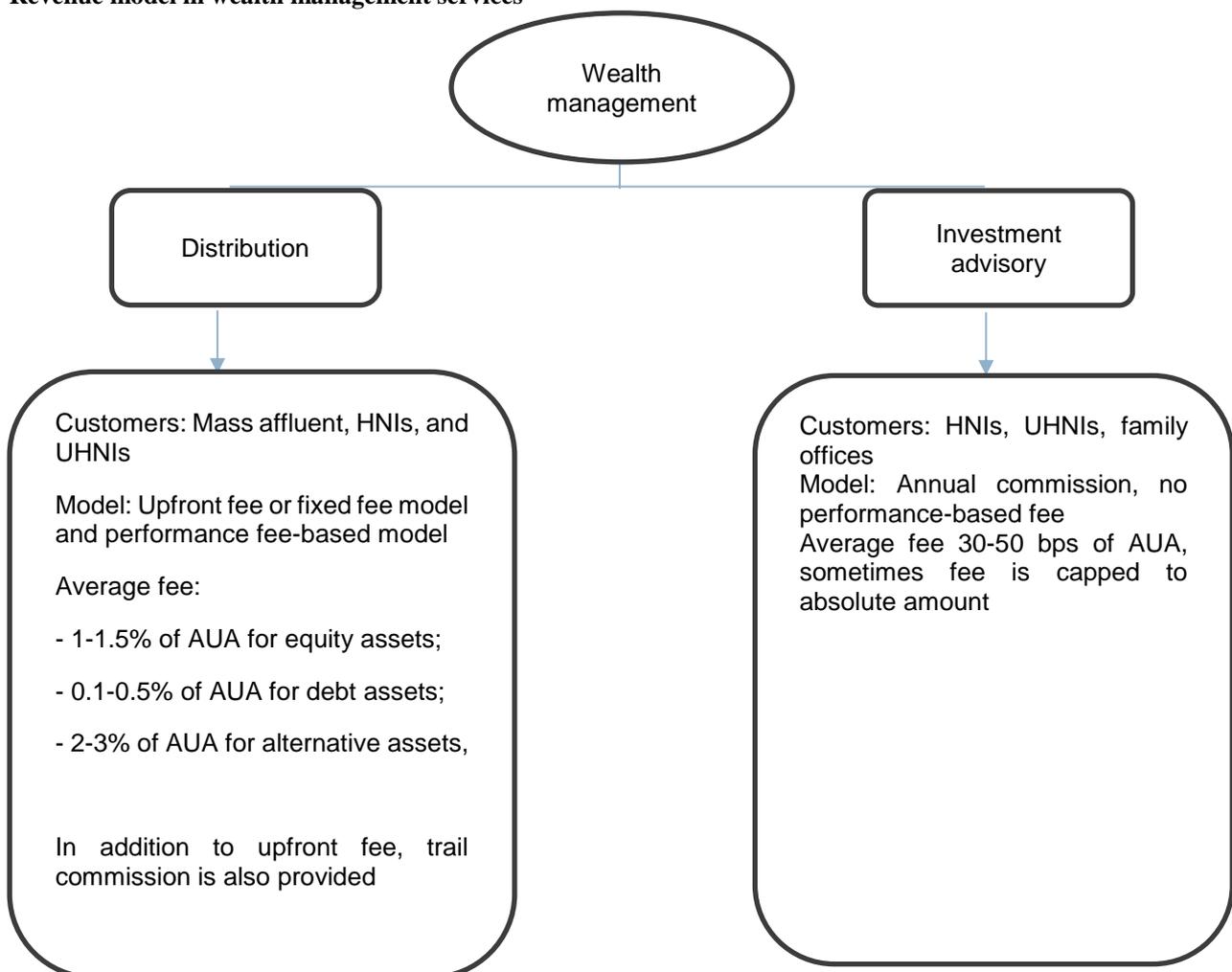
- Quality/Vintage of their relationship managers and relationship manager productivity

- Reputation of the player in the industry
- Range and suitability of products offered
- Mix of in-house and third-party products
- Simplicity and convenience of platforms offered, and
- Pricing

Fintech firms have also started posing competition, mainly in the affluent and mass affluent segment, but interactions indicate that most customers prefer a hybrid model wherein they can transact through a tech platform but also reach out to their assigned relationship manager, when needed.

Some wealth management firms are also making use of technology such as robo advisors to provide services to clients. These robo advisors can do the simple job of basic asset allocation with ease. However, according to CRISIL Research, high involvement solutions such as tax minimising strategies and estate planning will continue to require human intervention.

### Revenue model in wealth management services



Source: CRISIL Research

Indian investors are extremely price conscious and are not accustomed to paying a fee for wealth management advice. The fee-based advisory model has not yet matured in India and many of the wealth managers refrain from offering fee-based advisory services and instead focus on commissions from transactions. The net average fees earned by the advisory

services is in the range of 30-50 bps of AUA, with the fees being on the higher side for mass affluent and HNI customers compared with UHNIs. Sometimes, these advisory fees are capped at a fixed amount for HNIs and UHNIs customers. For distribution, the average fee is ~1-1.5% of the AUA for equity products with similar or marginally lower trail yields and 0.1-0.5% of AUA for debt products. For alternative assets, the average upfront distribution fee is 2-3% of AUA with no trail commission. According to CRISIL Research, firms have been trying to optimise their cost to income ratios through appropriate investments in talent acquisition, technology, and tools.

### Key regulations:

#### SEBI (Portfolio Managers) Regulations, 1993

SEBI introduced SEBI (Portfolio Managers) Regulations, 1993, for regulation of PMS in India. As per SEBI guidelines, only those entities who are registered with SEBI for providing PMS services can offer these services.

#### Key regulations:

- Capital adequacy requirement shall not be less than net worth of ₹ 2 crore.
- Agreement between portfolio managers and client investor should include items such as investment objectives, areas of investment and restrictions, tenure of portfolio investment, fees payable to the portfolio manager, etc.
- Disclosure document should include quantum and manner of payment of fees payable by the client for each activity for which service is rendered, portfolio risk, complete disclosures in respect of transactions with related parties, performance of portfolio managers, etc.
- Responsibilities of portfolio manager:
  - Discretionary PMS: Where investment is at the discretion of the fund manager, and the fund manager independently manages the funds of clients.
  - Non-discretionary PMS: Where the fund manager manages funds in accordance with the directions of clients
  - Minimum funds: To render portfolio management services to a client, the manager is required to accept minimum funds or securities of ₹ 25 lakhs.
  - Portfolio managers cannot borrow funds or securities on clients' behalf.

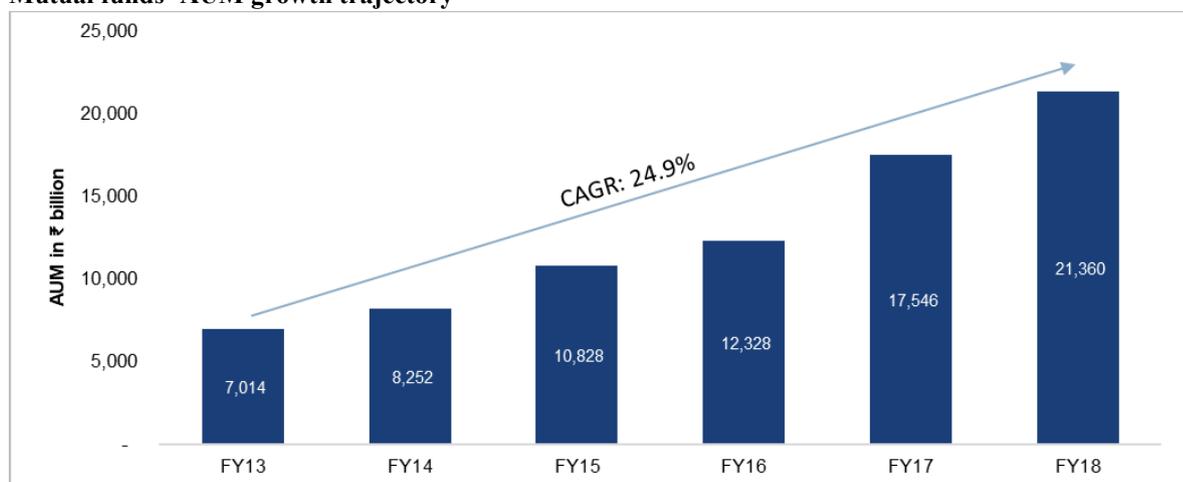
### Mutual funds

#### Industry overview

#### *AUM surge on rising retail participation and equity market growth*

The mutual fund industry's AUM grew at 24.9% CAGR from ₹ 7 trillion as of March 2013 to ₹ 21.4 trillion as of March 2018. Strong growth of the mutual fund industry can largely be attributed to higher financial savings combined with growing investor awareness of such products. Between fiscals 2013 and 2018, the industry witnessed a net inflow of ₹ 9.1 trillion. Fiscals 2017 and 2018 have been exceptionally successful for the industry, attracting ~68% of the ₹ 9.1 trillion net inflow, largely led by equities. The AUM of equity-oriented funds grew at 37.3% CAGR, from ₹ 1.9 trillion as of March 2013 to ₹ 9.3 trillion as of March 2018, faster than the debt segment's 14.6% CAGR during this period.

#### Mutual funds' AUM growth trajectory

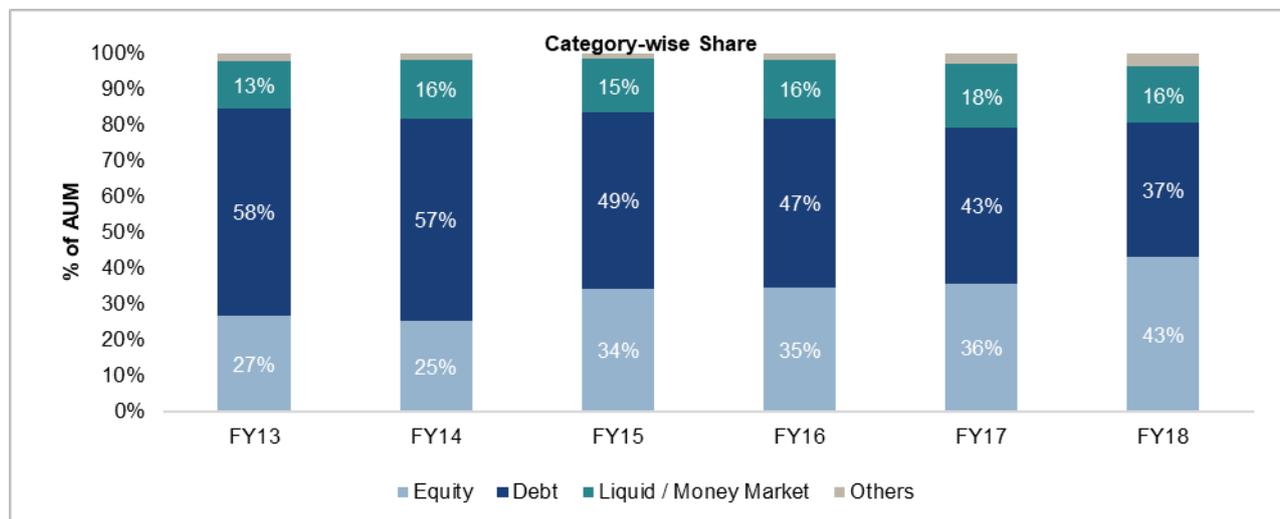


Source: AMFI, CRISIL Research

According to CRISIL Research, structural reforms, coupled with the formalisation of the economy and growing financial inclusion, are likely to encourage more investors to include mutual funds in their financial savings basket.

Within the asset management space, the share of debt funds declined from 58% in fiscal 2013 to 37% in fiscal 2018. Conversely, the share of equity funds rose, mainly on account of steady inflows and strong growth of the equity markets. Inflows into liquid/ money market funds also rose between fiscals 2012 and 2018, resulting in an expanding share from 13% to 16%.

### Trend in share of various mutual fund segments



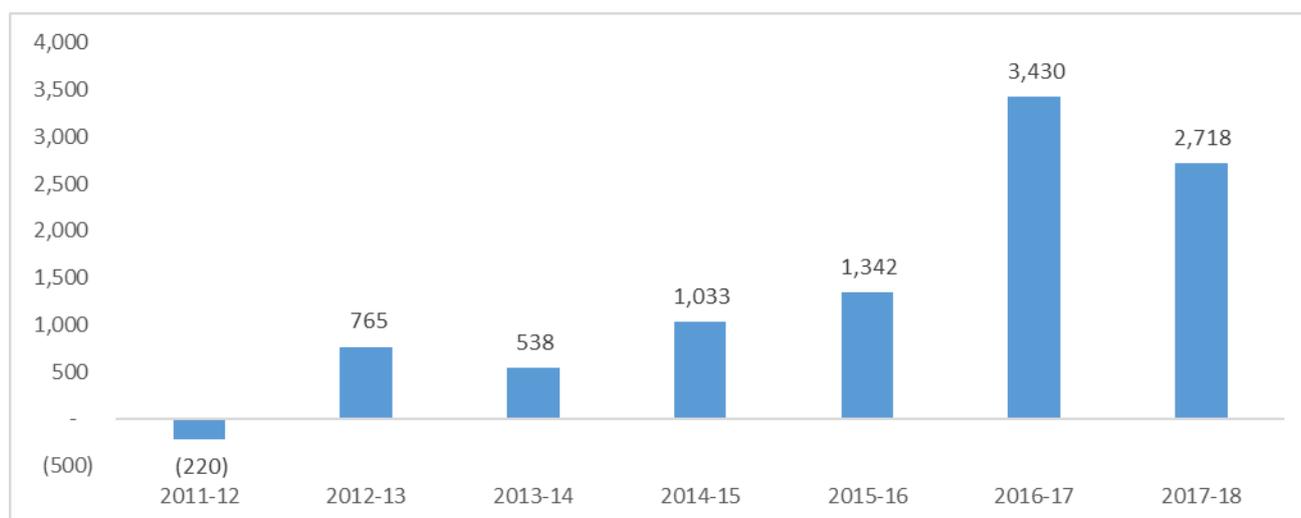
Note: Equity funds includes ELSS and balanced ETFs, debt funds include gilt funds, others include gold ETFs and fund of fund investing overseas

Source: Association of Mutual Funds in India (AMFI), CRISIL Research

### Equity net inflows strengthened further in fiscal 2018 as investors hunted for higher returns in capital markets

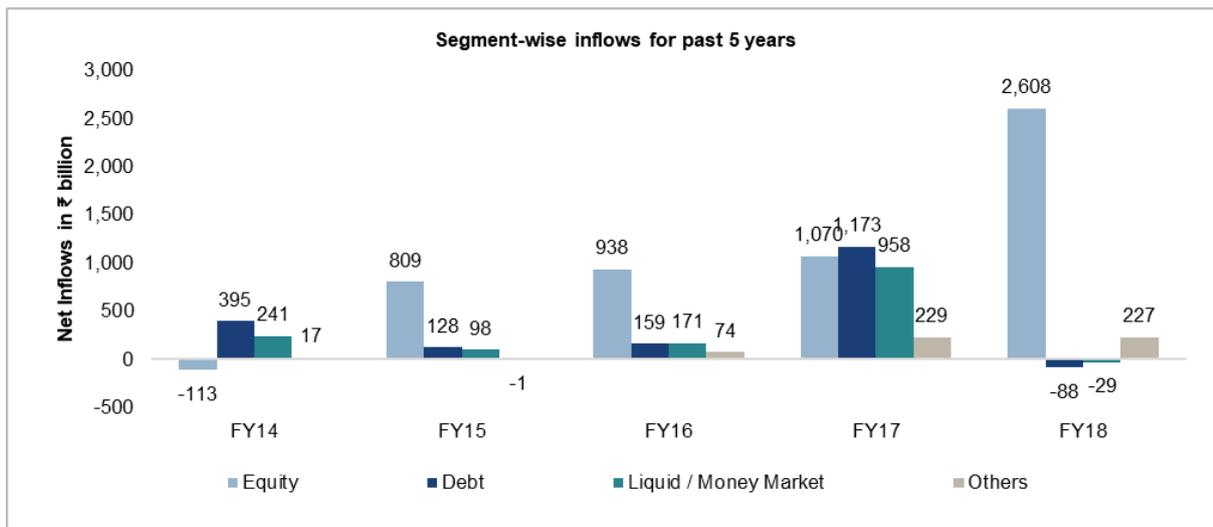
Net inflows increased significantly in fiscal 2017 as a low interest environment globally saw heightened investor interest in Indian markets. In addition, a falling interest rate cycle led to higher issuance of corporate bonds. Flows in equity funds continued to remain strong in fiscal 2018 supported by retail participation. However, in the last quarter of fiscal 2018, increase in inflation, fiscal deficit, and global uncertainties led to higher outflows in fixed income instruments as compared with fiscal 2017.

### Trends in net inflows in mutual fund industry (₹ billion)



Source: AMFI, CRISIL Research

## Equity-oriented funds lead the charge in net inflows



Note: Does not include fund of funds (FOF) – domestic; Equity includes balanced funds; Others include gold ETFs, other ETFs and FOF – investing overseas

Source: AMFI, CRISIL Research

### Financial inclusion, investor education, and investor-friendly regulations to boost mutual fund penetration

CRISIL Research projects the industry's AUM to grow from ₹ 20.6 trillion (excluding gold ETFs and FOF) as of end-March 2018 to ₹ 48.4 trillion by end-March 2023, achieving a robust 19% CAGR.

According to CRISIL Research, an increase in economic growth, a growing investor base, higher disposable income and investable surplus, increasing financial savings, government schemes focusing on increasing awareness, ease of investing, digitalisation, and perception of mutual funds as long-term wealth creators, and increasing geographical penetration, will be key facilitators of growth.

### Alternative investment funds

Alternative investment funds (AIFs) are regulated by the SEBI under the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012. The regulator defines AIFs as privately pooled investment vehicles that collect funds from investors for investing as per a defined policy for the benefit of its investors, and are not covered by any other SEBI regulations that govern fund-management activities.

#### Types of AIFs

**Category I:** Mainly invest in start-ups, early-stage ventures, SMEs, or any other sector, which the government or the regulator considers economically and socially viable. These include SME funds, venture capital funds, social venture funds, and infrastructure funds.

**Category II:** These AIFs do not fall under Category I and III, and do not undertake leverage or borrowing other than to meet the day-to-day operational requirements. These funds are closed-ended with a minimum tenure of three years.

**Category III:** These funds employ diverse or complex trading strategies, may employ leverage, including investments in derivatives, and can be either open-ended or closed-ended. Category III AIFs mainly invest in Indian-listed equities and equity derivatives, with the objective of producing absolute returns with lower volatility than stock markets. They seek capital appreciation and positive returns in an efficient and risk-adjusted manner through long and short positions in equities, futures and options across various market scenarios, and have witnessed healthy growth in the past.

#### Investor profile of AIFs

AIF units can only be invested through private placement. AIFs have been permitted by both the SEBI and the RBI to accept foreign investments. The minimum corpus for each scheme of the AIF is ₹ 200 million. No AIF scheme can have

more than 1,000 investors. The minimum commitment from investors is ₹ 10 million (₹ 2.5 million in case of employees of sponsor/manager). A typical individual investor is an UHNI who invests a part of his or her overall portfolio in these alternate assets.

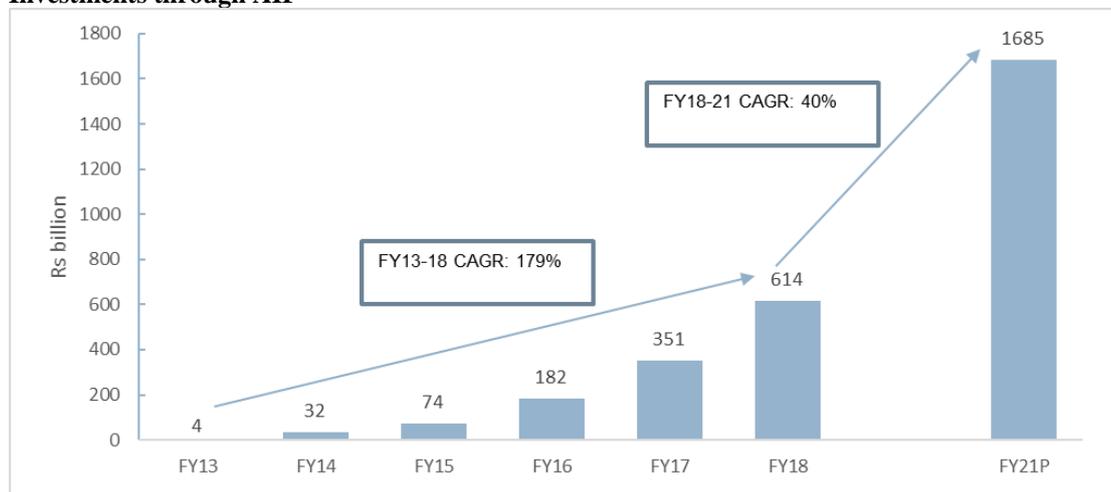
**AIF has gained strong traction in recent years**

AIFs registered in India have grown significantly since SEBI regulations came into effect in 2012. As of May 2018, there were over 390 AIFs registered with the regulator. The funds raised by AIFs increased significantly from ₹ 227 billion as of March 31, 2016, to ₹ 853 billion as of March 31, 2018. The amount of investments made by AIFs rose from ₹ 182 billion to ₹ 614 billion during this period. Investments through AIF is expected to growth at a CAGR of 40% in the next three years from FY18 to FY21. According to CRISIL Research, the growth will primarily be driven by

- Wealth managers increasingly selling AIF investments as an alternative to HNIs
- Insurance companies and banks being eligible to invest in these instruments
- Increase in allocation to private debt by pensions and insurance companies
- Offshore funds investing in India to earn higher yields

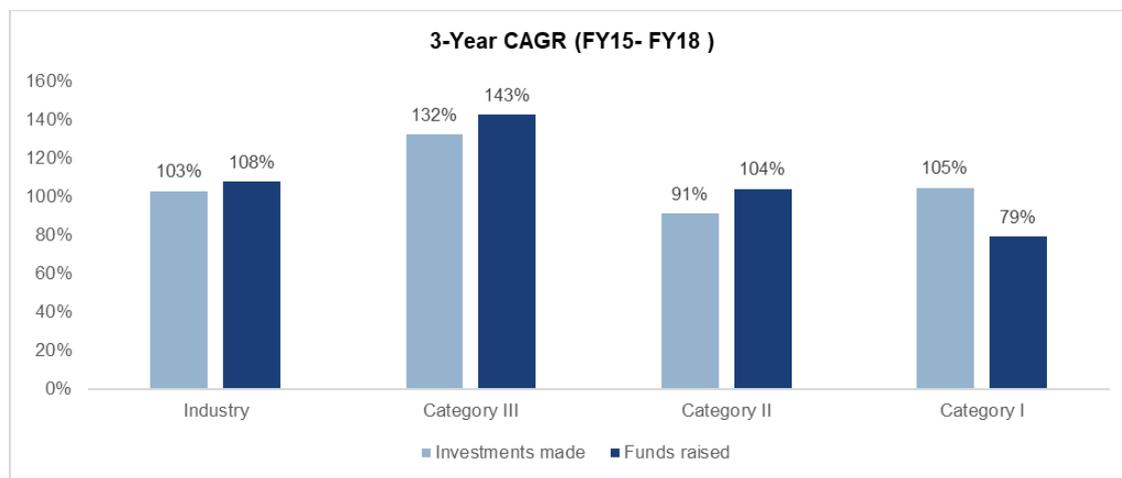
AIF industry growth is driven by category III AIF which invests utilises different strategies and invests in equities and equity derivatives.

**Investments through AIF**



Source: SEBI, CRISIL Research

**Category-wise AIF growth**



Source: SEBI, CRISIL Research

## Key regulations

### SEBI (Alternative Investment Funds) Regulations, 2012

Alternate investment funds (AIF) in India are governed by SEBI. AIFs can register in one of the following categories:

- **Category I Alternative Investment Fund** which invests in start-up or early stage ventures or social ventures or SMEs or infrastructure or other sectors or areas which the government or regulators consider as socially or economically desirable. These include social venture funds, infrastructure funds, venture capital funds and SME funds.
- **Category II Alternative Investment Fund** which do not undertake leverage or borrowing other than to meet day-to-day operational requirements. These include private equity funds and debt funds.
- **Category III Alternative Investment Fund** which employs diverse or complex trading strategies and may employ leverage including through investment in listed or unlisted derivatives. These include hedge funds or funds which trade for short-term returns and open-ended funds.

*Key investment conditions and restrictions:*

- AIF may raise funds from any investor whether Indian or foreign or from non-resident Indians by way of issue of units.
- Each scheme of AIF shall have a minimum corpus of ₹ 20 crore.
- Minimum investment from an investor should not be less than ₹ 1 crore. For investors who are employees or directors of AIF, the minimum value is ₹ 25 lakhs.
- Continuing interest of manager or sponsor in AIF should not be less than 2.5% of corpus or ₹ 5 crore, whichever is lower. However, in case of Category III, it should not be less than 5% of corpus or ₹ 10 crores, whichever is lower.

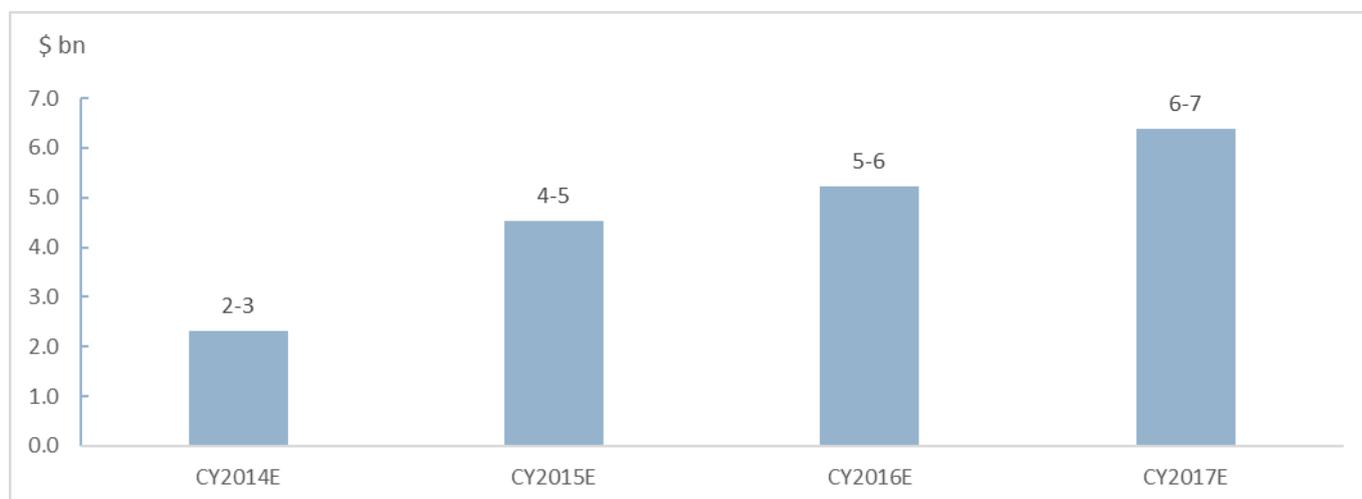
### Private equity investment in real estate

After lying low between 2012 and 2014, private equity interest in real estate has increased in the past three years. While the residential segment still accounts for the highest proportion of investments, interest in commercial and IT office space has also increased, as indicated by the DLF-GIC deal and Hiranandani-Brookfield deal.

### Industry overview

CRISIL Research estimates PE investments in real estate at \$ 6-7 billion in calendar year (CY) 2017, an increase of 18-20% over CY 2016. PE investment has been on the rise in the past four years, with a cumulative investment of \$18-20 billion between CY 2014 and 2017 owing to various structural reforms introduced by the government in the sector during this period. Furthermore, banks have reduced lending to developers due to rising NPAs and higher risk provisioning and, therefore, PE investment opportunities have increased in real estate.

### PE fund flows in real estate in the past six years



Source: CRISIL Research

Note: E: Estimated; CY: Calendar year

As of 2017, PE investment has been concentrated in the top four cities (i.e., Mumbai, Delhi NCR, Bengaluru, and Chennai) which account for 65-70% market share.

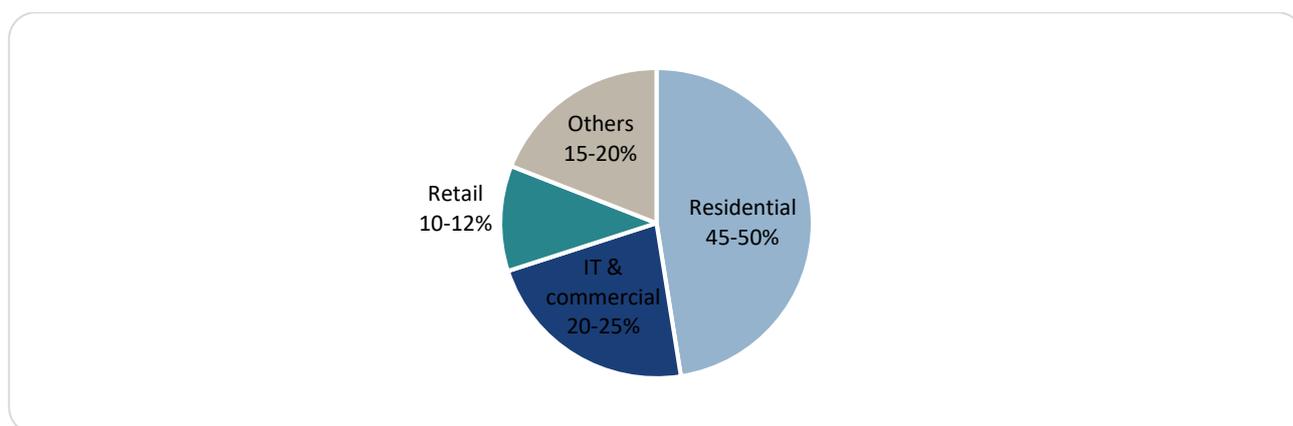
With AIFs regulations replacing the former SEBI (Venture capital fund) Regulations 1996, there has been a change in the regime shifting all new qualified VCF investment towards AIFs. Therefore, cumulative investment in real estate investments by VCF shows a declining trend.

In terms of type of funding, there has been a shift in preference towards debt/structured debt type of funding as against equity funding. CRISIL Research estimates that debt/ structured debt accounts for over 50% of PE investment in real estate as of 2017. Developers with a good track record are able to raise capital at a lower rate, of less than 15%. However, developers facing cash flows issues are raising funds at a higher rate, of 20-22%. The shift in preference towards debt financing can be attributed to the slowdown in sales volumes and consequent reluctance of investors to put in risk capital.

ASK, HDFC and Kotak Investment Advisors are a few key players in equity funding in real estate. These players operate with IRR expectations of 24-27%. In equity funding, project-level investment continues to be the preferred model over entity-level funding.

In terms of asset class, residential and commercial and office segments constitute a large share of PE investment in the real estate sector. In the past three years, there has been shift towards the commercial and office segment owing to the strong leasing market, rising demand, and improving rentals. Furthermore, the potential to list under real estate investment trusts (REITs) has added to the attractiveness of leased commercial office assets. Slower sales volume and a large amount of unsold inventory in the residential segment has also led to the shift in focus of PE players towards the commercial and office segment.

#### PE investment based on asset class in CY 2017



Note: Others include entity and mixed use

Source: CRISIL Research

#### Industry outlook and growth drivers

Need for real estate investments is expected to improve in medium term driven by government's strong push for 'Housing for All' by 2022, the smart cities mission and strong macro fundamentals favourable for the industry. In addition, the government has given incentives to developers to develop affordable houses and to home buyers through credit linked subsidy schemes. Also, with the effective implementation of RERA, the sector is likely to see improved transparency, timely delivery, and organised operations. Additionally, the IBC structurally strengthens the identification and resolution of insolvency in India, and provides certainty around outcomes, thereby benefitting lenders and investors.

With banks saddled under a large amount of NPAs, CRISIL Research expects the momentum of PE and NBFC investments in the Indian real estate sector to continue over next two years. According to CRISIL Research, among various segments, traditional residential housing and commercial office space are expected to continue to attract the bulk of the investments, but increased investments in segments such as organised warehouses and affordable housing are also expected.

#### Improved transparency and organized operations with Real Estate Regulatory Act (RERA) implementation:

The year 2017 was marked with a unique milestone for the real estate sector with the much-talked about RERA coming into effect from July. As of May 2018, the pace of RERA implementation has been tardy, with only 20 states notifying the Act and many states are yet to form a permanent RERA authority. CRISIL Research expects the situation to progressively improve in the near term with a greater government push.

Post RERA, funding opportunities for real estate project financing would increase, mainly due to two reasons:

- Developers need to set aside 70% of sale proceeds from a particular project in an Escrow account solely for construction of that particular project; they would have to organise fresh funding for new projects or for growth capital
- Unlike before, developers cannot sell a project before securing requisite approvals; this would also increase the need for funding at pre-approval stage

In the long term, effective implementation of RERA is expected to benefit the real estate sector, as it is expected to result in improved transparency, organised operations, timely delivery and consolidation with small developers increasingly exiting the market. RERA is also expected to put an end to fund diversion, making capital flows more predictable and transforming the realty sector into a more organised and trustworthy one, helping in the protection of consumer rights and re-instilling the confidence of end-users in the market. Furthermore, CRISIL Research expects that financial institutions will have more confidence in lending to builders/developers on account of the regulatory authority, and the stringent compliances required.

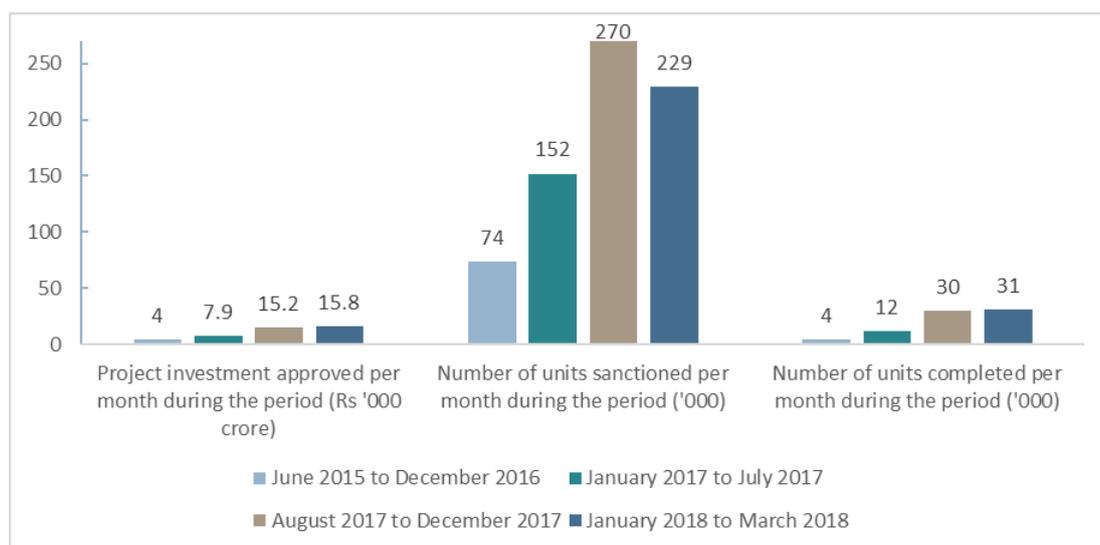
#### **Impetus to affordable housing segment:**

The real estate sector in India has been sluggish over the past couple of years. Until recently, developers have been focusing on mid-category/ luxury/ premium housing projects. This has created a wide gap in demand-supply dynamics, creating a large number of unsold inventory of unaffordable units across many micro markets.

Assigning 'Infrastructure status' to the affordable housing segment has given a major impetus to the industry as it is likely to narrow the demand-supply gap with respect to affordable homes. This will be achieved through the development of apartments having smaller configurations, leading to a reduction in overall ticket size. Many developers have already announced plans to venture into affordable housing. Also, there are a few instances where developers have altered their newly launched projects to comply with the affordable housing criteria. As visible in the graph below, over the past year or so, there has been a visible momentum in the pace of project approvals and construction under the PMAY-Urban scheme. In terms of on-the-ground implementation, PMAY-Urban has fared well over the past year, according to CRISIL Research. While the scheme saw cumulative project investments worth ₹ 72,000 crore in the 18 months since its launch (June 2015 to December 2016), additional project investments worth ₹ 178,900 crore were made in the period between January 2017 and March 2018.

Notwithstanding the opportunity, PE investors are likely to be selective in funding affordable housing projects given the difficulty in earning the targeted risk-adjusted returns due to high land costs, lack of infrastructure connectivity in areas where land is cheap, and delays in getting timely approvals for development.

### Visible traction in affordable housing under PMAY (urban)



Note: PMAY-U scheme was announced and initiated in June 2015; Calculation for investment/ sanctions/ completion per month is based on PMAY reports available and is normalised for the given period

Source: PMAY documents, project update reports, CRISIL Research

### Affordable housing through credit-linked subsidy (CLSS)

- The government has implemented the credit-linked subsidy component under 'Housing for All' mission as a demand-side intervention to expand institutional credit flow to meet housing requirements of people residing in urban regions.
- Under the mission, affordable housing through Credit-Linked Subsidy Scheme (CLSS) will be implemented through banks or financial institutions.
- Credit-linked subsidy will be provided on home loans availed of by an eligible urban population for the acquisition and construction of houses.
- Housing and Urban Development Corporation (HUDCO) and National Housing Bank (NHB) have been identified as the central agencies to direct this subsidy to lending institutions, and to monitor the progress of this component.

For all income slabs (annual household income), any additional loan taken by the beneficiary up to a maximum tenure of 20 years will be at non-subsidised rates.

Keeping no maximum loan limit, the government has increased the subsidised loan amount to ₹ 12 lakh and the salary slab to ₹ 18 lakh. It has also increased the repayment tenor to 20 years, which, according to CRISIL Research, will ease the equated monthly instalment (EMI) burden and draw more people into the ambit of this scheme.

### Details of the revised CLSS (as of June 2018) are as follows:

Category	Annual household income (₹)	Loan amount (₹)	Interest subsidy (%)	Size of the proposed house (carpet area, sq m)
EWS	Up to 3 lakh	6 lakh	6.50%	30
LIG	3-6 lakh	6 lakh	6.50%	60
MIG 1	6-12 lakh	9 lakh	4%	160
MIG 2	12-18 lakh	12 lakh	3%	200

EWS: Economically weaker section, LIG: Low income group, MIG: Middle income group

Source: PMAY website, CRISIL Research

**Below is the list of top 10 developers in top 4 cities.**

<b>Mumbai</b>	<b>NCR</b>	<b>Bengaluru</b>	<b>Pune</b>
Dosti	Ansal API	Bhartiya Urban	Gera Developers
Godrej	Ashiana Homes	Brigade Group	Kolte Patil
Hiranandani	ATS Infrastructure Ltd.	Embassy	Kumar Properties
Kalpataru Group	Bestec	Mantri Developers	Naiknavre
Lodha Group	DLF	Prestige Group	Nyati Group
Rajesh Lifespaces	Eldeco	Puravankara Projects	Panchscheel
Runwal Group	Gaursons India	RMZ	Paranjape Schemes
Rustomjee	Mahagun Group	Salarpuria Sattva Group	Pride Purple Properties
Shapoorji Paloonji	Tata Housing	Shriram Properties	Puranik Builders
Wadhwa	Vatika	Sobha Developers	Rohan Developers

*Source: CRISIL Research*

## **Key Regulations**

### **Real Estate (Regulation and Development) Act, 2016**

As noted earlier, there are no regulations for real estate PE funds, although the real estate sector is governed by RERA. The framework of the Act is described below.

- **Transparency:**
  - The Act will cover compulsory registration of all ongoing and upcoming real estate projects and existing under-construction projects where completion certificates are not received
  - Developers to disclose project-related details, including project plan, layout and government approvals-related information to customers, such as sanctioned FSI (floor space index), number of buildings and wings, number of floors in each building, etc.
  - Buyers to pay only for the carpet area
  - Consent of two-third allottees to be taken for any major addition or alteration
- **Liability:**
  - Delivery of the project to be on time, as mentioned in the agreement
  - Any structural defect or any other obligation of the promoter as per the agreement for sale, brought to notice of promoter within five years from possession, to be rectified free of cost
  - No false statements or exaggerated commitments to be given in advertisements
  - Buyers have to comply with the payment schedule mentioned in the model sale agreement, which mandates them to pay up to 30% of total consideration on execution of agreement, and additional up to 15% on completion of plinth work; remaining payment to be as per clauses mentioned in the model sale agreements
- **Security:**
  - 70% of the money received from buyers, for a particular project, to be transferred to an escrow account
  - Withdrawals to be in proportion with completion of a project and need to be certified by engineer, architect and practicing chartered accountant
- **Discipline:**
  - Developers have to register their projects with RERA before advertising or marketing
  - Brokers/ agents to be registered with RERA
  - Project details to be updated quarterly on the RERA website
  - Project accounts to be audited annually by a CA
- **Compliance:**

- In case of a delay, developers have to pay interest to home buyers at State Bank of India's highest marginal cost of lending rate plus two percent
- Developer may terminate the agreement in case of three payment defaults by buyers (by giving 15 days' notice)
- Monetary fines/ penalties for not registering projects and for continuous default/ non-compliance with any provision of the Act/ non-compliance with the order of Appellate Tribunal (does not mention imprisonment penalties to developers)

- **Justice:**

- The complaint at the initial stage will be handled by the Authority, with further appeal resting with the RERA Appellate Tribunal. A second appeal is allowed to be filed before a high court.

## **Wholesale finance**

### **Large ticket-size loans to meet credit requirement of corporates**

Wholesale finance represents lending services to medium-to-large-sized corporates, institutional customers, and real estate developers by banks and other financial institutions. It encompasses long and short-term funding, with long-term loans accounting for majority of the loan book. Within long-term loans, the infrastructure sector comprises a significant share. While long-term loans are driven by investment cycles, short-term loans are influenced by business revenue and the working capital requirement.

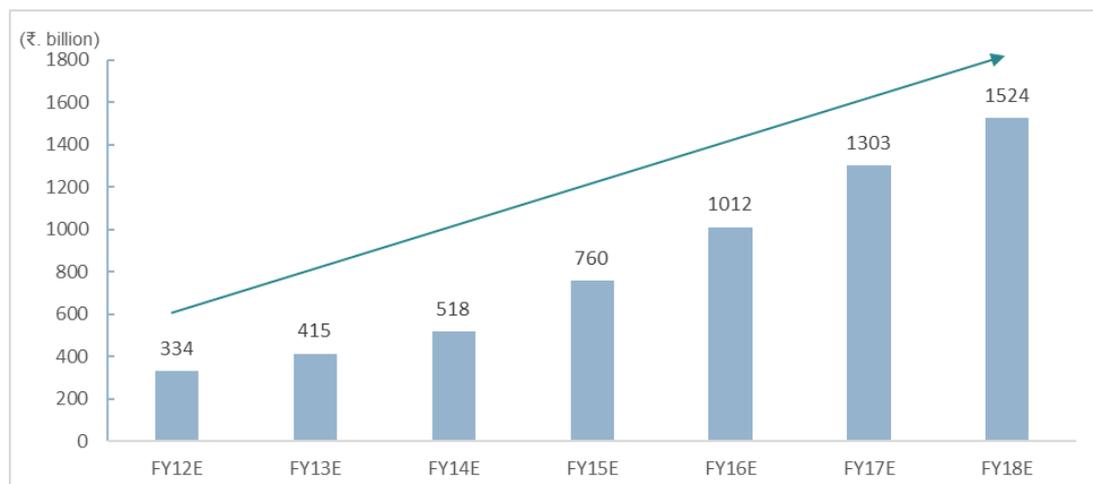
Banks have a higher market share in wholesale lending vis-à-vis non-banking financial companies (NBFC). Banks extend long and short-term funding to diverse sectors. On the other hand, NBFCs have limited exposure in long-term funding, except certain public NBFCs that cater to the infrastructure sector.

Wholesale finance NBFCs provide loans which are industry-specific (such as real estate finance), structured and customised as per client needs and the risk appetite of the NBFC. They offer products such as promoter funding, mezzanine funding, structured and acquisition financing, and lending to real estate developers. For wholesale NBFCs, developer finance (or real estate lending) accounts for ~47% of the loan book, as majority of the large players have significant exposure to the same.

### ***Significant growth of NBFCs in wholesale finance market in past five years***

AUM of wholesale financing NBFCs (excluding HFCs) has grown at a robust CAGR of 29% over past six years, and touched ₹ 1.5 trillion in March 2018. Though banks' interest rates are lower by 250-350 basis points from those of NBFCs, the latter retain edge over banks by offering more complex and structured deals. Structured credit that is offered is fairly diversified with top four sectors (i.e., auto and auto-components, pharmaceutical, logistics, and real estate) constituting ~45% of the overall portfolio. The bulk of the portfolio of NBFCs originates from Tier I cities, which include Mumbai, Delhi, Bengaluru, Chennai, Ahmedabad, Pune, National Capital Region (NCR), and Hyderabad, as exit options are difficult in smaller cities, especially in the real estate segment which forms a large part of the overall portfolio of the wholesale finance market.

## Strong growth in NBFC loan outstanding



E: Estimated; Note: Excludes HFC portfolio; Source: CRISIL Research

## Wholesale financing book of NBFCs to grow at 23-25% CAGR

CRISIL Research anticipates wholesale financing by NBFCs to grow at 23-25% CAGR over next two years, to ₹ 2.3 trillion by fiscal 2020. CRISIL Research expects NBFC assets to grow at 20-25% CAGR in fiscals 2018-23. CRISIL Research expects that the increasing need for funds post implementation of the Real Estate (Regulation and Development) Act, 2016 (RERA) and the inability of the public sector banks to lend aggressively, will act as key growth catalysts in the near term. New players are also expected to enter the market due to emerging opportunities in areas such as affordable housing, thereby aiding growth of the segment.

### *Wholesale-financing NBFCs gain market share through innovative product offerings, strong relationships with corporates*

Robust growth of NBFCs can be explained by the following factors:

- **Customised solutions:** NBFCs offer customised loan structures with features such as interest moratorium and bullet repayment schedules which are not offered by banks. In addition, NBFCs also often extend credit to developers for land financing and early-stage project financing.
- **Lower turnaround time:** Customers often require funds in a timely manner for funding business growth and/or managing liquidity crunch. NBFCs are able to meet the requirement of such clients due to their faster turnaround time. On average, NBFCs disburse a large-ticket loan to a new customer within 45-60 days.
- **Slow decision-making process and weak financial health of public sector banks:** Decision-making cycles in some public sector banks have elongated considerably, owing to risk aversion and fragile capital position. This has also contributed to the growth of NBFCs.
- **Strong client relationships:** Some NBFCs in this space have strong client relationships due to their presence in allied businesses, or because they are supported by well-established parent companies. This aids them in both securing business and in assessing risk.

### *Concentration risk inherent in wholesale lending albeit strong risk management and processes in place*

**Chunky portfolio:** The portfolio in this segment is fairly concentrated with the top 10 exposures accounting for 25-30% of the loan outstanding. Consequently, a few slippages in this segment can result in high level of gross NPAs.

**Cyclicality in real estate sector:** Due to the high exposure of top players in developer funding, a downturn in the sector could result in high delinquencies.

**Market volatility:** Products offered by wholesale NBFCs like promoter funding are backed by shares as collateral from founders or promoters. Price of this collateral fluctuates due to change in market value of shares which can reduce the LTV of the collateral.

*Risk associated with developer lending:* Risk in developer finance is a function of developer quality and the time at which the financing is completed. NBFCs catering to this segment have a significant loan book in land financing and pre-approval stage financing which are considered riskier because a delay in approval could lead to borrowers' defaulting on loans.

NBFCs mitigate the risk in high ticket-size **loans** by adopting stringent structuring of financial products and putting in place adequate covenants. Some measures commonly adopted are:

- Collateral cover of approximately two times and some amount of cash cover
- Cross collateralisation with personal assets of the promoter
- Securing escrow against project cash flows
- Micro market-level risk assessment, especially for developer finance
- Stringent, regular monitoring of projects

### **Key regulation**

#### **The Insolvency and Bankruptcy Code, 2016**

As part of its reforms push, the RBI on February 12, 2018 announced a revised framework for the resolution of stressed assets and scrapped all prior debt restructuring schemes. Accounts with aggregate exposure of ₹ 5 billion and above will require two such independent credit evaluations (ICEs), with others requiring one ICE

Timelines for large accounts to be referred under IBC

- Accounts with aggregate exposure of lenders at ₹ 20 billion and above, on or after March 1, 2018 (reference date), including accounts where resolution may have been initiated under any of the existing schemes as well as accounts classified as restructured standard assets, which are currently in respective specified periods (as per the previous guidelines), the RP will be implemented as per the following timelines:
  - If in default as on the reference date, then 180 days from the reference date
  - If in default after the reference date, then 180 days from the date of first such default
- For other accounts with aggregate exposure of lenders below ₹ 20 billion and, at or above ₹ 1 billion, the RBI intends to announce over a two-year period reference dates for implementing the RP to ensure calibrated, time-bound resolution of all such accounts in default
- The upshot of the new IBC will be structural streamlining, standardising and harmonising of the RP by doing away with the plethora of previous frameworks, leading to greater transparency, credibility and efficiency. Any financial or operational creditors can apply for insolvency on default of debt or interested payment. Based on the case the same will proceed towards National Company Law Tribunal (NCLT), Debt recovery tribunal (DRT).

The National Company Law Tribunal (NCLT) is a quasi-judicial body which has the power to regulate its own procedures. The NCLT has been empowered to exercise the power and jurisdiction of the Board for Industrial and Financial Reconstruction (BIFR), Company Law board, the Appellate Authority for Industrial and Financial Reconstruction (AAIFR), High courts related to compromises, mergers, amalgamations, arrangements and reconstruction of companies, winding up etc. The powers of NCLT shall be exercised by the benches constituted by its president.

## OUR BUSINESS

### Overview

We are a leading asset and wealth management company, primarily catering to the HNI and UHNI market in India. CRISIL Research notes that we were one of the first companies to obtain a portfolio management services license in India. According to CRISIL Research, we were the third largest company in both discretionary listed equity portfolio management services and discretionary equity overall portfolio management services according to assets under management as of May 30, 2018.

We cater to the investment requirements of our HNI and UHNI clients through the following three business segments:

- asset management, which primarily includes our equity investment management and advisory; and property investment management and advisory;
- wealth advisory and distribution; and
- non-banking financial company business, which recently commenced commercial operations in 2018.

Within our asset management segment, we provide equity investment management and advisory services primarily to HNI and UHNI clients. According to CRISIL Research, equity remains the most preferred asset class for UHNIs, with a 44% share of UHNI's investment allocation for the first half of Financial Year 2018. Further, CRISIL Research also notes that the AUM of listed equity portfolio management services grew at a CAGR of 45% over the past five years. Our equity investment management and advisory business focuses on long-only equity focused strategies and we have a track record of consistently higher than benchmark returns across our top performing strategies. We follow a research-based, disciplined investment approach with the aim of capital growth for the long term. Our long-term growth focus and the strong performance of our strategies has driven the growth of our equity investment management and advisory business from both existing and new clients. Further, CRISIL Research notes that there has been a growth in alternative investment funds (which utilize different strategies and invest in equities and equity derivatives) as an alternate investment avenue for HNIs and UHNIs. In order to benefit from the desire of HNI/UHNI investors to invest in such alternate investments, we manage and provide advice on property focused funds that invest in mid-income residential and affordable housing projects in six fast growing cities in India as part of our property investment management and advisory business. Our funds focus on active asset management and control investments for cost optimisation, quality and timely delivery of projects. We have also started AIFs focused on listed equity shares, in Financial Year 2018.

To market our products to clients, we utilize a distribution network consisting of both in-house and third party distributors (primarily Indian and multi-national banks and financial services companies). As of March 31, 2018, we had a network of 53 distributors across India. We advise offshore funds mainly based out of Mauritius from India and also manage/advise offshore funds through our subsidiary in Singapore, which is a registered fund management company, which enables us to cater to multiple classes of investors (such as HNI, institutions, family office, pension funds, funds of funds and sovereign wealth funds) across Asia, the Middle East, Africa and Europe.

As part of our wealth advisory and distribution segment, we seek to partner with our clients to help them meet their long term financial goals around wealth creation and preservation and transfer to the next generation. Our wealth advisory and distribution segment offers both in-house (i.e., products of our asset management segment) and third-party products primarily to our HNI and UHNI clients, depending on their requirements and preferences. We also provide bespoke family office services to certain clients. We provide advice to our clients in three broad asset classes: equity (comprising equity investments), alternate (comprising investments in alternative investment funds such as venture capital and private equity funds) and income (comprising fixed income funds). As of March 31, 2018, 50.80% of the AUM for our wealth advisory and distribution business was in the equity asset class, which shows that our business is oriented towards the asset class preferred by HNI and UHNI clients for long-term growth.

For the major events and milestones in our corporate history, see "*History and Certain Corporate Matters – Major Events and Milestones*" on page 184. As a result of our long operational history of serving HNI and UHNI clients across asset management and wealth management, we have engendered client loyalty and generate a significant portion of our business from repeat clients. For instance, the client retention rates (which refers to the percentage of clients at the start of the relevant year that remained our clients as at the end of the relevant year)

for our domestic equity investment management and advisory segment and wealth advisory and distribution segments were 89.33% and 97.42% for Financial Year 2018, respectively.

In addition to our strengths in asset management and wealth management, we received RBI approval in Financial Year 2017 for our non-banking financial company, ASKFH. ASKFH commenced commercial operations in Financial Year 2018. Through our NBFC business, we will subscribe to high yielding corporate debt securities (including rated/unrated non-convertible debentures) which then allow us to provide these products as an investment opportunity to existing clients of our asset management and wealth advisory and distribution segments. This business is aimed to be synergistic to both our asset management and wealth advisory and distribution segments.

The table below sets forth the key performance indicators of our business as of/for the periods indicated:

KPI	As of/for the year ended March 31, 2018	As of/for the year ended March 31, 2017	As of/for the year ended March 31, 2016
<b>Consolidated</b>			
Revenue from operations (₹ million)	4,516.29	3,201.61	2,134.78
Revenue yield <sup>(1)</sup> (%)	1.65%	1.60%	1.66%
Consolidated AUM <sup>(2)</sup> (₹ million)	306,501.43	241,789.99	157,701.65
Profit before tax (₹ million)	1,886.09	1,081.43 <sup>(4)</sup>	881.64
PBT Yield <sup>(3)</sup> (%)	0.69%	0.54% <sup>(4)</sup>	0.68%
<b>Asset Management (Equity Investment Management)</b>			
AUM (₹ million)	126,396.39	103,017.92	62,864.03
Domestic AUM sourced in-house (₹ million)	40,235.95	31,779.16	20,159.19
Domestic AUM sourced from external distributors (₹ million)	61,375.85	48,253.42	24,711.84
No. of Client Accounts (domestic) <sup>(5)</sup>	12,046	9,256	5,245
<b>Asset Management (Property Investment Management and Advisory)</b>			
Cumulative Corpus raised (₹ million) <sup>(6)</sup>	42,518.54	37,556.69	32,639.18
Cumulative Funds invested (₹ million)	21,065.78	17,141.30	14,861.80
Cumulative Funds exited/distributed (₹ million)	14,147.89	12,188.28	6,446.60
<b>Wealth Advisory and Distribution</b>			
Wealth Advisory and Distribution AUM (₹ million)	207,456.52	159,942.49	105,918.30
No. of client families	1,809	1,473	1,235

Notes:

- (1) Revenue Yield for a Financial Year is calculated as follows:

$$\frac{\text{Revenue from operations for the Financial Year}}{\text{Average Consolidated AUM for the Financial Year}}$$

Average Consolidated AUM for a Financial Year is calculated as follows:

$$\frac{\text{Consolidated AUM as at the end of the prior Financial Year} + \text{Consolidated AUM as at the end of the Financial Year}}{2}$$

AUM for our equity investment management and advisory and property investment management and advisory businesses refers to the assets under management by these businesses as of the relevant date; and for our wealth advisory and distribution segment refers to the assets under advice by the segment as of the relevant date.

- (2) Consolidated AUM is the Total AUM of our asset management and wealth advisory and distribution segments, net of inter-segment eliminations.
- (3) PBT Yield for a Financial Year is calculated as follows:  $\frac{\text{Profit before tax for the Financial Year}}{\text{Average Consolidated AUM for the Financial Year}}$
- (4) Our profit before tax and PBT Yield for Financial Year 2017 were impacted by an expense of ₹ 170.80 million incurred by us in Financial Year 2017 in relation to the investment into our Company by AI Global (that was of a non-recurring nature). For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Financial Year 2018 compared to Financial Year 2017". On a non-GAAP basis, our Adjusted PBT for Financial Year 2017, arrived at by adding back the legal and professional expense of ₹ 170.80 million to our profit before tax for Financial Year 2017, amounted to ₹ 1,252.23 million

and our Adjusted PBT Yield for Financial Year 2017 (i.e., the ratio of our Adjusted PBT for Financial Year 2017 to our Average Consolidated AUM for Financial Year 2017, expressed as a percentage) amounted to 0.63%.

- (5) Client Accounts refers to accounts opened by our clients for the purposes of investing through us. Individual clients may have more than one Client Account with us.
- (6) Cumulative Corpus refers to the total commitment that is agreed upon by investors for investment into the fund, which will be drawn down during the life of the fund.

## **Our Strengths**

### ***Consistently profitable growth in AUM***

Our business model benefits from our strengths in both asset management and wealth management. We have a deep understanding of the requirements of the HNI and UHNI segment, as well as a strong focus on quality investments, which has driven the growth in our AUM across our business segments in the past. According to CRISIL Research, we were the third largest company in both discretionary listed equity portfolio management services and discretionary equity overall portfolio management services according to AUM as of March 31, 2018.

Over the past five years, we have consistently reported growth in our revenues and profitability. Our total income increased from ₹ 2,216.31 million in Financial Year 2016 to ₹ 3,328.01 million in Financial Year 2017 and to ₹ 4,648.62 million in Financial Year 2018 at a CAGR of 44.83%. In the same periods, our profit before tax grew from ₹ 881.64 million for Financial Year 2016 to ₹ 1,081.43 million for Financial Year 2017 and to ₹ 1,886.09 million for Financial Year 2018.

The AUM of our equity investment management and advisory business (which forms a part of our asset management segment) increased from ₹ 19,351.01 million as of March 31, 2014 to ₹ 126,396.39 million as of March 31, 2018 at a CAGR of 59.87%, which reflects the consistent growth in investments made with us. Further, the AUM of our property investment management and advisory business (which also forms a part of our asset management segment) increased from ₹ 15,589.12 million as of March 31, 2014 to ₹ 35,667.88 million as of March 31, 2018 at a CAGR of 22.99%.

The AUM of our wealth advisory and distribution segment increased from ₹ 44,079.10 million as of March 31, 2014 to ₹ 207,456.52 million as of March 31, 2018, at a CAGR of 47.29%.

### ***Annuity fees driven business, well suited to benefit from the expected increase in the addressable market for HNIs and UHNIs in India***

Through our history, we have retained our focus as an asset and wealth manager generating annuity fee income from our products and services, without deviating into other areas of banking or financial services. We generate annuity income from both our asset management and wealth distribution and advisory segments. Our fees typically have both a fixed and a variable component (in the form of a performance fee, if the products perform better than a pre-specified 'hurdle rate'). The fixed component of our fees has traditionally formed the significantly larger part of our total fees, providing a stable source of revenue, which has increased as our average AUM has grown in the past. Further, in line with the long term focus of our business, we levy exit loads for premature withdrawals by our domestic equity investment and advisory clients (at the rate of 3% for withdrawals within one year; 2% for withdrawals in the period between one to two years; and 1% in the period between two to three years), which reduces the impact of withdrawals on our business.

Additionally, as part of our investment focus, we concentrate on growth focused asset classes, into which UHNIs and HNIs typically invest. For example, for our wealth advisory and distribution business, as of March 31, 2018, 50.80% of our AUM was invested in equity assets and 18.13% was invested in alternate assets, which are both oriented towards long term growth and our asset management business is largely focused on equity and real estate. CRISIL Research notes that the fees for discretionary PMS schemes (that typically invest in growth focused asset classes) are higher than non-discretionary and advisory PMS schemes.

As a result of our market position, we are well suited to benefit from the expected growth in financial savings in India and the growth in the HNI and UHNI segment of the population. In this regard, CRISIL Research notes that the proportion of financial savings as a percentage of GDP has generally increased during the period from Financial Year 2012 to Financial Year 2017 (from 31% for Financial Year 2012 to 42% for Financial Year 2017). CRISIL Research expects financial savings to increase with the government's strong stance against black money and the diminishing attractiveness of real estate and gold. Further, over the past couple of years, the HNI and UHNI population in India has increased significantly, driven by better economic growth, rising income levels and a strong equity market. First generation start-up entrepreneurs have also made a significant impact on the

UHNI/HNI landscape. As a result, India was the fastest-growing UHNI/HNI market globally in 2017, with a 20.4% HNI population expansion and 21.6% HNI wealth growth compared with 2016. Further, CRISIL Research notes that there are approximately 161,000 individuals in India who fall under the UHNI category as of March 2017 and have combined assets worth approximately ₹ 153 trillion. CRISIL Research expects the number of UHNIs to increase to 286,000 and their combined assets to increase to ₹ 298 trillion by March 2021. (Source: CRISIL Research)

In view of the above, we are well suited to benefit from this expected growth in our addressable markets, which provides us with the opportunity to increase our AUM, thereby increasing our revenues.

**Research based investment approach and robust risk management, leading to better than benchmark performance**

We follow a research based and focused approach to long-only investing, which has led to better than benchmark returns in our business in prior periods. As part of our equity investment management and advisory business, we typically invest in Indian equities that run high quality businesses, are operated by high quality management and have long-term growth prospects at fair and reasonable prices. We base our equity investments on rigorous research, which is a process comprised of industry analysis, corporate governance analysis, financial and business analysis and portfolio valuation analysis. We begin with the top 500 companies listed on the NSE and/or BSE and fine tune the target list using our filtering criteria. For further details, see " – Our Asset Management Segment – Equity Investment Management and Advisory Business". We believe that our meticulous and research driven approach and adherence to our long-term investment philosophy are the factors that attract investors to us. Similarly, we follow a meticulous approach to our property investment management and advisory business, for which we adopt a process of analysis in the selection of a reputable real estate developer and the study of the micro market of the location of the project, with the aim of selecting assets that realise a stable return for our investor. We typically invest in optionally convertible debentures that carry a fixed coupon rate. In relation to our wealth distribution and advisory business, our approach is to build a long-lasting relationship with our clients, understanding their requirements and preparing a bespoke solution for each client dependent on their individual and family requirements.

In addition, risk management is vital to our strategic planning and decision making and in protecting the wealth and investments of our clients. As part of our equity investment management and advisory business, our compliance and risk team ensures adherence to our investment risk management framework which clearly defines the risk tolerance levels, escalations to be generated and corrective actions to be taken at time of breach. In addition, while we are sector-agnostic, we have upper limits placed for an exposure to any particular sector, and have defined individual stock exposure upper limits. For further details, see " - Risk Management".

Driven by our disciplined and research-based investment philosophy and our focus on risk management, we have an established track record of strong investment performance. For the strategies within our equity investment management and advisory business, we strive to outperform broader benchmark indices and the top quartile mutual funds, while simultaneously minimizing volatility in return and maximizing risk-adjusted return and always operating within our risk management framework. For example, according to CRISIL Research, large cap equity mutual fund schemes ranked in the top quartile delivered an annualized median return of 18.7% and annualized average return of 16.3% in the last five years ending 2018. The following table shows the Composite Returns (net of fees and expenses) of our top three strategies offered under our asset management segment, compared with the relevant benchmarks:

Strategy	Financial Year 2018	Financial Year 2017	Financial Year 2016	Financial Year 2015	Financial Year 2014	5 Year CAGR (FY14 to FY18)	Since Inception CAGR till May 31, 2018 <sup>(1)</sup>	Inception Date
<b>IEP</b>	14.52%	24.14%	(4.51)%	73.03%	34.50%	25.85%	21.15%	January 25, 2010
BSE 500	11.82%	24.02%	(7.82)%	33.19%	17.08%	14.79%	9.97%	
Nifty	10.25%	18.55%	(8.86)%	26.65%	17.98%	12.21%	9.56%	
<b>India Select</b>	12.67%	23.96%	(1.60)%	73.01%	38.66%	26.93%	19.17%	January 4, 2010
BSE 100	10.62%	21.17%	(8.96)%	28.32%	18.11%	13.08%	8.90%	
Nifty	10.25%	18.55%	(8.86)%	26.65%	17.98%	12.21%	9.49%	
<b>Growth</b>	16.18%	31.99%	(2.77)%	63.59%	23.87%	24.74%	21.59%	January 29, 2001

Strategy	Financial Year 2018	Financial Year 2017	Financial Year 2016	Financial Year 2015	Financial Year 2014	5 Year CAGR (FY14 to FY18)	Since Inception CAGR till May 31, 2018 <sup>(1)</sup>	Inception Date
Nifty	10.25%	18.55%	(8.86)%	26.65%	17.98%	12.21%	12.74%	

Notes:

The above returns are Composite Returns (net of fixed management fees and expenses) of all Integrated Clients. Composite Returns refers to the average time weighted rate of returns of all Integrated Clients invested in the respective strategies. Integrated Clients refers to all clients whose portfolios are fully deployed and the portfolio holdings and weights resemble the investment philosophy and objective of the respective strategy. Returns for individual client may differ depending on time of entry in the strategy. Past performance may or may not be sustained in future and should not be used as basis for comparison with other investments.

(1) The CAGR for the respective benchmarks is from the inception date of the corresponding strategy.

Further, in the relation to our property investment and advisory business, as of March 31, 2018, of the 30 investments made in our property investment management and advisory business, we exited ten investments at a simple average internal rate of return ("IRR") of 26.42%.

Our first real estate focused investment offering ASK PMS Real Estate Special Opportunities Portfolio-I which started in December 2009 generated a performance fee of ₹ 248.90 million (net of employee performance fee share) on six out of seven investments till Fiscal Year 2018. This amounted to 1.12% of annualized fee yield (net of employee performance fee share) over a fund term of 7 years as detailed below:

Particulars	₹ in millions
Fund Size (commitment amount) (A)	3,171.80
Performance fee (gross) earned till fiscal year 2018* (B)	331.87
Employee performance fee share (C)	82.97
Performance fee net of employee performance fee share (D=B-C)	248.90
Fund Term (years) as per PPM (E)	7
Per year net performance fee Over Fund Term (₹ millions) F=D/E	35.56
Annualised net performance yield over Fund Term (%) (G=F/A)	1.12%

In relation to one of our investments, we had a dispute with our counterparty (the property developer) which led to arbitration. We have received an arbitration award in our favor of ₹ 1,553.26 million which is still the subject matter of appeal and final determination. For further details, see "Outstanding Litigation and Other Material Developments" on page 487.

### ***Open architecture model and robust distribution network***

We follow an open architecture model in both our asset management and wealth advisory and distribution segments, whereby we offer both proprietary and third party products to our clients. For our wealth advisory and distribution clients, as of March 31, 2018, 68.17% of our wealth advisory and distribution AUM was comprised of external products and 31.83% was comprised of our proprietary products. The contribution of third party products to the AUM of our wealth advisory and distribution segment has increased from 50.43% as of March 31, 2014 to 68.17% as of March 31, 2018. This open architecture model provides us with the opportunity to present a diversified product mix to our clients, depending on their bespoke needs and preferences. In addition, the open architecture model provide synergistic opportunities across different businesses. For example, our asset management segment provides product access to our wealth advisory and distribution segment while our wealth advisory and distribution segment provides customer access to our asset management segment.

Further, we market our in-house products both through our in-house distribution teams and through external distributors supported by the equity investment management and advisory business development team consisting of 12 team members across six cities, as of March 31, 2018. As of March 31, 2018, our in-house distribution team comprised 38 relationship managers across 9 branches. Our external distribution partners include banks and financial services companies. As of March 31, 2018, third party distributors accounted for 60.40% of our domestic equity investment management and advisory AUM, which has grown from 14.65% as of March 31, 2014 which demonstrates increasing acceptability of our products across distributors.

### ***Client centric business model focused on HNIs and UHNIs, leading to long-term client relationships***

Client centricity is at the core of our business. Our vision is to grow in tandem with our clients in the long term, providing them with a trusted knowledge partner. We provide specialized products and services to our HNI and UHNI clients, focusing on asset management (equity investment management and advisory; and property investment management and advisory) and wealth advisory and distribution. As a result of ability to cater to the specialized requirements of our HNI and UHNI clients, we have a high degree of repeat clients. For instance, as of March 31, 2018, 49.03% of our wealth advisory and distribution client families had been our clients for more than five years. Further, the client retention rates (which refers to the percentage of clients at the start of the

relevant year that remained our clients as at the end of the relevant year) for our domestic equity investment management and advisory segment and wealth advisory and distribution segments were 89.33% and 97.42% for Financial Years 2018, respectively.

We seek to maintain regular contact with our clients through periodic emails on investment performance and outlook, videos of portfolio and fund managers where they share their views, conference calls, one on one calls and meetings. In addition, we have a dedicated client service team, which is in touch with the clients, and seeks the clients' views to track client satisfaction.

Further, we also respect our clients' requirements for funds as and when needed and have in place a swift redemption process. The ability to maintain long-term relationships with clients is crucial to our business as we seek to grow in tandem with our clients and increase our business with our clients as their capacity to invest larger amounts increases and our relationship with them develops.

### ***Experienced and stable management team with a strong focus on corporate governance***

Our management comprises seasoned professionals with significant experience in all aspects of our businesses. Members of our management team have been with us on average for seven years. Each business segment shares a common vision of building long-term relationships with clients and having internal processes in place to achieve that objective. We provide autonomy to the CEOs of each business. Further, we have provided ESOPs and employee stock appreciation rights to key employees within the various business segments, with a view to encouraging alignment of interest and long term success. For details relating to ESOPs granted, see "**Capital Structure**" on page 88.

Our Promoters, Mr. Asit Koticha and Mr. Sameer Koticha, each have approximately 30 years of experience in financial markets. They have been associated with our Company since its incorporation, and their guidance has enabled us to successfully build and integrate our different business segments, while maintaining autonomy at each level.

The strength and quality of our senior management team and their understanding of the asset management and wealth management businesses enables us to identify and take advantage of strategic market opportunities. Our management team has consistently demonstrated its ability to effectively respond to changing regulatory landscapes and macro changes in Indian markets, which has contributed significantly to the growth of our AUM. For further details relating to our management, see "**Management**" on page 194.

## **Our Strategy**

### ***Leverage our core strengths to generate growth through expansion in our HNI and UHNI client base***

We aim to capitalize on our market position to benefit from the expected growth in the HNI and UHNI population in India. CRISIL Research expects financial savings to increase with the government's strong stance against black money and the diminishing attractiveness of real estate, physical assets and gold as investment options. CRISIL Research also expects the trend of household savings moving towards financial assets to continue. Further, CRISIL Research notes that there are approximately 161,000 individuals in India who falls under the UHNI category as of March 2017 and have combined assets worth approximately ₹ 153 trillion. CRISIL Research expects the number of UHNIs to increase to 286,000 and their combined assets to increase to ₹ 298 trillion by March 2021. For further details, see "**Industry Overview**".

We aim to expand our reach and deepen our relationships with the growing HNI and UHNI client base in India, to benefit from this expected increase in our addressable market. With a view to expand our operations we have expanded our employee base in the past three years, adding employees across our businesses (in particular, for our wealth advisory and distribution segment and our equity investment management and advisory business). This capacity addition has led to an increase in our AUM and client base. For example, we added senior employees in our wealth advisory and distribution business in the later part of the year ended March 31, 2017 who were able to increase productivity in the year ended March 31, 2018 (our average AUM per relationship manager increased from ₹ 3,782.80 million per RM in Financial Year 2016 to ₹ 5,459.38 million per RM in Financial Year 2018), thereby driving revenue growth for our wealth advisory and distribution segment. Going forward, we intend to further leverage our employee base by encouraging our employees to further increase productivity, with a view to expanding our revenues and improving our margins.

In order to deepen our reach and relationships in the Indian UHNI/family office client base, we are also focused on empaneling new distribution partners. We constantly work towards deepening relationships with our distribution partners and towards developing new distribution relations.

Further, the growth and the diversification of the Indian economy is creating opportunities for us and for our clients. For example, the growth of the domestic businesses by first generation entrepreneurs provides us with a unique opportunity to retain these entrepreneurs as our clients for our asset management and wealth advisory and distribution businesses. Further, the diversification of the Indian economy provides us with the opportunity to invest in diverse industries and asset classes and to develop long term strategies focused on these opportunities. We intend to continue to develop these investment strategies for our clients to benefit from the long term trends of the Indian economy.

Expand international operations through focus on international institutional clients

We endeavour to grow our international business by targeting international institutional clients and building relationships with global distributors seeking access to the Indian investment opportunity through a trusted manager such as us. As global interest in investing in India increases, we aim to capitalize on our market position in India in other markets through our international presence.

As part of our strategy to expand globally, we focus on long only investors such as sovereign wealth funds, pension funds, insurance companies, family offices and HNIs. We also specifically focus on the Indian diaspora across the world and are working with global banks to offer our products to NRIs. We intend to target global distributors and institutions. We also seek to provide new access avenues for international investors through establishing new fund vehicles for our offerings, building scale and leveraging off our presence in Singapore and Dubai. We are also in the process of acquiring an external asset manager in Singapore (which is currently subject to approval by SEBI, RBI and MAS in Singapore), with a view to expand our client and product base.

Grow our NBFC business

In addition to our established strengths in asset management and wealth management, we received RBI approval in Financial Year 2017 for our non-banking financial company, ASKFH. ASKFH commenced commercial operations in Financial Year 2018. Through our NBFC business, we intend to provide high yielding corporate debt securities to our clients. This business is aimed to be synergistic to both our asset management and wealth advisory and distribution business.

Through our property investment business, we have developed long-standing relationships with real estate developers in India that issue instruments such as non-convertible/convertible debentures for their capital raisings, which ASKFH will aim to subscribe. Such debentures are also issued from time-to-time by companies in other industries as well. We aim to on-sell these secured high yield instruments to our HNI/UHNI/corporate clients as fixed income instruments. We aim to expand our NBFC operations to further diversify our revenue streams and leverage on our existing client relationships. We view our NBFC business as a fee-based business wherein we originate the debt instruments with a view to on-selling them to our client base, allowing us to be efficient in the capital requirements for this business.

We intend to utilize a portion of the proceeds of the Offer for further expansion of our NBFC business. For details, see "*Objects of the Offer*" on page 110.

#### ***Expand our product offerings and client base***

We aim to offer need based and client-centric products that are aimed at providing additional avenues to our HNI and UHNI client base. With a view to expanding our product offering, we intend to expand into mutual funds, primarily focused on fixed income mutual funds (to provide a stable income stream to our clients). Further, we are also working on certain technology initiatives such as improving our online interface which will allow top-ups and other transactions online, in addition to mobile application-based transactions. We will continue to leverage technology to make it easy for our investors to carry out transactions.

In addition, we are also looking at expanding our client base to include affluent clients (which are clients who have an investable asset base of ₹ 5 million to ₹ 50 million) and attracting such clients through our current and future offerings. In particular, CRISIL Research notes that there has been a faster growth in demand for financial assets in semi-urban and rural areas of India, as compared with metro cities. We intend to tap into the increasing demand by targeting affluent clients in these areas.

## Our Business Operations – Overview

We organise our business into three segments, namely:

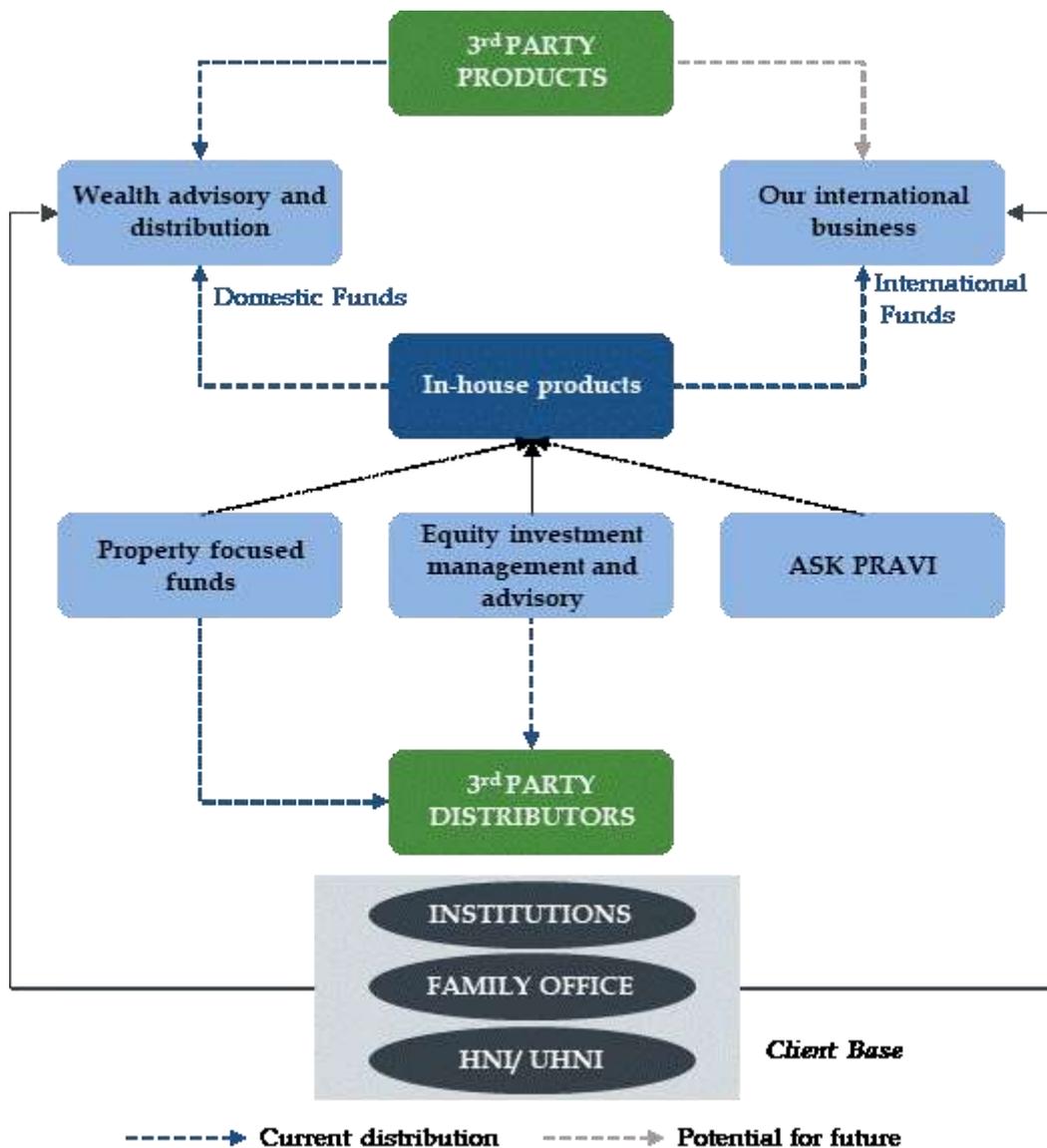
- asset management, which includes primarily our equity investment management and advisory and property investment management and advisory businesses;
- wealth advisory and distribution, wherein we provide wealth advisory services to our clients; and
- non-banking financial company business, which recently commenced commercial operations in Financial Year 2018.

In addition, we have a joint venture through which we manage sector agnostic private equity investment. The table below sets forth a summary of the AUM of our business as of/for the periods indicated:

Particulars	FY2018	FY2017	FY2016	FY2015	FY2014
<i>(₹ in millions unless specified otherwise)</i>					
<b>Asset Management</b>					
Domestic(A)	101,611.80	80,032.58	44,871.03	28,154.00	10,113.91
Offshore(B)	24,784.59	22,985.34	17,993.01	17,814.82	9,237.10
Equity investment management and advisory (C=A+B)	126,396.39	103,017.92	62,864.03	45,968.82	19,351.01
Property investment management and advisory(D)	35,667.88	32,345.54	30,100.19	23,961.76	15,589.12
<b>Total(E=C+D)</b>	<b>162,064.27</b>	<b>135,363.47</b>	<b>92,964.22</b>	<b>69,930.58</b>	<b>34,940.13</b>
<b>Wealth Advisory</b>					
Distribution(F)	142,251.15	108,385.29	81,685.49	64,919.73	43,847.83
Advisory (G)	65,205.37	51,557.20	24,232.81	332.96	231.27
<b>Total (H=F+G)</b>	<b>207,456.52</b>	<b>159,942.49</b>	<b>105,918.30</b>	<b>65,252.69</b>	<b>44,079.10</b>
<b>Gross AUM(I=E+H)</b>	<b>369,520.79</b>	<b>295,305.96</b>	<b>198,882.52</b>	<b>135,183.27</b>	<b>79,019.23</b>
<b>Inter Segment AUM Elimination(J)</b>	<b>63,019.36</b>	<b>53,515.96</b>	<b>41,180.87</b>	<b>34,909.74</b>	<b>19,080.03</b>
<b>Consolidated AUM(K=I-J)</b>	<b>306,501.43</b>	<b>241,789.99</b>	<b>157,701.65</b>	<b>100,273.53</b>	<b>59,939.20</b>

As part of our asset management segment we manage/advise offshore funds domiciled in foreign jurisdictions such as Singapore and Mauritius. Also, through our wholly owned subsidiary in Singapore, a registered fund management company, we cater to multiple asset classes and investors (such as HNI, institutional, family office, pension funds, funds of funds and sovereign wealth funds) across Asia, the Middle East, Africa and Europe.

We follow an open architecture model in both our asset management and wealth advisory and distribution segments, whereby we offer both proprietary and third party products to our clients. The chart below provides a pictorial representation of our business model:



## Our Asset Management Segment

We categorize our asset management segment into the following business divisions:

- Equity Investment Management and Advisory Business
- Property Investment Management and Advisory Business

### *Equity Investment Management and Advisory*

Our equity investment management and advisory business is focused on providing discretionary investment management for our clients (primarily HNIs and UHNIs). We are registered as a Portfolio Manager under the SEBI (Portfolio Managers) Service Regulation, 1993.

### *Investment Approach and Philosophy*

Our approach to equity investment management and advisory is based on the following overarching principles:

- Greater certainty of earnings;
- Superior and consistent quality of earnings; and

- High-quality at a reasonable price.

The key elements of our investment philosophy and approach are summarized below:

- Preserve capital and secondly grow it over time at appropriate levels.
- Focusing on the quality of business.
- To buy, in a disciplined way, quality business stocks at a discount to the intrinsic value of the respective stock/business, so as to earn investment returns superior to the underlying economic returns generated by the business.

#### Key Investment Traits for stock selection

While selecting a stock for investment, we examine the following investment traits:

- Material size of opportunity
- Management quality
- Earnings growth potential
- Quality of business
- Value

All the above traits have to be present in any investment for it to be included in any one of our strategies. The above qualitative parameters are quantified in each of our investment strategies to achieve precision, discipline and predictability of investment process. We follow a bottom-up investment process. We commence our analysis with top 500 Indian companies listed on BSE and NSE and fine tune the target list using the filtering criteria of promoter holding, return on capital employed, minimum profit before tax and expected growth rate. The quality of the management is also a very important criterion of the filtering process. This list is reviewed on a constant basis by our investment team as companies keep moving in and out of this list. The list and any change in it has to be approved by the investment committee.

The bottom-up stock picking approach starts with short-listing of suitable names from an original list of the BSE500 stocks. Based on the above-mentioned criteria the investment 'universe' is distilled down to around 150-200 stocks. Subsequently, our senior investment team comprising portfolio managers and senior research personnel undertake detailed work on companies in this universe, averaging between 30-35 companies each. The research process entails developing sector expertise built through interactions with portfolio companies, industry leaders, sell-side research analysts and unlisted companies in a given eco-system. Based on the understanding so developed, the analyst creates a detailed financial model on the companies under his coverage. We measure the effectiveness of a portfolio manager in terms of his performance relative to the performance of the relevant benchmark.

The team prepares a detailed, comprehensive investment summary for each stock within the universe. This summary is updated on an on-going basis based on quarterly and annual results as well meetings with the managements. Similarly, the financial models are updated regularly.

Our portfolio managers follow a team-based decision-making approach while constructing portfolios. The strategies are governed by tightly defined, quantifiable filters, which help reduce individual dependency. This philosophy is in-grained in each of the investment team members. The individual portfolio manager works closely with the Chief Investment Officer ("CIO") before making any changes in the portfolio/strategy.

The CIO is responsible for overseeing the entire research process. All decisions of portfolio construction are taken by the portfolio managers from stocks within the approved universe in consultation with the CIO.

#### Key Investment Strategies

Set forth below are details of our top three strategies within our equity investment management and advisory business segment:

### Indian Entrepreneur Strategy:

The Indian Entrepreneur Strategy invests into quality Indian entrepreneurial businesses. Entrepreneurs drive the business growth. Sustainable Growth is the key attribute that generates value.

### Growth Strategy:

The growth strategy invests predominantly into businesses with a large "size of opportunity".

### India Select:

The strategy focuses on four key business attributes to ensure true diversification within equity as an asset class. The strategy represents a mix of size of opportunity, earnings growth, quality of the business and value; to achieve optimal balance. The strategy invests into best ideas from each of the four business attributes to make a portfolio of total of around 20 stocks.

The table below provides key information on our top three strategies over the periods specified:

### Key information:

Strategy	Inception Date	AUM as of March 31, 2018 (₹ In Million)
IEP	January 2010	48,667.72
Growth	January 2001	10,781.79
India Select	January 2010	24,394.70

IEF, which is a share class of IEOF (a Mauritius-domiciled fund), for which we act as advisor, was rated 5-star by Morningstar as of March 31, 2018. IEF follows the investment strategy of our Indian Entrepreneur Strategy.

### Benchmark analysis:

The following table shows the Composite Returns (net of fees and expenses) of our top three strategies offered under our asset management segment, compared with the relevant benchmarks:

Strategy	Financial Year 2018	Financial Year 2017	Financial Year 2016	Financial Year 2015	Financial Year 2014	5 Year CAGR (FY14 to FY18)	Since Inception CAGR till May 31, 2018 <sup>(1)</sup>	Inception Date
<b>IEP</b>	14.52%	24.14%	(4.51)%	73.03%	34.50%	25.85%	21.15%	January 25, 2010
BSE 500	11.82%	24.02%	(7.82)%	33.19%	17.08%	14.79%	9.97%	
Nifty	10.25%	18.55%	(8.86)%	26.65%	17.98%	12.21%	9.56%	
<b>India Select</b>	12.67%	23.96%	(1.60)%	73.01%	38.66%	26.93%	19.17%	January 4, 2010
BSE 100	10.62%	21.17%	(8.96)%	28.32%	18.11%	13.08%	8.90%	
Nifty	10.25%	18.55%	(8.86)%	26.65%	17.98%	12.21%	9.49%	
<b>Growth</b>	16.18%	31.99%	(2.77)%	63.59%	23.87%	24.74%	21.59%	January 29, 2001
Nifty	10.25%	18.55%	(8.86)%	26.65%	17.98%	12.21%	12.74%	

### Note:

The above returns are Composite Returns of all Integrated Clients. Composite Returns refers to the average time weighted rate of returns of all Integrated Clients invested in the respective strategies. Integrated Clients refers to all clients whose portfolios are fully deployed and the portfolio holdings and weights resemble the investment philosophy and objective of the respective strategy. Returns for individual client may differ depending on time of entry in the strategy. Past performance may or may not be sustained in future and should not be used as basis for comparison with other investments.

(1) The CAGR for the respective benchmarks is from the inception date of the corresponding strategy.

### Fee structure

For our equity investment management and advisory business, we receive fixed fees at the rate of up to 2.5% per annum of average AUM and a variable fee comprising up to 1.5% fixed on average AUM and up to 20% of outperformance above a pre-specified hurdle rate (i.e. a minimum rate of return). In addition, we charge exit loads for withdrawals at the rate of 3% (for withdrawal within one year); 2% (for withdrawal after one year but two years); and 1% (for withdrawal after two years but prior to three years).

## Clients

Our clients for our equity investment advisory and management business are primarily HNIs and UHNIs. The following table provides certain details in relation to our clients for the dates specified:

	March 31, 2018	March 31, 2017	March 31, 2016
No. of Client Accounts	12,046	9,256	5,245
Average ticket size per Client Account (₹ Million)	8.44	8.65	8.56

## Distributors

We market our products both through our in-house distribution teams that is spread across six branches and through external distributors. Our external distribution partners include leading domestic and international banks and financial services companies. As of March 31, 2018, third party distributors accounted for 60.40% of our Domestic Equity AUM, which has grown from 14.65% as of March 31, 2014. The table below provides certain details in relation to our distribution network:

	March 31, 2018	March 31, 2017	March 31, 2016
No. of third party distributors	53	47	40

The table below details our Equity AUM trend for the periods mentioned:

Particulars	FY2018	FY2017 (₹ in millions)	FY2016
Domestic(A)	101,611.80	80,032.58	44,871.03
Offshore(B)	24,784.59	22,985.34	17,993.01
Equity investment management and advisory (C=A+B)	126,396.39	103,017.92	62,864.03

The table below details our domestic inflows trends for the periods mentioned:

	FY2018	FY2017 (₹ in millions)	FY2016
Sales	31,872.91	28,788.18	21,995.80

The table below details our domestic AUM mix based on fee structure for the periods mentioned:

	As at March 31, 2018	As at March 31, 2017 (₹ in millions)	As at March 31, 2016
Fixed	92,424.42	73,739.71	39,346.68
Performance	9,187.38	6,292.87	5,524.35
<b>Total</b>	<b>101,611.80</b>	<b>80,032.58</b>	<b>44,871.03</b>

The table below details our offshore AUM mix based on fee structure for the periods mentioned:

	As at March 31, 2018	As at March 31, 2017 (₹ in millions)	As at March 31, 2016
Fixed	11,076.84	10,180.39	7,432.45
Performance	13,707.76	12,804.95	10,560.55
<b>Total</b>	<b>24,784.59</b>	<b>22,985.34</b>	<b>17,993.01</b>

The table below details our domestic AUM for in-house and third party products for the periods mentioned:

	As at March 31, 2018	As at March 31, 2017 (₹ in millions)	As at March 31, 2016
In-house	40,235.95	31,779.16	20,159.19
Third party channels	61,375.85	48,253.42	24,711.84
<b>Total</b>	<b>101,611.80</b>	<b>80,032.58</b>	<b>44,871.03</b>

The table below provides a detailed breakdown of our client equity investment management and advisory domestic accounts:

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
NRI Client Account	575	416	418
Individual – Resident Client Account	10,887	8,363	4,553
Corporate Client Account	584	477	274
<b>Total number of Client Accounts</b>	<b>12,046</b>	<b>9,256</b>	<b>5,245</b>

### Property Investment Management and Advisory

In our property investment management and advisory business, we manage and provide advice on property focused funds, focusing on the residential segment in MMR, NCR, Pune, Bengaluru, Chennai and Hyderabad. Through our property investment management and advisory, we invest into project level SPVs along with established real estate development companies (that undertake the construction of the projects). Our funds focus on active asset management (whereby we can nominate directors to the board of the SPV) and control investments for cost optimisation, quality and timely delivery of projects. We typically invest in optionally convertible debentures that carry a fixed coupon rate.

Some of the key real estate developers that we have entered into arrangements with through our funds are: Kolte Patil, Godrej Properties, Puravankara, Paranjape, Shriram Properties, Eldeco Properties, Mantri and Rajesh Lifespaces. We invest at the project level in separate SPVs for efficient risk management/controlled investment.

We further seek to manage risk by selecting partners whom we believe are able to deliver as per their commitment to their end use customers. We base our selection of developers and projects on the following parameters:

- Developer quality – we assess the quality of a developer by taking into account factors such as (i) the number of years of experience, (ii) the delivery track record, (iii) reputation and brand name and (iv) whether the developer has a sound financial track record.
- Location – the project must be located in one of the six areas of MMR, NCR, Pune, Bengaluru, Chennai and Hyderabad.
- Entry price.
- Relationships – we focus on scalable developers that have the capacity to take on multiple investment projects as we believe in repeat investments and developing lasting relationships with developers.

Further, in order to manage our risks, our investment guidelines typically provide that a single project should not exceed 25% of the fund corpus; the fund's exposure to a developer group should not exceed 30% of the fund's corpus; and investments in any of the metro cities (NCR, MMR and Bengaluru) should not exceed 40% of the fund's corpus and investments in any emerging metro cities (i.e., Chennai, Hyderabad and Pune) should not exceed 30% of the fund's corpus.

### Fee structure

For our property investment management and advisory business, we receive fixed fees at the rate of up to 2% of average AUM and up to 20% performance fee with full catch up above a pre-specified hurdle rate.

### Our funds

Our funds have been set up as determinate trusts under the Indian Trusts Act, 1882. ASKPIA is registered with SEBI as Portfolio Manager under the PMS Regulations.

Set forth below are the details of the portfolios / funds sponsored, managed and/or advised by us as of March 31, 2018:

Name of the Fund / Portfolio Strategy	Total no. of investments	No. of exits	Date of Final Closing	Amount raised till Final Closing (₹ millions)	Amount Invested (₹ millions)	Amount Returned (₹ millions)	Average Ticket Size (₹ Millions)
ASK REPMS	7	6	December 2009	3,171.80	3,087.50	5,377.50	7.39
ASK RESOF	10	2	June 2012	9,645.04	8,696.55	6,313.11	12.18
ASK RESOF II	5	0	January 2016	13,725.04	5,248.73	44.26	48.67
ASK IRESOF (Offshore) <sup>(1)</sup>	4	1	March 2016	5,333.62	1,788.00	1,198.92	666.75
ASK RESSF	1	0	March 2018	8,982.00	585.00	-	67.03

Name of the Fund / Portfolio Strategy	Total no. of investments	No. of exits	Date of Final Closing	Amount raised till Final Closing (₹ millions)	Amount Invested (₹ millions)	Amount Returned (₹ millions)	Average Ticket Size (₹ Millions)
<i>Specific Identified Investment Opportunity PMS<sup>(2)</sup></i>							
ASK REPMS II	1	1	February 2014	658.00	658.00	1,214.00	
ASK REPMS III	2	0	June 2017	1,003.00	1,003.00	-	

Note:

- (1) This is managed by our Singapore entity.
- (2) A specified identified investment opportunity PMS is a fund that invests in a single identified property project.

Further, ₹ 6250 million of NCDs were raised by us till March 2018 for investments in real estate developments.

Further, our investors have repeatedly entrusted us with their investments and the below table shows the share of repeat investors in our funds:

	RESOF	RESOF - II	RESSF - I
<b>Share of Corpus raised from repeat investors*</b>	28.35%	44.34%	26.33%

\*Percentage share of repeat investors reflects repeat investments in more than one domestic fund

### Private Equity (ASK Pravi)

ASK Pravi is a 50:50 joint venture between ASK Group and Pravi Capital Advisors LLP. Our private equity business is sector-agnostic and focused on "active-investing" in unlisted, small and fast-growing businesses that benefit from India's domestic consumption growth. It currently has ten portfolio investments and abides by a strict transaction selection criteria. There also is a limit of 15% of the fund for a single company, and a single sector investment limit of 33% of the fund.

### Our Wealth Advisory and Distribution Segment

ASKWA, our wealth advisory and distribution subsidiary provides wealth advisory and distribution services to the HNI and UHNI segment in India. ASKWA has its own investment committee. We have a long-standing HNI, UHNI and family office client base for our wealth advisory and distribution segment. Through ASKWA we focus on advisory led investment solutions as opposed to product specific solutions, and on long term wealth creation through disciplined investment techniques rather than short term gain. We seek to partner with clients to help them meet their long term financial goals around wealth creation, preservation and transfer to the next generation by investing their surplus wealth into quality financial products that have the ability to generate long term compounding returns over many years. ASKWA is a SEBI Registered Investment Advisor.

Within this segment, our services fall into three categories:

- wealth distribution, whereby we offer both in-house (i.e., products of our asset management segment) and third-party products to our HNI and UHNI clients, depending on their requirements and preferences;
- wealth advisory, wherein clients give us a portion of their wealth to be invested as per our asset allocation recommendation across asset classes; and
- family office, wherein clients give us a full investment mandate at a fixed or variable fee. We also provide a comprehensive product offering within wealth planning services, such as estate planning, tax and business structuring and property investment services. While we operate in the HNI and UHNI segment in India, we also have NRI clients for this segment.

### *Investment philosophy*

Our goal is to be the trusted advisor of choice for our clients by investing their money in a manner that preserves capital and delivers long-term returns. The selection of quality investment products is a critical process in order to achieve this goal. We strive to ensure there are no conflicts of interest or biases when we recommend investment products to our clients. In addition, we also follow a research methodology that qualifies and rates each investment product based on our in-house investment philosophy.

We follow an open architecture model, whereby we offer both in-house and third party products to our clients. This open architecture model provides us with the opportunity to present a diversified product mix to our clients. For our wealth advisory and distribution business, we broadly categorise our asset classes into Equity, Alternate

and Income and offer products within these classes, depending upon the requirement and preferences of our clients. Set forth below is a table showing the break-up of the AUM of our wealth distribution and advisory segment between the various asset classes for the dates mentioned:

Asset Class	FY2018 (₹ million)	FY2017 (₹ million)	FY2016 (₹ million)
Equity	105,391.97	77,452.80	52,465.56
Income	64,454.35	50,640.41	24,910.21
Alternates	37,610.19	31,849.28	28,542.53
<b>Total</b>	<b>207,456.52</b>	<b>159,942.49</b>	<b>105,918.30</b>

Set forth below is a table showing the break-up of the AUM of our wealth advisory and distribution segment according to our in-house proprietary products and external products for the dates mentioned:

Particulars	FY2018 (₹ million)	FY2017 (₹ million)	FY2016 (₹ million)
In-house products	66,028.01	56,524.96	44,189.52
External products	140,428.51	103,417.53	61,728.78
<b>Total</b>	<b>207,456.52</b>	<b>159,942.49</b>	<b>105,918.30</b>

### Clients

We follow robust client acquisition and management processes within ASKWA. Client lead generation is conducted by senior in-house relationship manager team and ASKWA senior management. As of March 31, 2018, 49.03% of our wealth advisory and distribution client families have been our clients for more than five years. Further, as of March 31, 2018, the client persistency ratios for our wealth advisory and distribution business was 94.43% for clients originated in Financial Year 2014, 98.16% for clients originated in Financial Year 2015, 97.41% for clients originated in Financial Year 2016 and 97.42% for clients originated in Financial Year 2017.

The following tables provide some key information relating to our wealth advisory and distribution segment:

#### No. of Clients

Particulars	FY2018	FY2017	FY2016
No. of Client families	1,809	1,473	1,235

#### Gross Inflow Trend

Particulars	FY2018	FY2017	FY2016
Gross Inflow (excluding Liquid MF)	70,725.92	43,222.71	35,201.57

#### RM Productivity

Particulars	FY2018	FY2017	FY2016
Average AUM per RM	5,459.38	4,998.20	3,782.80
Revenue per RM	34.81	30.75	25.15

#### AUM per Client families

Particulars	FY2018	FY2017	FY2016
Average AUM per Client families	114.68	108.58	85.76

### Client Retention ratio

Year	Client Retention
FY16	98.16%
FY17	97.41%
FY18	97.42%

### Fee structure

The revenue for our wealth advisory and distribution segment is derived from commission earned from the distribution of investment products, annuity incomes and advisory fees from clients. This ensures predictable and stable annuity-based revenues from client AUM across the length of the client relationship.

### Our Non-Banking Financial Company Segment

In addition to our strengths in asset management and wealth management, we received RBI approval in FY2017 for our non-banking financial company, ASKFH. ASKFH commenced commercial operations in FY2018. Through our NBFC business, we aim for greater synergies across our existing business model.

In respect of our asset management and wealth advisory and distribution business, we believe that the addition of our non-banking financial company complements our current product and offers another avenue for investment for clients who wish to take on exposure to fixed income products.

In respect of our property investment business, we aim to leverage on our relationships with real estate developers in India. These real estate developers issue instruments such as non-convertible/convertible debentures for their capital raisings, which ASK Financial Holdings will aim to subscribe to. Such debentures are also issued from time to time by companies in other industries as well. We then aim to on-sell these secured high yield instruments to our HNI/UHNI/corporate clients as fixed income instruments.

We intend to expand our NBFC operations to further diversify our revenue streams and leverage on our existing client relationships. We view our NBFC business as a fee-based business wherein we originate the debt instruments with a view to on-selling them to our client base.

We intend to utilize a portion of the proceeds of the IPO for further expansion of our NBFC business (for details, see "*Objects of the Offer*").

### **Our International Operations**

We have expanded our operations to the overseas markets to manage India-focused investments of foreign investors (in particular NRIs). We advise offshore funds mainly based out of Mauritius from India and also manage/advise offshore funds through our subsidiary in Singapore, which is a registered fund management company, which enables us to cater to multiple classes of investors (such as HNI, institutions, family office, pension funds, funds of funds and sovereign wealth funds) across Asia, the Middle East, Africa and Europe.

ASK Capital Management, our wholly owned subsidiary in Singapore, was incorporated in 2012 and gained a registered fund management company license in July 2013, and in June 2016 received in principle approval for a full Capital Markets Services (CMS) License from MAS to market and manage vehicles from all our asset class segments. ASK Capital Management is an India-focused fund manager, and its focus is serving institutions, distributors, private banks and family offices. It manages ASK India RE Special Opportunities Fund (IRESOF), ASK India Opportunities Fund 1 (AIOF1), India RE Special Situations Fund (IRESSF), and a Mauritius domiciled Fund of Funds, ASK Global Strategies Fund. Through ASK Capital Management, we have entered into an arrangement with a large international bank through which they can sell our products to pooled funds of their clients.

Our representative office in Dubai disseminates information about our products. It has a Representative Office License from Federal Ministry of Commerce (UAE), allowing us to disseminate information on our products.

### **Awards**

For details of the key awards and accreditations received by us in the past five years, see "*History and Certain Corporate Matters – Awards and Accreditations in the Last Five Years*" on page 184.

### **Competition**

We face competition from asset management, wealth advisory and distribution and non-banking finance companies, domestic and multinational banks with private banking operations that target the HNI and UHNI segment in the India.

Some of our key competitors are part of diversified financial institutions and may have greater resources and offer a broader range of services than ours. In our overseas business, we compete with many well-established international asset managers for opportunities to manage assets dedicated to India.

### **Compliance**

Our compliance team aims to ensure that we and the funds managed by us comply with applicable regulations primarily including the SEBI PMS Regulations, the SEBI AIF Regulations, SEBI IA Regulations and various circulars and notifications issued by SEBI from time to time. The RBI has also issued the Master Direction - Know

Your Customer (KYC) Direction, 2016, dated February 25, 2016 as amended (the “**NBFC KYC Directions**”) which require all NBFCs to adopt policies, depending upon the activity undertaken by them, which ensure proper framework on KYC and anti-money laundering measures is put in place. The KYC policies are required to have the following key elements, namely, customer acceptance policy, customer identification procedures, monitoring of transactions, risk management and adherence of KYC guidelines by the persons authorized by NBFCs including brokers/agents. For further details, see “*Regulation and Policies in India*” on page 179.

The compliance function of each respective business unit is managed by a designated compliance officer for the respective business, who has a line of reporting to the Group CFO and the Head of Compliance. The primary responsibilities of the compliance team include ensuring compliance with the applicable regulations, designing, implementing and monitoring required policies, processes and controls, reporting of statutory reports, forms and other documents to instill a culture of compliance in the Company.

## **Risk Management**

Our risk management practices have been designed and implemented to take into consideration the varying needs of our organization, operating structure, business operations and regulatory requirements. Our risk management philosophy clearly defines the three lines of defence within the organization. Our policy details our approach to the risk management and the roles and responsibilities of all stakeholders. The Audit Committee is responsible for overseeing the risk management framework, reviewing the key risks and mitigation strategies, and ensuring the effectiveness of risk management policies and procedures. Risk assessment and mitigation strategy is an integral part of the organization’s annual business reviews. The key risk management activities include management of investment risk, operational and regulatory risk and business continuity and disaster recovery management. We have a programme for risk and self-assessment whereby risk owners are involved in the ongoing assessment and improvement of risk management and controls. Additionally, internal audit carries out internal control reviews and provides an independent report to the audit committee on the adequacy and effectiveness of the risk management and internal controls of the organization. Our statutory auditor carries out a review of our internal controls over financial reporting to the extent of the scope laid out in their audit plans. Any material non-compliance and internal control weaknesses are reported to the audit committee.

Our risk management framework with respect to our asset management business (equity investment and advisory, property investment and advisory) and wealth advisory and distribution business is detailed below.

### Equity investment and advisory

As capital preservation is a key objective of our investment philosophy, our investment approach, stock selection approach and investment philosophical framework are all designed to avoid a risk of permanent loss of capital. Our approach is to look for long-term growing value rather than a short-term transaction, which also has material implications for reducing risk.

For equity asset management, the Investment Committee (IC) defines the Investment risk framework that the risk manager uses as a guidance to monitor each portfolio construct including the stop loss triggers and overall liquidity of the portfolio. Every new concept that is proposed by the investment team is reviewed and approved by the IC and is monitored by a risk manager to ensure a high degree of purity and discipline. In the case the underperformance of a stock or a concept, the committee discusses and reviews the reasons for the same and monitors them closely with the support of risk manager. We identify, isolate, quantify and implement during stock selection key value-creating traits in a business in order to materially reduce risk.

In addition, we emphasize the rigor of the investment process and therefore ensure that we see and monitor that most positions in a portfolio perform, rather than just a few stars generating most of the returns of a portfolio.

### Property investment and advisory

Our risk management framework entails risk management at pre-investment and post-investment stages. In the pre-investment stage, risk is analysed and mitigated through detailed analysis done by asset / investment management team. A comprehensive report is then presented to the Investment Committee (“**IC**”) for their review and approval.

#### *Pre-investment stage*

The pre-investment stage involves the following:

- a) Partner selection criteria are a function of analysing parameters like track record, financial performance, corporate governance, stakeholder satisfaction and brand value.
- b) Undertaking market feasibility (site, location and catchment analysis), SWOT (Strengths, Weaknesses, Opportunities and Threats) analysis, technical due diligence, risk assessment and financial feasibility study.
- c) Finalisation of the investment terms and structure based on cash flows and detailed risk analysis /mitigants.
- d) Legal and corporate due diligence is conducted.

#### *Post-investment stage*

Post-investment risk is managed through an analysis of projected versus actual performance in terms of approvals, construction progress, sales, collections, timelines and financial performance including cash flows of the project and the company.

#### Wealth advisory and distribution

Our risk management framework for this business is built around the following three components:

#### *Asset allocation and client profile*

Investment advisory process takes into account varying level of client risk and returns expectation. Long term expected returns for various asset classes and sub asset class (like large cap/mid cap stocks) are studied and overlaid with forward looking expectations based on structural factors.

With an objective of providing real post-tax returns to all investors, we have categorised investors into five Profiles. These profiles are formed with varying returns and portfolio volatility objectives achieved through mixing various asset classes and the objective of advisory portfolios is to outperform benchmark performance.

#### *Tactical reallocation in advisory portfolio*

This is done at regular intervals by presenting to IPC on the following parameters:

- a) Macroeconomic update covering key domestic and global data points, market valuation indicators, liquidity, regulations, views from analyst community;
- b) Asset allocation between multiple asset classes like equities and fixed income;
- c) Sub-allocation deviations based on market cap / product types; and
- d) Interest rate views leading to increase/decrease in duration of fixed income portfolio

#### *Superior product and manager selection*

This is a two step process as outlined below:

- a) Basic diligence involves a study of product terms and features, the investment manager profile, past experiences and performance and suitability of the product based on prevailing market conditions/IPC views.
- b) Enhanced due diligence involves a detailed study of product documents, legal and regulatory forms, client servicing / operations and compliance-related parameters. The product is then presented to and approved by IPC.

#### **Information Technology**

We recognize the importance, disruption capabilities and benefits of information technology in our industry and have invested in maintaining reliable and advanced information technology systems to improve our operations and efficiency. We are committed to providing quality services to our customers by leveraging information technology. We use CRM (Customer Relationship Management) system allowing us to effectively manage our

customer servicing, relationship management, and providing us decision-making and operational support. This system is also capable of being used via mobile, tablet and other digital devices. Further, our comprehensive knowledge management system has been developed to access and track companies to conduct the investment process. In addition, we utilize subscribed market information systems. Also, we have automated systems for our core financial accounting, risk management, document management and human resource management through the full life cycle.

We use information technology to improve our efficiency of our business processes and our distribution capabilities. We intend to continue to evaluate and make investments in our Information Technology systems, including our backup systems, to improve our operational efficiency, customer service and decision making process and to reduce the risk of system failures and the negative impacts these failures may have on our business.

Considering the nature of the business and our scale of operations, we seek to ensure that we are able to perform our key operations in the event of disaster or other similar contingencies. To ensure that there is minimal impact in the event of any contingency, we have devised a resilient disaster recovery and business continuity plan which is tested on regular basis. We conduct regular security assessments and checks to keep us informed about decision making towards reducing risk.

### **Insurance**

We maintain insurance policies with third party insurers. Our principal types of coverage include comprehensive general liability, group personal accident and group health insurance. We also maintain insurance for our directors' and officers' liability up to a cap of ₹ 320 million for any one claim or in the aggregate for all claims made.

### **Intellectual Property**

We have registered our “ASK” logo with the Trademark Registry in Mumbai and have been granted a certificate of registration, valid in India until July 19, 2027, under classes 16 and 36. Further, we hold 16 trademarks, under classes 16, 35, 36 and 38 (including our “ASK” logo). Additionally, we have also applied for six trademarks under various classes with the Trademark Registry, Mumbai, which are currently pending. See “*Risk Factors – While we have registered certain trademarks used by us for our business, any inability to protect our intellectual property from third party infringement may adversely affect our business prospects*” on page 35 of this Draft Red Herring Prospectus.

### **Human Resources**

As of March 31, 2018, we had 200 employees. We strive to maintain a work environment that fosters professionalism, integrity, excellence and cooperation among our employees.

The following table sets forth details of our employees as of March 31, 2018:

<b>Function</b>	<b>Number of employees</b>
Management	5
Office assistants	10
Finance and accounts	10
Compliance, legal and secretarial	8
HR and infrastructure	6
Information technology	5
Marketing	2
Business development	24
Product and investment advisory	19
Client service and operations	44
Investment and dealing	16
Relationship management	38
Real estate – investment, asset management	13
<b>Total</b>	<b>200</b>

### **Corporate Social Responsibility**

We have adopted a Corporate Social Responsibility policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. We have been engaged in the

areas of healthcare through funding of Cancer Patients Aid Association and also in area of rural development by voluntary employee participation and support for various projects of Habitat for Humanity around Mumbai.

### **Properties**

Our Registered and Corporate Office is located at Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, and is leased by our Company. As of March 31, 2018, we had 20 offices and branches across India and Singapore, that are located on leased premises, and a representative office in Dubai.

## REGULATIONS AND POLICIES IN INDIA

*The following description is a summary of certain sector specific laws and regulations in India, which are applicable to us. The information detailed in this chapter has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. This description may not be exhaustive, and is only intended as a substitute to provide general information to investors, and is neither designed, nor intended as a substitute for professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions. For further details see, “Government and other Approvals”, on page 493.*

*The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

### **Securities and Exchange Board of India, 1992 (the “SEBI Act”)**

The SEBI Act deals with the powers and functions of the SEBI. The broad functions of SEBI are to protect the interest of investors investing in securities and to regulate and promote the development of the securities market, by such measures as it thinks fit. In relation to stock exchanges, the SEBI Act, entrusts SEBI with the power to regulate the business in stock exchanges and any other securities markets, call for information, inspect, conduct inquiries and audit of the stock exchanges and by an order, for reasons to be recorded in writing, in the interest of investors or securities market, either pending investigation or inquiry or on completion of such investigation or inquiry, take measures to suspend any office-bearer of any stock exchange or self-regulatory organisation from holding such position.

### **Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993 (the “SEBI PMS Regulations”)**

The SEBI PMS Regulations govern the functioning of portfolio managers, where ‘portfolio’ means the total holdings of securities belonging to any person and a ‘portfolio manager’ is a person who pursuant to a contract or arrangement with a client, advises or directs or undertakes on behalf of the client (whether as a discretionary portfolio manager or otherwise), the management or administration of a portfolio of securities or the funds of the client, as the case may be. In terms of the SEBI PMS Regulations, any person proposing to provide any portfolio manager services is required to be registered as a ‘portfolio manager’ with SEBI. Initially, a certificate of registration under the SEBI PMS Regulations was valid for a period of three years from the date of its issue. However, pursuant to the Securities and Exchange Board of India (Change in Conditions of Registration of Certain Intermediaries) (Amendment) Regulations, 2016, the certificate of registration, once granted, is valid until it has been suspended or cancelled by SEBI. In terms of the SEBI PMS Regulations, in order to determine whether the portfolio manager is a fit and proper person, SEBI may take into account the criteria as laid down in the Securities and Exchange Board of India (Intermediaries) Regulations, 2008.

The SEBI PMS Regulations require the portfolio manager to segregate each client’s funds and portfolio of securities and keep them separately from his own funds and securities and be responsible for safe keeping of the client’s funds and securities. The portfolio manager, before taking up an assignment of management of funds or portfolio of securities on behalf of the client, is required to enter into an agreement in writing with the client clearly defining the *inter se* relationship and setting out their mutual rights, liabilities and obligations relating to the management of funds or portfolio of securities containing the details specified in the SEBI PMS Regulations. For the purposes of investment and management of portfolios, the portfolio manager is required to adhere to the terms and conditions specified in the agreement between the client and the portfolio manager.

Prior to entering into such agreement, the portfolio manager must provide to the client a disclosure document specified in the SEBI PMS Regulations, which shall contain portfolio risks, complete disclosures in respect of transactions with related parties as per the accounting standards specified by the ICAI in this regard and the financial performance of the portfolio manager based on the audited financial statements and the portfolio management performance of the portfolio manager for the immediately preceding three years. This disclosure document should be certified by an independent chartered accountant and filed with SEBI before circulation and before issuance to any other party, and every six months thereafter or earlier, in the event of a material change in the document.

The portfolio manager shall, in compliance with the SEBI PMS Regulations, furnish periodic reports to the client which shall contain all necessary details of the portfolio so being managed for the clients. In addition, every

portfolio manager is required to abide by the code of conduct laid down in the SEBI PMS Regulations. A portfolio manager is required to ensure fair treatment to all its clients. Further, in order to observe high standards of integrity and fairness in all its professional dealings, the portfolio manager must under all circumstances avoid any conflict of interest in his decisions in the capacity of a portfolio manager and accordingly disclose to his clients all such circumstances, as and when a conflict of interest may arise.

### **Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012 (the “SEBI AIF Regulations”)**

The SEBI AIF Regulations, notified on May 21, 2012, define an AIF as any fund established or incorporated in India, which is a privately pooled vehicle that collects funds from investors (Indian and foreign) for investing according to an investment policy for the benefit of its investors. An AIF may be registered as a Category I AIF, a Category II AIF or a Category III AIF based on the sectors in which it invests and whether it undertakes leverage or borrowing. A Category II AIF cannot undertake leverage or borrowing other than as permitted under the SEBI AIF Regulations. A Circular no. CIR/IMD/DF/10/2013 dated July 29, 2013 was also subsequently issued for operational, prudential and reporting requirements for AIFs. Certain amendments were also made to the SEBI AIF Regulations on September 16, 2013. Pursuant to SEBI circular dated June 19, 2014, certain clarifications on the SEBI AIF Regulations were notified to increase transparency to the investors and provide reporting norms for AIFs.

The SEBI AIF Regulations also provide for investment conditions and restrictions including relating to the minimum corpus of each scheme, and continuing interest of the manager or sponsor. Under the SEBI AIF Regulations, a ‘manager’ is a person or an entity who has been appointed by the AIF to manage its investments. The manager of the AIF can also be the sponsor of the AIF. For Category I and II AIFs, the manager or the sponsor of the AIF are required to maintain a continuing interest in the AIF of not less than 2.5% of the corpus or ₹50 million, whichever is lower. For Category III AIFs, the manager or the sponsor of the AIF is required to maintain a continuing interest in the AIF of not less than 5% of the corpus or ₹100 million, whichever is lower. A certificate of registration, with SEBI, is mandatory for an entity or a person to act as an AIF and such certificate shall be granted, subject to compliance with the requisite conditions under the SEBI AIF regulations. The registration of the AIF is also dependent on the ability of the manager to effectively discharge its activities by having the necessary infrastructure and man power. The manager is required to be a ‘fit and proper person’, based on the criteria specified in the Securities and Exchange Board of India (Intermediaries) Regulations, 2008. The obligations of the manager include maintenance of records, addressing the complaints of the investors, taking steps to address conflicts of interest, ensuring transparency and providing all information sought by SEBI. The manager is also required to establish and implement written policies and procedures to identify, monitor and appropriately mitigate conflicts of interest throughout the scope of business. If the corpus of an AIF is more than ₹5,000 million, the manager, sponsor or AIF is required to appoint a custodian registered with SEBI for safekeeping of securities. However, irrespective of the size of the corpus of the AIF, the sponsor or manager of category III AIF shall appoint such custodian.

### **Securities and Exchange Board of India (Investment Advisers) Regulations, 2013 (“SEBI IA Regulations”)**

The SEBI IA Regulations, notified on January 21, 2013, specify conditions for registration, certification, capital adequacy, risk profiling and suitability, disclosures to be made, code of conduct, records to be maintained and manner of conducting inspection for acting as an investment advisor. In terms of the IA Regulations, no person shall act as an investment advisor or hold itself out as an investment advisor unless he has obtained a certificate of registration from SEBI on and from the commencement of IA Regulations unless an exemption specifically applies. If any person found to be engaged in providing investment advisory services without getting registered with SEBI, appropriate action as deemed fit, under the SEBI Act, 1992 may be initiated.

### **Key regulation applicable to NBFCs registered with the RBI**

As an NBFC, our Subsidiary, ASKFH is primarily governed by the RBI Act and the Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, dated September 1, 2016, as amended (the “NBFC-ND Master Directions”) and the various circulars, notifications, guidelines and directions issued by the RBI from time to time.

The RBI is entrusted with the responsibility of regulating and supervising NBFCs. The RBI Act defines an NBFC as (i) a financial institution which is a company; (ii) a non-banking institution which is a company and which has, as its principal business of receiving of deposits, under any scheme or arrangement or in any other manner, or

lending in any manner; or (iii) such other non-banking institution or class of such institutions as the Bank may, with the previous approval of the Central Government and by notification in the Official Gazette specify.

A company would be categorized as an NBFC if it has net owned fund of ₹ 2,500,000 or such other amount, not exceeding ₹ 10,000,000, as the RBI may, by notification in the official gazette, specify. All NBFCs are required to obtain among other things, a certificate of registration from the RBI and have the minimum net owned funds as stipulated by the RBI, before commencement of operations as NBFCs.

The NBFC-ND Master Directions 2016 prescribe guidelines regarding income recognition, assets classification, provisioning requirements, credit concentration norms and capital adequacy requirements. The NBFC-ND Master Directions 2016 are applicable to all NBFCs having total assets less than ₹ 5,000 million. The RBI has also issued Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016, dated September 29, 2016, as amended, which provide detailed instructions in relation to submission of returns, including their periodicity, reporting time, due date, purpose and the requirement of filing such returns by various categories of NBFCs, including an NBFC-ND.

The RBI has also issued the Master Direction - Know Your Customer (KYC) Directions, 2016, as amended (the “**NBFC KYC Directions**”) which require all NBFCs to adopt policies, depending upon the activity undertaken by them, which ensure proper framework on KYC and anti-money laundering measures is put in place. The KYC policies are required to have the following key elements, namely, customer acceptance policy, customer identification procedures, monitoring of transactions, risk management and adherence of KYC guidelines by the persons authorized by NBFCs including brokers/agents.

## **Other regulations**

### **The Prevention of Money Laundering Act, 2002, as amended (the “PMLA”)**

The PMLA was enacted to prevent money laundering and to provide for confiscation of property derived from, and involved in, money laundering. In terms of the PMLA, whosoever, directly or indirectly, attempts to indulge or knowingly assists or knowingly is a party or is actually involved in any process or activity connected with the proceeds of crime and projecting it as untainted property shall be guilty of the offence of money laundering. The PMLA also provides for power of summons, search and seizure to the authorities under the PMLA. Further, SEBI through a Master Circular dated July 4, 2018 has issued guidelines on Anti-Money Laundering (“**AML**”) Standards and Combating the Financing of Terrorism (“**CFT**”) Obligations on all intermediaries registered under Section 12 of the SEBI Act. These guidelines were issued pursuant to the recommendations that were made by the Financial Action Task Force (“**FATF**”) on anti-money laundering standards.

#### *Certain other regulations and guidelines*

### **Association of Mutual Funds in India (“AMFI”) Guidelines**

AMFI is an association that recommends and promotes best practices and code of conduct to its members, and issues guidelines in consonance with the SEBI Master Circular on mutual funds dated May 11, 2012 read with SEBI circular dated September 13, 2012. The primary objective of these guidelines is to ensure that mutual fund intermediaries do not use unethical means to sell, market or induce any investor to buy units of their scheme(s) and mobilize funds on the strength of professional fund management and good practices. These guidelines are mandatory. All such intermediaries are required to strictly comply with the Code of Conduct prescribed by AMFI.

In addition to the above, we may be required to comply with other laws in our ordinary course of business, including but not limited to, the Companies Act and the rules framed thereunder, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SEBI Insider Trading Regulations, the SEBI Takeover Regulations, the FEMA and the rules and regulations framed thereunder, and the SEBI circular MIRSD/ DR-1/ Cir- 16 /09 dated November 6, 2009 on the regulatory framework for market access through authorised persons. We are also required to comply with the provision of various labour laws, including the Employees’ Provident Fund and Miscellaneous Provision Act, 1952, state specific shops and establishment legislations, various tax related legislations and other applicable statutes for our day-to-day operations.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief history of our Company

Our Company was incorporated as ‘ASKRJ Investment Management Private Limited’ on August 9, 2004, as a private limited company under the Companies Act 1956, with a certificate of incorporation granted by the RoC. Pursuant to a resolution of our Board of Directors dated December 19, 2006 and a resolution of our shareholders dated March 24, 2007, the name of our Company was changed to ‘ASK Securities Management Private Limited’ and a fresh certificate of incorporation was issued upon a change of name by the RoC on April 18, 2007. Further, pursuant to a resolution of our Board of Directors dated November 8, 2007 and a resolution of our shareholders dated December 24, 2007, the name of our Company was changed to ASK Investment Managers Private Limited and a fresh certificate of incorporation was issued upon a change of name by the RoC on January 31, 2008. Subsequently, pursuant to a resolution passed by our shareholders on July 14, 2018 and a fresh certificate of incorporation issued by the RoC on July 26, 2018 our Company was converted to a public limited company and our name was changed to ‘ASK Investment Managers Limited’.

On February 24, 1986, our Promoters had incorporated ASK Investment and Financial Consultants Private Limited. Later, on March 28, 1994, our Promoters incorporated the Original PMS Entity (then known as ‘ASK Raymond James Securities (I) Limited’) which started the portfolio management services business in 1995. On August 4, 2007, pursuant to Scheme I (hereinafter defined) the portfolio management services undertaking of the Original PMS Entity (then known as ‘ASK Investment Managers Private Limited’) was transferred into our Company. Further on March 16, 2009, pursuant to Scheme II (hereinafter defined) ASK Investment and Financial Consultants Private Limited, among others, were merged with the Original PMS Entity and on September 18, 2012, pursuant to Scheme III (hereinafter defined) the Original PMS Entity (then known as ‘ASK Investment Holdings Private Limited’) was merged with our Company. For further details see, “**History and Certain Corporate Matters**” – “**Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc.**” on page 185.

Our Company is registered with SEBI as a Portfolio Manager under the SEBI PMS Regulations, bearing registration number INP000000043, dated November 24, 2015.

The registered office of our Company is situated at Birla Aurora, 16 Level, Office floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra, India.

As on date of this Draft Red Herring Prospectus, our Company has seven Subsidiaries and one Joint Venture.

### Business and management

For a description of our activities, investments, market segments, corporate profile, technology, capacity building, and competition see “*Our Business*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 159, 130 and 463, respectively. For details of the management and managerial competence of our Company, see “*Management*” on page 194.

### Changes in Registered Office

Details of prior changes in the registered office of our Company are as below:

Effective Date	Details of change	Reasons for change
January 4, 2016	The Registered Office of our Company was changed from Band Box House, 1 <sup>st</sup> Floor, 254-D, Dr. Annie Besant Road, Worli, Mumbai 400 025 to Birla Aurora, 16 Level, Office floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030	Increased business operations and consequent business efficiencies

### Our main objects

The main objects of our Company as contained in our Memorandum of Association are:

1. To carry on the business or of engage in portfolio management, securities investment advisor, research in various investment opportunities, financial consultancy, consultancy in investment and capital markets, consultancy in investment banking activities, consultancy in organizing, advising,

implementation of any undertaking business concerns, partnership firm, corporate bodies in India or anywhere in the world and any other related financial services.

2. To carry on the business of or engage in the business of brokerage and underwriting of, stocks, debentures, bonds, notes, units, obligations, warrants, negotiable instruments (herein after referred to as “the securities”) option, future and forwards, commodities, foreign exchange, money market instruments and instruments of any entity incorporated or unincorporated, or issued or guaranteed by any governments, public body or authority in any part of the world, asset management or in trusteeship/sponsorship of mutual funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment schemes/plans, employee welfare or compensation schemes/plans or any other plans.
3. To carry on the business as an investment company and acquire, hold, exchange, sell or otherwise deal in the securities, options, futures and forwards, commodities, foreign exchange, money market instruments and instruments of any description issued or guaranteed by any entity incorporated or unincorporated, or issued or guaranteed by any government, public body or any other authority in any part of the world.
4. To carry on the business of or engage in advising and implementing mergers, acquisitions, amalgamations, rehabilitation of any undertaking, business concerns, partnership firm, corporate bodies in India or anywhere in the world and organizing, advising providing services related to financial, marketing, infrastructure, branding, business promotion, fund management, relationship management, human resource management and other allied support services.

The main objects clause as contained in the Memorandum of Association enable our Company to undertake its existing activities.

#### **Amendments to our Memorandum of Association**

Since the incorporation of our Company the following changes have been made to our Memorandum of Association:

<b>Date of change/ Shareholders’ resolution</b>	<b>Nature of amendment</b>
April 18, 2007	Clause I of the MoA was amended to reflect the change of name from “ASKRJ Investment Management Private Limited” to “ASK Securities Management Private Limited”. Our Company changed its name to reflect the main activities/objectives of our Company more significantly and visibly.
May 21, 2007	The authorised share capital of our Company was changed from ₹50,000,000, comprising 5,000,000 Equity Shares of ₹10 each, to ₹50,000,000, comprising 4,000,000 Equity Shares of ₹10 each and 1,000,000 preference shares of ₹10 each.
January 31, 2008	Clause I of the MoA was amended to reflect the change of name from “ASK Securities Management Private Limited” to “ASK Investment Managers Private Limited”. Our Company changed its name to reflect the main activities/objectives of our Company more significantly and visibly.
September 18, 2012	The authorised share capital of our Company was increased from ₹50,000,000, comprising of 4,000,000 Equity Shares of ₹10 each and 1,000,000 preference shares of ₹10 each, to ₹100,010,000, comprising of 8,750,000 Equity Shares of ₹10 each and 1,251,000 preference shares of ₹10 each.
September 18, 2012	The objects clause of the MoA of our Company was amended to authorize our Company to engage in advising and implementing mergers, acquisitions, amalgamations, rehabilitation of any undertaking, business concerns, partnership firm, corporate bodies in India or anywhere in the world and organizing, advising providing services related to financial, marketing, infrastructure, branding, business promotion, fund management, relationship management, human resource management and other allied support services
September 29, 2012	The objects clause of the MoA of our Company was amended to authorize our Company to engage in the business of brokerage and underwriting of, stocks, debentures, bonds, notes, units, obligations, warrants, negotiable instruments, option, future and forwards, commodities, foreign exchange, money market instruments and instruments of any entity incorporated or unincorporated, or issued or guaranteed by any governments, public body or authority in any part of the world, asset management or in trusteeship/sponsorship of mutual funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment schemes/plans, employee welfare or compensation schemes/plans or any other plans

May 10, 2018	Pursuant to a special resolution passed by the shareholders on May 10, 2018, our Company subdivided its 8,750,000 Equity Shares of ₹ 10 each to 43,750,000 Equity Shares of ₹ 2 each and reclassified its 1,251,000 Preference Shares of ₹ 10 each into 6,255,000 Equity Shares of ₹ 2 each.
May 10, 2018	Pursuant to a special resolution passed by the shareholders on May 10, 2018, the authorised share capital of our Company was increased from ₹ 100,010,000, comprising 50,005,000 Equity Shares of ₹ 2 each, to ₹ 200,000,000, comprising 100,000,000 Equity Shares of ₹ 2 each.
July 14, 2018	Our Company was converted from a private limited company into a public limited company and consequently the name of our Company was changed from ASK Investment Managers Private Limited to ASK Investment Managers Limited. A fresh certificate of incorporation was granted by the RoC on July 26, 2018 pursuant to change in name of our Company.

### Total Number of Equity Shareholders of our Company

As on the date of this Draft Red Herring Prospectus, our Company has eight Shareholders. For further details on the shareholding of our Company, see “*Capital Structure – Notes to Capital Structure- Our shareholding pattern*” on page 105.

### Major events and milestones

The table below sets forth some of the major events in the history of our Company.

Calendar Year	Details
1994	The Original PMS Entity was incorporated by our Promoters
1995	We received a license under the SEBI PMS Regulations to carry on the activities as a Portfolio Manager
2004	Incorporation of our Company as “ASKRJ Investment Management Private Limited”
2006	We launched ASKWA, which provides wealth management and family office solutions
2007	The portfolio management services undertaking of the Original PMS Entity (then known as ‘ASK Investment Holdings Private Limited’) was transferred to our Company
2009	Incorporation of ASKPPIA, which provides real estate based investment advice
2011	We forayed into international markets by setting up ASKCMPTI in Singapore
2011	The Original PMS Entity partners with Pravi Capital Advisors LLP to start a private equity joint venture, ASK Pravi
2016	One of the subsidiaries, ASKFIH receives its NBFC License from RBI
2016	AI Global acquires a significant minority stake in our Company
2018	Conversion of our Company into a public limited Company

### Awards and accreditations in the last five years

We have won the following key awards and accreditation

Calendar Year	Details
2018	‘Best Performing National Financial Advisor – Wealth’ by UTI MF & CNBC TV 18 Financial Advisor Awards 2017 – 2018
2018	‘Promising Brands of 2018’ by The Economic Times Promising Brands 2018
2017	‘Award for Excellence - One to Watch: Wealth Manager India Domestic’ by the Economic Times, Promising Brands 2018
2017	‘Best Performing National Financial Advisor – Wealth’ by UTI MF & CNBC TV 18 Financial Advisor Awards 2016 – 2017
2017	‘Oracle HCM Cloud Rubies Express Lane Award’ by Oracle
2015	‘Independent Wealth Manager’ by Wealth Briefing Asia Singapore Awards 2015’

### Changes in activities of our Company during the last five years

There have been no changes in the activities of our Company during the last five years from the date of this Draft Red Herring Prospectus, which may have had a material effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors.

### Capital raising activities through equity and debt

There have been no equity issuances in the past, other than what has been provided in “*Capital Structure - Share Capital History*” on page 88

For outstanding indebtedness of our Company, see “*Financial Indebtedness*” on page 486.

Further, our Company has not undertaken any public offering of debt instruments since its incorporation.

### **Strike and lock-outs**

We have not experienced any strike, lock-outs or labour unrest since incorporation.

### **Time/cost overrun**

As on the date of this Draft Red Herring Prospectus, there have been no instances of time and cost overruns pertaining to our business operations.

### **Defaults or rescheduling of borrowings with financial institutions/banks, conversion of loans into equity by our Company**

As on the date of this Draft Red Herring Prospectus, there has been no default or rescheduling of borrowings with financial institutions or banks. Further, none of our loans has been converted into Equity Shares.

### **Injunctions or restraining order against our Company**

Our Company is not operating under any injunction or restraining order as on the date of this Draft Red Herring Prospectus.

### **Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc.**

Except as disclosed below, our Company has not acquired any business or undertaking, or entered into any scheme of merger or amalgamation or revalued its assets:

- 1. Composite scheme of amalgamation and arrangement (“Scheme I”) between ASK Arbitrage Private Limited (“ASK Arbitrage”), ASK Intermediaries Private Limited (“ASK Intermediaries”), our Company (then known as ASK Securities Management Private Limited), Original PMS Entity (the “Transferee Company”, then named ASK Investment Managers Private Limited and later renamed ASK Investment Holdings Private Limited) and their respective shareholders and creditors.**

By way of an order dated August 4, 2007, the High Court of Bombay sanctioned a scheme of amalgamation and arrangement under Section 391 to 394 of the Companies Act 1956, for the following:

- a. merger of ASK Arbitrage and ASK Intermediaries with the Transferee Company; and
- b. demerger of the portfolio management services undertaking from the Transferee Company into our Company.

Scheme I was filed for the consolidation of all investments in group companies, into a single entity, which would act as a holding company and could facilitate efficient control and management, thereby reducing administrative and other expenses, and to ensure focused management by segregating the portfolio management services undertaking into a separate business.

Pursuant to Scheme I, the name of the Original PMS Entity, which was then known as ASK Investment Managers Private Limited changed was changed to ASK Investment Holdings Private Limited, and the name of our Company, then known as ASK Securities Management Private Limited changed to ASK Investment Managers Private Limited.

Our Company issued and allotted 375,000 8% Cumulative Redeemable Preference Shares of ₹ 10 each for consideration other than in cash to the shareholders of the Transferee Company.

This scheme became effective from April 1, 2007 and became operative from September 5, 2007.

- 2. Composite scheme of arrangement and amalgamation (“Scheme II”) by and among ASK Investment and Financial Consultants Private Limited, the Original PMS Entity (then known as ‘ASK Investment Holdings Private Limited’), AKK Equity Research Private Limited, SKK Finvest Private Limited, Flora Realty Private Limited; Grace Real Estate Private Limited; Fiorina Realty Private Limited and their respective shareholders**

By way of an order dated March 16, 2009, the High Court of Bombay sanctioned a scheme of arrangement under Section 391 to 394, read with sections 100 to 103 of the Companies Act 1956, for the following:

- a. demerger of the portfolio undertakings of AKK Equity Research Private Limited into Flora Realty Private Limited and SKK Finvest Private Limited Grace Real Estate Private Limited; and
- b. merger of AKK Equity Research Private Limited, SKK Finvest Private Limited and ASK Investment and Financial Consultants Private Limited into the Original PMS Entity.

Scheme II was filed to reorganize our business operations, and to ensure that the investment holding structure is reorganized in certain efficient manner.

Pursuant to Scheme II, the leasing and the portfolio management business of the Original PMS entity was transferred into Fiorina Realty Private Limited and the entire business and remaining undertakings of AKK Equity Research Private Limited, SKK Finvest Private Limited and ASK Investment and Financial Consultants Private Limited, including all its properties, assets (whether movable or immovable, tangible, or intangible) of whatsoever nature, debts, liabilities, duties, outstanding and receivables were transferred to and vested in the Original PMS Entity with effect from the appointed date of Scheme II, i.e. April 1, 2008.

This scheme became effective from April 1, 2008 and be and became operative from March 28, 2009

**3. Composite scheme of arrangement (“Scheme III”) by and among the Original PMS Entity (then known as ‘ASK Investment Holdings Private Limited’), ASK Securities Advisory Services Private Limited (“ASK Securities”), our Company and their respective shareholders.**

By way of an order dated September 18, 2012, the High Court of Bombay sanctioned a scheme of arrangement under Section 391 to 394, read with sections 100 to 103 of the Companies Act 1956, for the following:

- a. merger of the Original PMS Entity with our Company; and
- b. demerger of the leasing undertaking of our Company into ASK Securities.

Pursuant to Scheme III, the entire business and whole of the undertakings of the Original PMS Entity, including all assets (whether movable or immovable, tangible, or intangible), debts, liabilities, duties, outstanding and receivables were transferred to and vested in our Company with effect from the appointed date of Scheme III, i.e. April 1, 2011. The scheme also effected the application and cancellation of the paid up equity capital of our company by 375,000 Equity shares. Further, pursuant to the sanction of Scheme III, the authorized share capital of our Company was increased. For further details, see “*Capital Structure - Share Capital History – History of Equity Share capital of our Company*” on page 88.

This scheme became effective from April 1, 2011 and became operative from September 28, 2012.

### **Shareholders’ Agreements**

**1. Share purchase agreement dated October 29, 2016, entered into by and among our Company, AI Global Investments (Cyprus) PCC Limited – ASK Cell and the SPA I Sellers (as defined) and as amended by an amendment agreement dated December 12, 2016 (the “SPA I Amendment”) (together, the “SPA I”).**

Pursuant to the SPA I, AI Global Investments (Cyprus) PCC Limited – ASK Cell (“AI Global”) agreed to purchase 206,764 Equity Shares of our Company from the SPA 1 Sellers.

Further, as per the SPA I Amendment, the Sameer Koticha Family Sellers (as defined) were removed from the list of SPA 1 Sellers who agreed to sell their shares to AI Global.

**2. Shareholders agreement dated October 29, 2016 entered into by and among our Company, our Promoters, Sunil Rohokale, Bharat Shah, Rajesh Saluja, Amit Bhagat and AI Global, as modified by an amendment dated December 12, 2016 (“SHA Amendment I), which was further amended by an addendum dated December 15, 2016 (“SHA Amendment II”) and an amendment agreement dated August 6, 2018 (“SHA Amendment III”) (together the “SHA”).**

Our Company, our Promoters, Sunil Rohokale, Bharat Shah, Rajesh Saluja, Amit Bhagat and AI Global entered into the SHA to set out the rights and obligations with respect to governance of our Company as well as their inter se rights and obligations as shareholders of our Company and certain matters connected therewith. The key provisions of the SHA have been provided below.

- a) Pursuant to the terms of the SHA, our Promoters shall be entitled to be appointed as directors and one of the Promoters shall be the Chairman of the Board of Directors of our Company and our Subsidiaries. Our Promoters shall also be entitled to nominate two key men, who are individuals that are either chief executive officers, managing directors or executive directors in our Company or its Subsidiaries, or is in a position which entitles them to be, in the opinion of the Promoters, nominated on the board of directors of our Company or its Subsidiaries (“**Key Men**”). As long as AI Global and Sherlockal hold at least 5% of the Share Capital of our Company in the aggregate, they shall have the right to jointly nominate one (1) Director to the Board and shall be entitled to nominate such number of non-executive directors as is proportionate to their shareholding on the Board of each of our Subsidiaries in where our Company holds 75% or more of its share capital.
- b) Pursuant to the terms of the SHA, AI Global shall not be permitted to transfer or sell its shares in our Company for a period of three years, except for certain permitted transfers.
- c) Our Promoters or their affiliates shall have a right of first offer with respect to all shares held by AI Global; and
- d) Our Promoters or their nominees shall have a right of first refusal with respect to all shares held by the Key Men.

Further, our Company, our Promoters, Sunil Rohokale, Bharat Shah, Rajesh Saluja and Amit Bhagat and AI Global (hereinafter the “**Parties to the SHA**”), entered into the SHA Amendment I, pursuant to which the SHA was aligned with the SPA I Amendment.

The Parties to the SHA, entered into the SHA Amendment II, to be bound by the terms and conditions as set in the SHA. Further, the Parties to the SHA and Sherlockal have entered into a deed of adherence dated April 16, 2018 (“**Deed**”) whereby Sherlockal agrees to be bound by all terms as set out in the SHA.

The Parties to the SHA and Sherlockal, also entered into the SHA Amendment III, pursuant to which the Shareholders’ Agreement including the rights of the Investors under the Shareholders’ Agreement such as right of first offer, tag along right, drag along right and other pre-emptive rights, shall automatically terminate in its entirety upon the listing of the Equity Shares on the Stock Exchanges, without requiring any further action by any other party, except as expressly provided under the Articles of Association of our Company, as approved and adopted by the shareholders of our Company by way of a special resolution in the first general meeting of our Company convened after the listing of the Equity Shares on the Stock Exchanges.

Further, in order to facilitate the Offer in accordance with applicable laws, AI Global, our Promoters and our Company have recorded certain waivers and acknowledgments in respect of the Offer to the extent provided in the waiver letter dated August 6, 2018 (the “**Waiver Letter**”). The Waiver Letter will come into effect for a period of six months from the date of filing of the draft red herring prospectus or (ii) until date on which the Offer is postponed, abandoned or withdrawn, whichever is earlier and the waivers and acknowledgements shall stand automatically withdrawn after such date.

Further, in terms of Part I of the Articles of Association read with the SHA Amendment III and subject to the approval and adoption by the shareholders of our Company by way of a special resolution in the first general meeting of our Company convened after the listing of the Equity Shares on the Stock Exchanges, as long as AI Global and Sherlockal hold in the aggregate at least five per cent of our Company’s Equity Shares, they shall have the right to jointly nominate one director on the Board of our Company. For further details, see “**Main Provisions of the Articles of Association**” on page 577.

### **3. Share purchase agreement dated December 15, 2016 (the “SPA II”), entered into by and among our Company, AI Global and SPA II Sellers (as defined).**

Pursuant to the SPA II, AI Global agreed to purchase 342,828 Equity Shares of our Company from SPA II Sellers. Consequently, the total shareholding of AI Global aggregated to 49.66% of the then outstanding issued, subscribed and paid up share capital of our Company.

**4. Letter dated July 31, 2018 (the “Upside Letter”) on behalf AI Global, issued to and countersigned by our Promoters, Sunil Rohokale, Bharat Shah, Rajesh Saluja and Amit Bhagat (the “Upside Members”, and collectively, along with AI Global, the “Signatories”) (together the “Upside Arrangement”)**

Pursuant to the Upside Arrangement it has been agreed that upon AI Global ceasing to be a shareholder in our Company (“**Final Exit**”), AI Global shall, in the event it achieves and actually receives at least 2.5 times return (in US\$ terms) on the total consideration paid by it under the SPA I and SPA II, be required to pay a portion of the upside amount (the “**Upside**”) as set out in the Upside Letter, to the Upside Members. Such Upside shall be a specified percentage linked to the returns, in terms of the US\$ multiple received by AI Global at the Final Exit.

The Signatories have agreed that if AI Global is unable to transfer the Upside in Indian Rupees to the Upside Members in the proportion stated in the Upside Letter, within 15 days of AI Global receiving funds in its bank account following the Final Exit (or such other date as may be mutually agreed), or the Upside Members are unable to receive the Upside, the Signatories shall agree on a mutually acceptable alternative mechanism, for the payment, directly or indirectly, of an amount equivalent to the respective proportion of the Upside as set out in the Upside Letter, to the extent permissible under applicable law and in a manner that is tax efficient for the Upside Members, provided that this shall not give rise to any additional liability or obligation on AI Global. The Signatories have further agreed that, any sale of Equity Shares held by AI Global after the completion of the Offer, would require the prior written consent of the Upside Members.

The aforementioned Upside Arrangements do not involve the payment of any compensation or profit sharing amount by our Company to the Upside Members. It is clarified that the aforementioned upside arrangements shall not automatically fall away on the consummation of the Offer, but shall subsist until AI Global ceases to be an Equity Shareholder in our Company. However, subsequent to the proposed listing of our Company pursuant to the Offer, the continuation of the aforementioned upside arrangements will be subject to compliances under the Listing Regulations, which currently include the requirement to obtain prior approval of our shareholders by way of an ordinary resolution passed in a general meeting and all other applicable law.

#### **Other Material Agreements**

**1. Framework agreement dated September 11, 2011 between the Original PMS Entity (then known as ASK Investment Holdings Limited), Pravi Capital Advisors LLP and ASK Pravi (JV Partners) as amended by an amendment agreement dated February 26, 2016 (the “JV Agreement”)**

The ASK Pravi was incorporated on August 30, 2011, as a private limited company under the Companies Act 1956 by the Original PMS Entity and Pravi Capital Advisors LLP for the purposes of creating, sponsoring, setting up, managing and advising funds and other successor funds (excluding funds focused on investing in real estate projects, infrastructure assets or commodities). The JV Agreement was entered into to set out the terms and conditions that will govern the relationship between the JV Partners, with respect to the AMC, pursuant to which the JV Partners are/have:

- a. carried interest in ASK Pravi, with our Company having 35% carried interest and Pravi Capital Advisors LLP having 35% carried interest;
- b. agreed to not directly or indirectly create, sponsor, set-up, manage or advise other private equity funds; and
- c. allowed to nominate directors proportionately to their shareholding.

**2. Share swap option agreement dated February 16, 2015, entered by and among our Company, Rajesh Saluja and ASK Wealth Advisors Private Limited (“AWAPL”) (the “SSOA I”)**

Pursuant to the SSOA I, our Company granted a put option in favor of Rajesh Saluja, which entitled him to sell his shares held in AWAPL, in return of Equity Shares of our Company at ratio of 1:151.60 between the Equity Shares and the number of AWAPL Shares (the “**Swap Ratio SSOA I**”).

Further, pursuant to the SSOA I, our Company was granted the option to exercise a call option in favor of the shares of AWAPL held by Rajesh Saluja, in lieu of such number of Equity Shares as per the Swap Ratio SSOA I.

As on date of this Draft Red Herring Prospectus, all options have been exercised and there are no outstanding entitlements that are pending. The agreement was valid for a period of five years from the date of execution of this agreement or on the occurrence of a liquidity event, as described in the agreement.

**3. Share swap option agreement dated October 28, 2016, entered by and among our Company, Amit Bhagat and ASK Property Investment Advisors Private Limited (“ASKPIA”) (the “SSOA II”)**

Pursuant to the SSOA II, our Company granted a put option in favor of Amit Bhagat, which entitled him to sell his equity shares held in ASKPIA, in return of Equity Shares of our Company at a ratio of 1:115.75 between the Equity Shares and the number of ASKPIA Shares (the “**Swap Ratio SSOA II**”).

Further, pursuant to the SSOA II, our Company was granted the option to exercise a call option in favor of the shares of AWPIL held by Amit Bhagat, in lieu of such number of Equity Shares as per the Swap Ratio SSOA II.

As on date of this Draft Red Herring Prospectus, all options have been exercised and there are no outstanding entitlements that are pending. The agreement was valid for a period of five years from the date of execution of this agreement or on the occurrence of a liquidity event, as described in the agreement.

**Other Agreements**

Other than as mentioned in “– *Shareholders’ Agreements*” and “– *Other Material Agreements*”, above, our Company has not entered into any material agreement other than in the ordinary course of business carried on or intended to be carried on by our Company in the two years preceding the date of this Draft Red Herring Prospectus.

**Holding Company of our Company**

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

**Our Subsidiaries**

As on the date of this Draft Red Herring Prospectus, our Company has seven Subsidiaries, including one wholly owned step down subsidiary.

*Indian Subsidiaries*

*Direct Subsidiaries*

**ASK Wealth Advisors Private Limited (“ASKWA”)**

ASK Wealth Advisors Private Limited was incorporated under the Companies Act 1956 on May 30, 2006 with the RoC. Its CIN is U67190MH2006PTC162465 and its registered office is located at Birla Aurora, 16 Level, Office floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra, India.

ASKWA is currently engaged in the business of securities investment advisors, research in various investment opportunities, financial consultancy, consultancy in investments and capital markets, and all other related financial services. In accordance with the provisions of the objects clause of its memorandum of association, ASKWA is permitted to carry out its business activities.

**Capital Structure:**

<b>Number of equity shares of face value ₹ 10 each</b>	
Authorized capital	72,000,000
Issued, subscribed and paid-up capital	70,695,225

**Shareholding pattern:**

The following table sets forth details of the shareholding pattern of ASKWA:

<b>S. No.</b>	<b>Name of the shareholder</b>	<b>Number of equity shares of face value ₹ 10 each</b>	<b>Percentage of total equity holding (%)</b>
1.	ASK Investment Managers Limited	70,695,223	99.99
2.	Mr. Asit Koticha*	1	Negligible
3.	Mr. Sameer Koticha*	1	Negligible
<b>Total</b>		<b>70,695,225</b>	<b>100.00</b>

\* *Equity shares held by these individuals as nominees of our Company.*

There are no accumulated profits or losses of ASKWA not accounted for by our Company.

### **ASK Property Investment Advisors Private Limited (“ASKPIA”)**

ASK Property Investment Advisors Private Limited was incorporated under the Companies Act 1956 on January 19, 2009 with the RoC. Its CIN is U74140MH2009PTC189703 and its registered office is located at Birla Aurora, 16 Level, Office floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra, India.

ASKPIA is currently engaged in the business of providing all kinds of real estate investment advisory, including research services and studies, including in relation to investments and securities research. In accordance with the provisions of the objects clause of its memorandum of association, ASKPIA is permitted to carry out its business activities.

#### **Capital Structure:**

<b>Number of equity shares of face value ₹ 10 each</b>	
Authorized capital	30,000,000
Issued, subscribed and paid-up capital	25,378,708

#### **Shareholding pattern:**

The following table sets forth details of the shareholding pattern of ASKPIA:

<b>S. No.</b>	<b>Name of the shareholder</b>	<b>Number of equity shares of face value ₹ 10 each</b>	<b>Percentage of total equity holding (%)</b>
1.	ASK Investment Managers Limited	25,378,706	99.99
2.	Mr. Asit Koticha*	1	Negligible
3.	Mr. Sameer Koticha*	1	Negligible
<b>Total</b>		<b>25,378,708</b>	<b>100.00</b>

\* Equity shares held by these individuals as nominees of our Company.

There are no accumulated profits or losses of ASKPIA not accounted for by our Company.

### **ASK Financial Holdings Private Limited (“ASKFH”)**

ASK Financial Holdings Private Limited was incorporated under the Companies Act 1956 on February 10, 2010 as ASK Infrastructure Private Limited with the RoC. Subsequently, its name was changed to ASK Financial Holdings Private Limited on October 10, 2013. Its CIN is U74999MH2010PTC199927 and its registered office is located at Birla Aurora, 16 Level, Office floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra, India.

ASKFH is currently engaged in the business of non-banking financial activities and has been granted certificate of registration, dated September 28, 2016, by the Reserve Bank of India (“RBI”) to carry on its business as a NBFC. In accordance with the provisions of the objects clause of its memorandum of association, ASKFH is permitted to carry out its business activities.

#### **Capital Structure:**

<b>Number of equity shares of face value ₹ 10 each</b>	
Authorized capital	20,000,000
Issued, subscribed and paid-up capital	19,310,000

#### **Shareholding pattern:**

The following table sets forth details of the shareholding pattern of ASKFH:

<b>S. No.</b>	<b>Name of the shareholder</b>	<b>Number of equity shares of face value ₹ 10 each</b>	<b>Percentage of total equity holding (%)</b>
1.	ASK Investment Managers Limited	19,309,998	99.99
2.	Mr. Asit Koticha*	1	Negligible
3.	Mr. Sameer Koticha*	1	Negligible
<b>Total</b>		<b>19,310,000</b>	<b>100.00</b>

\* Equity shares held by these individuals as nominees of our Company and jointly with our Company.

There are no accumulated profits or losses of ASKFH not accounted for by our Company.

### **ASK Property Advisory Services Private Limited (“ASKPAS”)**

ASK Property Advisory Services Private Limited was incorporated under the Companies Act 1956 on March 8, 2010 with the RoC. Its CIN is U70101MH2010PTC200625 and its registered office is located at Birla Aurora, 16 Level, Office floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra, India.

ASKPAS can engage in the business of real estate brokerage services and to conduct evaluations and/or identification of real estate projects. In accordance with the provisions of the objects clause of its memorandum of association, ASKPAS is permitted to carry these business activities.

#### **Capital Structure:**

	<b>Number of equity shares of face value ₹ 10 each</b>
Authorized capital	1,000,000
Issued, subscribed and paid-up capital	20,000

#### **Shareholding pattern:**

The following table sets forth details of the shareholding pattern of ASKPAS:

<b>S. No.</b>	<b>Name of the shareholder</b>	<b>Number of equity shares of face value ₹ 10 each</b>	<b>Percentage of total equity holding (%)</b>
1.	ASK Investment Managers Limited	19,998	99.99
2.	Mr. Asit Koticha*	1	Negligible
3.	Mr. Sameer Koticha*	1	Negligible
	<b>Total</b>	<b>20,000</b>	<b>100.00</b>

\* Equity shares held by these individuals as nominees of our Company and jointly with our Company.

There are no accumulated profits or losses of ASKPAS not accounted for by our Company.

### **ASK Trusteeship Services Private Limited (“ASKTS”)**

ASK Trusteeship Services Private Limited was incorporated under the Companies Act 1956 on June 3, 2010 with the RoC. Its CIN is U74900MH2010PTC203657 and its registered office is located at Birla Aurora, 16 Level, Office floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra, India.

ASKTS is currently engaged in the business of providing trusteeship services to third parties and is currently providing its services to the funds operated by our Company. In accordance with the provisions of the objects clause of its memorandum of association, ASKTS is permitted to carry out its business activities.

#### **Capital Structure:**

	<b>Number of equity shares of face value ₹ 10 each</b>
Authorized capital	100,000
Issued, subscribed and paid-up capital	10,000

#### **Shareholding pattern:**

The following table sets forth details of the shareholding pattern of ASKTS:

<b>S. No.</b>	<b>Name of the shareholder</b>	<b>Number of equity shares of face value ₹ 10 each</b>	<b>Percentage of total equity holding (%)</b>
1.	ASK Investment Managers Limited	9,998	99.98
2.	Himanshoo Bohara*	1	0.01
3.	Ajay Madhani*	1	0.01
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>

\* Equity shares held by these individuals as nominees of our Company.

There are no accumulated profits or losses of ASKTS not accounted for by our Company.

#### **Indirect Subsidiaries**

### **ASK Family Office and Investment Advisers Private Limited (“ASKFO”)**

ASK Family Office and Investment Advisers Private Limited was originally incorporated under the Companies Act 1956 on March 5, 2007 as ASK Insurance Advisors Private Limited with the RoC. Subsequently, its name was changed to ASK Family Office and Investment Advisers Private Limited on May 26, 2015. Its CIN is U74140MH2007PTC168333 and its registered office is located at Birla Aurora, 16 Level, Office floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra, India.

ASKFO is a wholly owned subsidiary of our Subsidiary, ASKWA. ASKFO is currently not engaged in any business, however, ASKFO is permitted, in accordance with the provisions of the objects clause of its memorandum of association, to carry on the business of engaging in investment advisory, family offices services, fee based advisory work and investment banking activities including merchant banking.

**Capital Structure:**

	Number of equity shares of face value ₹ 10 each
Authorized capital	1,000,000
Issued, subscribed and paid-up capital	750,000

**Shareholding pattern:**

The following table sets forth details of the shareholding pattern of ASKFO:

S. No.	Name of the shareholder	Number of equity shares of face value ₹ 10 each	Percentage of total equity holding (%)
1.	ASK Wealth Advisors Private Limited	749,998	99.99
2.	Mr. Asit Koticha*	1	Negligible
3.	Mr. Sameer Koticha*	1	Negligible
	<b>Total</b>	<b>750,000</b>	<b>100.00</b>

\* Equity shares held by these individuals as nominees of ASKWA and jointly with ASKWA.

There are no accumulated profits or losses of ASKFO not accounted for by our Company.

**Foreign Subsidiary**

**ASK Capital Management Pte. Limited (“ASKCMPTE”)**

ASK Capital Management Pte. Limited was incorporated on February 18, 2011 with the Accounting and Corporate Regulatory Authority, Singapore. Its Company Number is 201104122N and its registered office is located at 160 Robinson Road, # 17-01 Spore Business Federation CTR Singapore (068914).

ASKCMPTE is currently engaged in the business of Fund Management. In accordance with the provisions of its chartered documents, ASKCMPTE is permitted to carry out its business activities.

**Capital Structure:**

	Number of equity shares*
Issued, subscribed and paid-up capital	5,452,501

**Shareholding pattern:**

The following table sets forth details of the shareholding pattern of ASKCMPTE:

S. No.	Name of the shareholder	Number of equity shares	Percentage of total equity holding (%)
1.	ASK Investment Managers Limited	5,452,501	100
	<b>Total</b>	<b>5,452,501</b>	<b>100</b>

There are no accumulated profits or losses of ASKCMPTE not accounted for by our Company.

**Our Joint Venture**

**ASK Pravi Capital Advisors Private Limited (“ASK Pravi”)**

**Corporate Information**

ASK Pravi Capital Advisors Private Limited is a private limited company and was incorporated on August 30, 2011 under the Companies Act 1956. Its CIN is U74900MH2011PTC221467 and its registered office is located at Birla Aurora, 16 Level, Office floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030.

ASK Pravi is currently engaged in the business of investment advisory services to and/or management of private equity funds excluding funds focused on real estate assets or commodities, creating, sponsoring, setting up, managing and advising funds and other successor funds. In accordance with the provisions of its chartered documents, ASK Pravi is permitted to carry out its business activities.

**Capital Structure:**

	Number of equity shares of face value ₹ 10 each
Authorized capital	16,290,000
Issued, subscribed and paid-up capital	16,290,000

**Shareholding pattern:**

The following table sets forth details of the shareholding pattern of ASK Pravi:

S. No.	Name of the shareholder	Number of equity shares of face value ₹ 10 each	Percentage of total equity holding (%)
1.	ASK Investment Managers Limited	8,145,000	50
2.	Pravi Capital Advisors LLP	8,145,000	50
	<b>Total</b>	<b>16,290,000</b>	<b>100</b>

There are no accumulated profits or losses of ASK Pravi not accounted for by our Company.

**Confirmations**

**Listing**

None of our Subsidiaries is listed in India or abroad.

**Sale or purchases exceeding 10% in aggregate of the total sales or purchases of our Company**

Other than as provided in “*Financial Information*” on page 219, our Company is not involved in any sales or purchases with any of our Subsidiaries where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company.

**Business Interests and Common Pursuits**

Except as disclosed in “*Our Business*” and “*Financial Information*” on pages 159 and 219, none of our Subsidiaries have any business interest in our Company.

**Strategic and financial partnerships**

As on the date of this Draft Red Herring Prospectus, and except as disclosed in “*History and Certain Corporate Matters – Our Joint Venture*” on page 192, our Company does not have any strategic or financial partners.

## MANAGEMENT

In terms of our Articles of Association, our Company is required to have not less than three and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, we have 10 Directors on our Board including five Independent Directors and two women Directors. The Chairman of our Board, Mr. Asit Koticha, is a Non-Executive Director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and the SEBI Listing Regulations.

### Our Board

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus.

Name, designation, address, occupation, nationality, term and DIN	Age (in years)	Other Directorships
<p><b>Mr. Asit Koticha</b></p> <p><i>Designation:</i> Chairman and Non-Executive Director</p> <p><i>Address:</i> 2301/2302, 23<sup>rd</sup> Floor, Rameshwaram Apartments, K.D. Marg, Palkewadi, Dadar (West), Mumbai 400 028, Maharashtra, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Liable to retire by rotation</p> <p><i>DIN:</i> 00034266</p>	60	<p><b>Indian Companies</b></p> <p><i>Public Companies</i></p> <p>1. Aptech Limited.</p> <p><i>Private Companies</i></p> <p>1. Aadhya Buildcon Private Limited; 2. ASK Family Office and Investment Advisers Private Limited; 3. ASK Pravi Capital Advisors Private Limited; 4. ASK Property Advisory Services Private Limited; 5. ASK Property Investment Advisers Private Limited; 6. ASK Securities Advisory Services Private Limited; 7. ASK Wealth Advisors Private Limited; 8. Blossom Realty Private Limited; 9. CIPL Resurge Private Limited; 10. FRIN Beauty Private Limited; 11. Habitat Micro Build India Housing Finance Company Private Limited; and 12. JCB Salons Private Limited.</p> <p><i>Section 8 Company</i></p> <p>1. Asit Koticha Foundation.</p> <p><b>Foreign companies</b></p> <p>Nil</p>
<p><b>Mr. Sameer Koticha</b></p> <p><i>Designation:</i> Vice Chairman and Non-Executive Director</p> <p><i>Address:</i> 2301, Raheja Princess, S. K. Bole Road, Dadar (West), Mumbai 400 028, Maharashtra, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Liable to retire by rotation</p> <p><i>DIN:</i> 00075145</p>	57	<p><b>Indian Companies</b></p> <p><i>Public Companies</i></p> <p>Nil</p> <p><i>Private Companies</i></p> <p>1. ASK Securities Advisory Services Private Limited; 2. Aadhya Buildcon Private Limited; 3. ASK Family Office and Investment Advisers Private Limited; 4. ASK Property Advisory Services Private Limited; 5. ASK Property Investment Advisers Private Limited; 6. ASK Wealth Advisors Private Limited; 7. Fortress Advisory Services Private Limited; and 8. Fortress Constructions Private limited.</p> <p><i>Section 8 Company</i></p> <p>1. Fortress Welfare Foundation; and 2. Foundation for Promotion of Sports and Games.</p>

<b>Name, designation, address, occupation, nationality, term and DIN</b>	<b>Age (in years)</b>	<b>Other Directorships</b>
		<i>Foreign companies</i> Nil
<b>Mr. Sunil Rohokale</b>	48	<i>Indian Companies</i>
<i>Designation:</i> Managing Director and Chief Executive Officer		<i>Public Companies</i> 1. Nivara Home Finance Limited.
<i>Address:</i> 601, Gomantashram, Chittaranjan Road, Vile Parle (East), Mumbai 400 057, Maharashtra, India		<i>Private Companies</i> 1. ASK Financial Holdings Private Limited; 2. ASK Pravi Capital Advisors Private Limited; 3. ASK Property Advisory Services Private Limited; and 4. ASK Property Investment Advisors Private Limited.
<i>Occupation:</i> Service		
<i>Nationality:</i> Indian		
<i>Term:</i> Liable to retire by rotation		<i>Section 8 Company</i> Nil
<i>DIN:</i> 01896946		<i>Foreign companies</i> 1. ASK Capital Management Pte. Ltd., Singapore; 2. ASK India Real Estate Special Opportunities Fund Pte. Limited; and 3. ASK India Real Estate Special Situations Fund Pte. Limited.
<b>Mr. Bharat Shah</b>	58	<i>Indian Companies</i>
<i>Designation:</i> Executive Director		<i>Public Companies</i> Nil
<i>Address:</i> 4, Shanti Sadan, Junction of 8 & 11 Road, Near Madhu Park, Khar (West), Mumbai 400 052, Maharashtra, India		<i>Private Companies</i> 1. ASK Pravi Capital Advisors Private Limited.
<i>Occupation:</i> Service		<i>Section 8 Company</i> Nil
<i>Nationality:</i> Indian		<i>Foreign companies</i> Nil
<i>Term:</i> Liable to retire by rotation		
<i>DIN:</i> 00312394		
<b>Ms. Shweta Jalan</b>	42	<i>Indian Companies</i>
<i>Designation:</i> Nominee Director		<i>Public Companies</i> 1. Crompton Greaves Consumer Electricals Limited.
<i>Address:</i> C-4501, Lodha Bellissimo, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai 400 011, Maharashtra, India		<i>Private Companies</i> 1. Advent India PE Advisors Private Limited; and 2. Dixcy Textiles Private Limited.
<i>Occupation:</i> Service		<i>Section 8 Company</i> Nil
<i>Nationality:</i> Indian		<i>Foreign companies</i> 1. Quest Global Services Pte Limited
<i>Term:</i> From December 28, 2016 until replaced		
<i>DIN:</i> 00291675		
<b>Mr. Anantharaman Balakrishnan</b>	63	<i>Indian Companies</i>
<i>Designation:</i> Independent Director		<i>Public Companies</i> Nil
<i>Address:</i> The Willow 3 <sup>rd</sup> Floor New No 25 Old No 44 Luz Avenue, Mylapore, Chennai 600 004, Tamil Nadu		<i>Private Companies</i> Nil
<i>Occupation:</i> Consultancy		<i>Section 8 Company</i>

<b>Name, designation, address, occupation, nationality, term and DIN</b>	<b>Age (in years)</b>	<b>Other Directorships</b>
<p><i>Nationality:</i> Indian</p> <p><i>Term:</i> For a period of five years with effect from July 27, 2019</p> <p><i>DIN:</i> 00029542</p>		<p>Nil</p> <p><b>Foreign companies</b> Nil</p>
<p><b>Mr. Jyotin Kantilal Mehta</b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Address:</i> Y 804/5 Golden Rays Shastri Nagar, Andheri West, Mumbai 400 053, Maharashtra, India</p> <p><i>Occupation:</i> Consultant</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> For a period of five years with effect from July 27, 2019</p> <p><i>DIN:</i> 00033518</p>	60	<p><b>Indian Companies</b></p> <p><i>Public Companies</i></p> <ol style="list-style-type: none"> <li>Linde India Limited; and</li> <li>Suryoday Small Finance Bank Limited</li> </ol> <p><i>Private Companies</i> Nil</p> <p><i>Section 8 Company</i> Nil</p> <p><b>Foreign companies</b> Nil</p>
<p><b>Mr. Vivek Narayan Gour</b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Address:</i> MG-1203, The Magnolias, DLF Golf Links DLF City Phase-5, Gurgaon 122 009, Haryana, India</p> <p><i>Occupation:</i> Consultant</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> For a period of five years with effect from July 27, 2019</p> <p><i>DIN:</i> 00254383</p>	55	<p><b>Indian Companies</b></p> <p><i>Public Companies</i></p> <ol style="list-style-type: none"> <li>IndiaMart InterMesh Limited</li> <li>Affle (India) Limited</li> </ol> <p><i>Private Companies</i> Nil</p> <p><i>Section 8 Company</i></p> <ol style="list-style-type: none"> <li>Advait Lakshmi Foundation</li> </ol> <p><b>Foreign companies</b></p> <ol style="list-style-type: none"> <li>Make My Trip Limited, Mauritius;</li> <li>Affle International Pte. Limited</li> </ol>
<p><b>Mr. Girish S. Paranjpe</b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Address:</i> Villa 141, Phase 1, Adarsh Palm Meadows, Ramagondanahall, Whitefield, Bangalore 560 066, Karnataka</p> <p><i>Occupation:</i> Advisory Services</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> For a period of five years with effect from July 27, 2019</p> <p><i>DIN:</i> 02172725</p>	60	<p><b>Indian Companies</b></p> <p><i>Public Companies</i></p> <ol style="list-style-type: none"> <li>CRISIL Limited</li> </ol> <p><i>Private Companies</i></p> <ol style="list-style-type: none"> <li>Vizury Interactive Solutions Private Limited;</li> <li>Edreams Edusoft Private Limited;</li> <li>Happiest Minds Technologies Private Limited;</li> <li>Fitternity Health E-Solution Private Limited; and</li> <li>Dixcy Textile Private Limited.</li> </ol> <p><i>Section 8 Company</i> Nil</p> <p><b>Foreign companies</b></p> <ol style="list-style-type: none"> <li>IBS Software Pte. Ltd., Singapore</li> </ol>
<p><b>Ms. Sangeeta Kapiljit Singh</b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Address:</i> 9-A, Harbour Heights, A-Building, N.A. Sawant Marg, Colaba, Mumbai 400 005, India</p> <p><i>Occupation:</i> Consultant</p>	58	<p><b>Indian Companies</b></p> <p><i>Public Companies</i></p> <ol style="list-style-type: none"> <li>Alkem Laboratories Limited;</li> <li>Accelya Kale Solutions Limited;</li> <li>S H Kelkar and Company Limited;</li> <li>Crystal Corp Protection Limited; and</li> <li>Laxmi Organic Industries Limited.</li> </ol>

Name, designation, address, occupation, nationality, term and DIN	Age (in years)	Other Directorships
Nationality: Indian		Private Companies 1. Keva Fragrances Private Limited
Term: For a period of five years with effect from July 27, 2019		Section 8 Company Nil
DIN: 06920906		Foreign companies Nil

In compliance with Section 152 of the Companies Act 2013, not less than two-thirds of our non-independent Directors are liable to retire by rotation.

### Arrangement or Understanding with Major Shareholders

Except for Ms. Shweta Jalan, who has been nominated as a Director by AI Global Investments (Cyprus) PCC Limited – ASK Cell, none of our Directors or other members of senior management have been appointed pursuant to an understanding or arrangement with shareholders, customers, suppliers or others. For further details see, “*History and Certain Corporate Matters*” – “*Shareholder Agreements*” on page 186.

### Brief profiles of our Directors

**Mr. Asit Koticha**, is the founder Promoter, Chairman and Non-Executive Director of our Company. He holds a bachelor’s degree in commerce from the University of Bombay. He has been on the Board of our Company since 2004. He has over 30 years of experience in the field of capital and financial markets. He is instrumental in formulating business strategies of our Company.

**Mr. Sameer Koticha**, is the founder Promoter, Vice Chairman and Non-Executive Director of our Company. He holds a higher secondary school certificate from S.I.E.S College of Arts and Science. He has been on the Board since 2004. He has over 30 years of experience in the field of capital and financial markets.

**Mr. Sunil Rohokale**, is the Managing Director and Chief Executive Officer of our Company. He holds a bachelor’s degree in engineering and a master’s degree in business administration from the University of Poona. He has been with our Company since 2008 and has been on the Board since 2012. He has over 22 years of experience in the banking and finance industry, and has previously worked with ICICI Bank.

**Mr. Bharat Shah**, is an Executive Director of our Company. He holds a bachelor’s degree in commerce from the University of Bombay and a post-graduate diploma in management from the Indian Institute of Management, Calcutta. He is also a member of the Institute of Chartered Accountants of India and a member of the Institute of Cost and Works Accountants of India. He has been on the Board since 2008. He has over 24 years of experience in the field of investment management and has previously worked at Birla Capital International AMC Limited and Asian Paints (India) Limited.

**Ms. Shweta Jalan**, is a Nominee Director of our Company. She holds a bachelor’s degree in science from the University of Calcutta and master’s degree in business administration from the National Institute of Management, Calcutta. She has been on the Board since 2016. She is the managing director of Advent India PE Advisors Private Limited and has several years of experience in the field of finance and management, industrials and business services, and has previously worked with the corporate advisory service team at Ernst & Young LLP.

**Mr. Anantharaman Balakrishnan**, is an Independent Director of our Company. He holds a bachelor’s degree in commerce from the University of Madras. He is also a member of the Institute of Chartered Accountants of India, a member of the Institute of Cost and Works Accountants of India and a member of the Institute of Company Secretaries of India. He has several years of experience in the field of health care, life insurance and real estate. He was the managing director and chief executive officer of Gumberg India, was the joint managing director for Max India and a finance director at the Goodyear Tire and Rubber Company. He was appointed on the Board for a period of five years with effect from July 27, 2018.

**Mr. Jyotin Kantilal Mehta**, is an Independent Director of our Company. He holds a bachelor’s degree in commerce from the University of Bombay. He is also a member of the Institute of Chartered Accountants of India, a member of the Institute of Cost and Works Accountants of India and a member of the Institute of Company

Secretaries of India. He has several years of experience in the field of corporate governance, finance and risk management. He has been the chief internal auditor at Voltas Limited, a global head for internal audit and enterprise risk management at 3i Infotech and has worked as the general manager and company secretary of ICICI Bank. He was appointed for a period of five years with effect from July 27, 2018.

**Mr. Vivek Narayan Gour**, is an Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Bombay and a master's degree in business administration from the University of Delhi. He has also completed the owner/president management programme from Harvard Business School. He has experience in the field of finance, consultancy and management. He has worked with First Leasing Company of India Limited, Infrastructure Leasing & Financial Services Limited, Tata Finance Limited, Genpact India and GE Capital Services India and has been the chief executive officer and managing director of Air Works India (Engineering) Private Limited. He was appointed for a period of five years with effect from July 27, 2018.

**Mr. Girish S Paranjpe**, is an Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Bombay. He is also a member of the Institute of Chartered Accountants of India and a member of the Institute of Cost and Works Accountants of India. He has experience in the field of information technology and venture capital, and has previously been the joint chief executive officer and on the board of Wipro, and has previously served as a consultant with Advent International. He was appointed for a period of five years with effect from July 27, 2018.

**Ms. Sangeeta Kapiljit Singh**, is an Independent Director of our Company. She holds a bachelor's degree in arts (special) from the University of Bombay and a certification in strategic human resource management from Harvard Business School. She has several years of experience in human resource. She has previously been the head of HR at KPMG India. She has established Sanguine Consultants, a consulting firm, which handles independent consulting assignments. She was appointed for a period of five years with effect from July 27, 2018.

#### **Relationship between Directors**

Except, Mr. Asit Koticha and Mr. Sameer Koticha, who are brothers, none of our Directors is related to each other.

#### **Terms of Appointment of our Executive Directors**

##### **Mr. Sunil Rohokale**

Mr. Sunil Rohokale has been appointed as our Managing Director and Chief Executive Officer with effect from September 28, 2012. Pursuant to the annual compensation review letter dated April 27, 2018, he is entitled to an annual compensation for Fiscal 2019, the terms of which are set out below:

<b>S. No.</b>	<b>Terms of Compensation</b>	<b>Details</b>
1.	Fixed Compensation	₹ 35,431,220
2.	Commission	Nil
3.	Performance bonus	To be determined at the end of Fiscal 2019 based on performance

##### **Mr. Bharat Shah**

Mr. Bharat Shah was appointed as our Executive Director on September 25, 2009. Pursuant to the annual compensation review letter dated April 27, 2018, he is entitled to an annual compensation for Fiscal 2019, the terms of which are set out below:

<b>S. No.</b>	<b>Terms of Compensation</b>	<b>Details</b>
1.	Fixed Compensation	₹ 26,573,415
2.	Commission	Nil
3.	Performance bonus	To be determined at the end of Fiscal 2019 based on performance

#### **Payment or benefits to Directors of our Company for previous Financial Year**

Pursuant to the resolution passed by our Board on July 27, 2018, our Non-Executive Directors shall be entitled to be paid an amount of ₹ 100,000 as sitting fees for attending every board meeting. Further, Directors shall be entitled to be paid an amount of ₹ 50,000 for attending every committee meeting in the capacity of chairman of the committee and ₹ 25,000 in the capacity of member of the committee.

The compensation paid or payable in the form of remuneration or sitting fees to our Directors for Financial Year 2018 are set out below:

### 1. Compensation paid or payable to our Executive Directors

Following are the details in relation to the compensation of our Executive Directors for Fiscal 2018:

S. No	Particulars	Amount per annum (in ₹)
1.	Mr. Sunil Rohokale	₹ 86,084,227
2.	Mr. Bharat Shah	₹ 52,719,770

### 2. Compensation paid or payable to our Non-Executive Directors

Pursuant to the resolution passed by our Board on July 27, 2018, our Directors are to be paid an amount of ₹ 50,000 for attending every committee meeting in the capacity of chairman of the committee and ₹ 25,000 in the capacity of member of the committee.

Details of the sitting fees paid or payable by our Company to the Non-Executive Directors for Fiscal 2018, are as follows:

S. No	Particulars	Amount per meeting (in ₹)
1.	Mr. Asit Koticha	₹ 30,000
2.	Mr. Sameer Koticha	₹ 30,000

Further, our Promoters, Mr. Asit Koticha and Mr. Sameer Koticha have been paid certain non salary related amounts by our Company in the previous two Fiscal Years, as detailed below:

Name	Details of one time remuneration(in ₹)		Total(in ₹)
	Fiscal 2018	Fiscal 2017	
Mr. Asit Koticha	Nil	11,410,176	11,410,176
Mr. Sameer Koticha	Nil	12,871,804	12,871,804

Our Company did not have any Independent Directors in Fiscal 2018. Accordingly, no compensation has been paid or is payable to our Independent Directors for Fiscal 2018.

### 3. Loans to Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding loans availed by our Directors from our Company.

Except as stated in “*Related Party Transactions*” on page 217, none of our Directors is related to the beneficiaries of loans, advances and sundry debtors of our Company.

### 4. Bonus or profit sharing plan for the Directors

Except as disclosed above in respect of the compensation payable to our Directors under “– *Payment or benefits to Directors of our Company for previous Financial Year*” on page 198, our Company does not have a bonus or profit sharing plan for our Directors.

## Shareholding of our Directors

### 1. Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Other than as disclosed under “*Capital Structure – Shareholding of our Directors, Key Management Personnel and Senior Management Personnel in our Company*” on page 106, none of our Directors hold any shares in our Company as on the date of this Draft Red Herring Prospectus.

## 2. Shareholding of Directors in Subsidiaries

Other than as disclosed below in respect of shares held by our Directors in certain Subsidiaries, none of our Directors hold any shares in the Subsidiaries as on the date of this Draft Red Herring Prospectus.

Name of Director(s)	Name of Subsidiary	Number of Equity Shares	% of Equity Share capital
Mr. Asit Koticha	ASKWA	1*	Negligible
	ASKFH	1**	Negligible
	ASKPAS	1**	Negligible
	ASKFO	1***	Negligible
	ASKPIA	1*	Negligible
Mr. Sameer Koticha	ASKWA	1*	Negligible
	ASKFH	1**	Negligible
	ASKPAS	1**	Negligible
	ASKFO	1***	Negligible
	ASKPIA	1*	Negligible

\* Equity shares held by Mr. Asit Koticha and by Mr. Sameer Koticha as nominees of our Company

\*\* Equity shares held by Mr. Asit Koticha and by Mr. Sameer Koticha as nominees of our Company and jointly with our Company

\*\*\* Equity shares held by Mr. Asit Koticha and by Mr. Sameer Koticha as nominees and jointly with ASKWA

### Service contracts with Directors

Except as disclosed in “-Terms of Appointment of our Executive Directors” on page 198, our Directors have not entered into any service contracts with our Company which provide for benefits upon termination of employment.

### Interest of Directors

All 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, insurance benefits and reimbursement of expenses, if any, payable to them by our Company. For further details, see “- Payment or benefits to Directors of our Company for previous Financial Year” on page 198.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer. Our Directors may also be deemed to be interested to the extent of any dividend payable to them, including distributions in respect of such Equity Shares. Additionally, our Directors may be interested to the extent of stock options that have been or may be granted to them from time to time under ESOP Schemes. For further details regarding the shareholding of our Directors and ESOP Schemes, see “Capital Structure – Shareholding of our Directors, Key Management Personnel and Senior Management Personnel in our Company” and “Capital Structure – Employee Stock Option Scheme” on pages 106 and 90, respectively.

Mr. Sunil Rohokale is entitled to certain share of performance fee from real estate focused portfolios and is a beneficiary of (i) the “ASK PIA Employment Benefit Trust, (ii) the “ASK PIA Employment Benefit Trust – II and (iii) ASK PIA Employment Benefit Trust – III (together “Funds”), pursuant to which he is entitled to certain specified percentage of beneficial interest from the corpus of these Funds, such as distributable profits. The Funds have been set up by our Company to acquire and hold specified classes of units for the benefit of certain eligible employees of our Company and Subsidiaries.

Further, Mr. Bharat Shah is entitled to certain share of performance fee earned from the equity focussed PMS portfolios and advisory mandates.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as, a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

For directorship positions held by the Directors in the Subsidiaries of our Company, see “History and Certain Corporate Matters - Our Subsidiaries” on page 189.

### *Interest in land and property*

Our Directors are not interested in any property acquired by our Company within two years of the date of this Draft Red Herring Prospectus, or presently proposed to be acquired by it.

None of our Directors have any interests in any transaction by our Company for acquisition of land, construction of building and supply of machinery.

### *Interest in promotion of our Company*

Except Mr. Asit Koticha and Mr. Sameer Koticha, who are also our Promoters, none of our Directors have any interest in the promotion of our Company, as on the date of this Draft Red Herring Prospectus. For more information, see “*Promoters and Group Companies*” and “*– Shareholding of our Directors*” on pages 210 and 199 respectively.

### **Directorships of Directors in listed companies**

Our Directors are not, and for the five years prior to the date of this Draft Red Herring Prospectus, have not been on the board of any listed company whose shares have been/were suspended from being traded on any stock exchanges.

None of our Directors has been or is a director on the board of any listed companies which have been or were delisted from any stock exchange(s).

Except Mr. Asit Koticha, Mr. Sameer Koticha, Mr. Sunil Rohokale, Mr. Bharat Shah and Ms. Sangeeta Singh, none of our Directors is associated with the securities market.

None of our Directors has been declared as Wilful Defaulters.

### **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.

<b>Name of Director</b>	<b>Date of appointment / cessation</b>	<b>Reason</b>
Mr. Anantharaman Balakrishnan	July 27, 2018	Appointed as Independent Director
Mr. Jyotin Kantilal Mehta	July 27, 2018	Appointed as Independent Director
Mr. Vivek Narayan Gour	July 27, 2018	Appointed as Independent Director
Mr. Girish S Paranjpe	July 27, 2018	Appointed as Independent Director
Ms. Sangeeta Kapiljit Singh	July 27, 2018	Appointed as Independent Director
Mr. Vinod Padikkal	July 25, 2018	Cessation
	March 17, 2017	Appointed as Nominee Director
Ms. Shweta Jalan	December 28, 2016	Appointed as Nominee Director

### **Payment of non-salary related benefits**

Except as stated in “*– Compensation paid or payable to our Non-Executive Directors*”, our Company has not, in the last two years preceding the date of this Draft Red Herring Prospectus, paid and nor does it intend to pay any non-salary related amounts or benefits to our Directors:

### **Borrowing Powers**

Our Company can borrow or lend as per the provisions of the Companies Act 2013. Our Company does not have any outstanding loans as on the date of this Draft Red Herring Prospectus.

### **Corporate Governance**

As on the date of this Draft Red Herring Prospectus, there are 10 Directors on our Board, including five Independent Directors and two women 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.

Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act 2013.

### **Board committees**

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act 2013:

- (a) Audit Committee;
- (b) Nomination and Remuneration Committee;
- (c) Stakeholders Relationship Committee; and
- (d) Corporate Social Responsibility Committee

### ***Audit Committee***

Our Audit Committee was constituted by a resolution of our Board dated July 27, 2018 and is in compliance with Section 177 and other applicable provisions, if any, of the Companies Act 2013, including the rules framed thereunder, and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently consists of:

- 1. Mr. Vivek Gour– Chairman
- 2. Mr. Girish Paranjpe – Member
- 3. Mr. Sunil Rohokale – Member

The Company Secretary and Compliance Officer shall act as the secretary to the Audit Committee.

*Scope and terms of reference:* The terms of reference of the Audit Committee shall include the following:

The Audit Committee shall have powers, including the following:

- 1. To investigate any activity within its terms of reference.
- 2. To seek information from any employee.
- 3. To obtain outside legal or other professional advice.
- 4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit Committee shall include the following:

- (a) Overseeing of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (b) Recommending to the Board, the appointment, remuneration, terms of appointment of auditors of our Company.
- (c) Approving payment to statutory auditors for any other services rendered by the statutory auditors.
- (d) 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.
- (e) Reviewing the financial statements with respect to its unlisted Subsidiaries, in particular investments made by such Subsidiaries.
  - (f) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
  - (g) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
  - (h) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
  - (i) Approval of any subsequent modification of transactions of our Company with related parties
  - (j) Scrutiny of inter-corporate loans and investments.
  - (k) Valuation of undertakings or assets of the Company, wherever it is necessary.
  - (l) Evaluation of internal financial controls and risk management systems.
  - (m) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
  - (n) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - (o) Discussing with internal auditors of any significant findings and follow up there on.
  - (p) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  - (q) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - (r) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - (s) To review the functioning of the whistle blower mechanism.
  - (t) 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.
  - (u) Oversee the vigil mechanism established by our Company with the chairman.
  - (v) Carry out any other function as is mentioned in the terms of reference off the Audit Committee and any other term of reference as may be decided by the board of directors of the Company or specified / provided under the Companies Act 2013 or by the SEBI Listing Regulations or any other regulatory authority.

### ***Nomination and Remuneration Committee***

Our Nomination and Remuneration Committee was originally constituted as the “Compensation Committee” by a resolution of our Board dated September 19, 2012 and was last reconstituted by a resolution of the Board dated July 27, 2018. The Nomination and Remuneration Committee is in compliance with Section 178 and other applicable provisions, if any, of the Companies Act 2013, including the rules framed thereunder, and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently consists of:

1. Mr. Sangeeta Kapiljit Singh - Chairman
2. Mr. Asit Koticha – Member
3. Mr. Girish Paranjpe - Member
4. Ms. Shweta Jalan – Member

*Scope and terms of reference:* The terms of reference of the Nomination and Remuneration Committee shall include the following:

- (a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration of the Directors, Key Management Personnel and other employees.

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that -

- the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to Directors, Key Management Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of our Company and its goals.
- (b) Formulation of criteria for evaluation of performance of Independent directors and the Board.
  - (c) Devising a policy on diversity of the Board.
  - (d) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board their appointment and removal and shall carry out evaluation of every Director’s performance (including Independent Directors).
  - (e) Extension or continuance of the terms of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Directors.
  - (f) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
    - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    - the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.
  - (g) Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act 2013 or by the SEBI Listing Regulations or by any other applicable law or regulatory authority.

### ***Stakeholders Relationship Committee***

Our Stakeholders Relationship Committee was constituted by a resolution of our Board dated July 27, 2018 in compliance with Section 178 and other applicable provisions, if any, of the Companies Act 2013, including the rules framed thereunder, and Regulation 20 of the SEBI Listing Regulations. The Stakeholders Relationship Committee currently consists of:

1. Mr. Sameer Koticha - Chairman
2. Mr. Sunil Rohokale - Member

*Scope and terms of reference:* the terms of reference of the Stakeholders Relationship Committee shall include the following:

- (a) Considering and resolving grievances of shareholders, debenture holders and other security holders;
- (b) Redressing grievances of the security holders of our Company, including complaints in respect of allotment of Equity Shares, transfer of Equity Shares, non-receipt of declared dividends, annual reports, balance sheets of our Company, etc.;
- (c) Approval of transfer or transmission of Equity Shares, debentures or any other securities;
- (d) Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
- (e) Carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable laws.

#### ***Corporate Social Responsibility Committee***

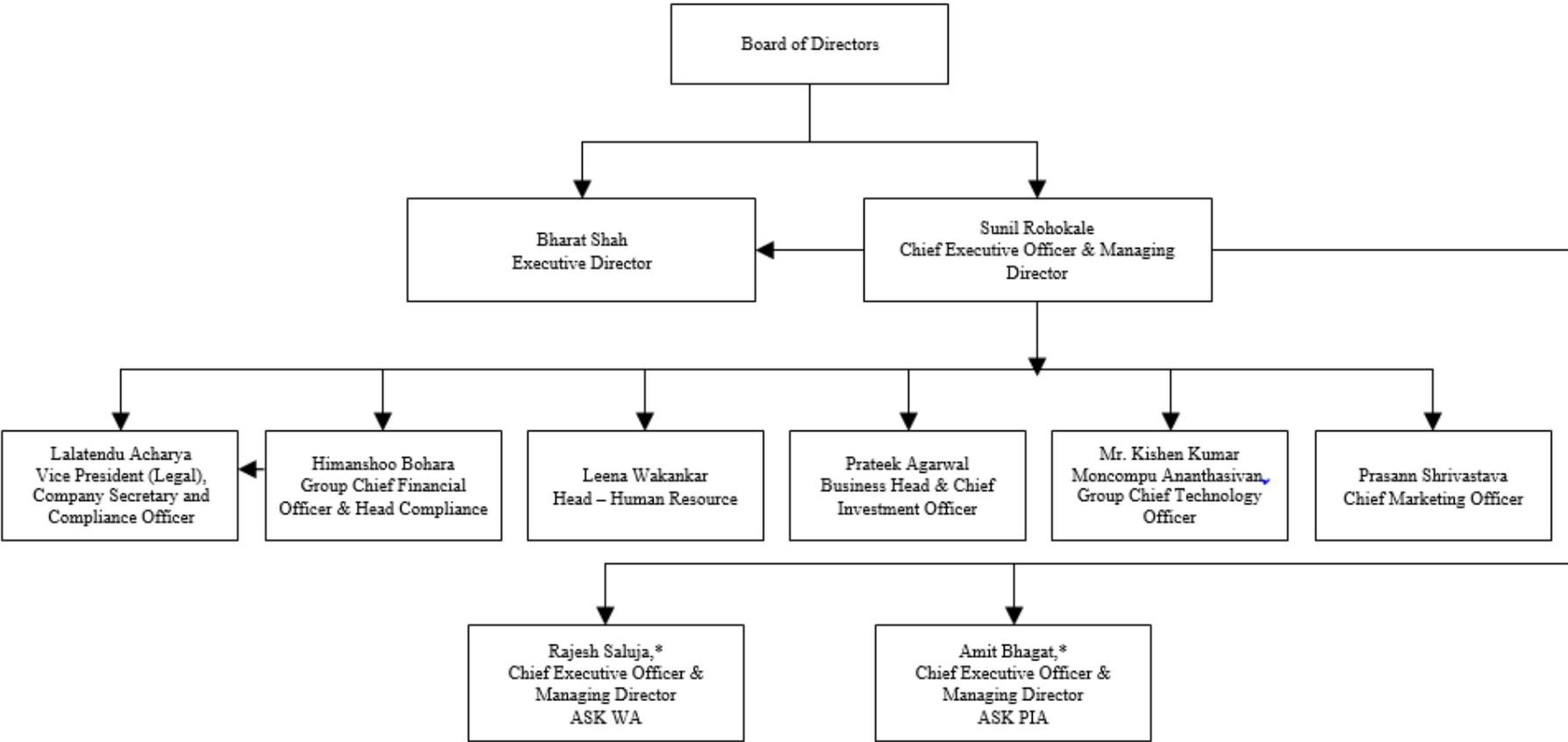
Our Corporate Social Responsibility Committee was constituted by a resolution of the Board dated March 18, 2015 and was last reconstituted on by a resolution of the Board dated July 27, 2018, and is in compliance with Section 135 of the Companies Act 2013, including the rules framed thereunder. The Corporate Social Responsibility Committee currently consists of:

1. Mr. Vivek Narayan Gour - Chairman
2. Mr. Asit Koticha - Member
3. Mr. Sameer Koticha – Member
4. Mr. Sunil Rohokale – Member

*Scope and terms of reference:* the terms of reference of the Corporate Social Responsibility Committee shall include the following:

- (a) To formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, 2013;
- (b) To review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- (c) To monitor the corporate social responsibility policy of our Company and its implementation from time to time; and
- (d) 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.

**Management Organization Structure**



*\*Rajesh Saluja and Amit Bhagat are employees of our Subsidiaries, ASKWA & ASKPIA, respectively.*

## Key Management Personnel

In addition to Mr. Sunil Rohokale, our Managing Director and Chief Executive Officer and Mr. Bharat Shah, our Executive Director, whose details are provided in “*Brief Profiles of our Directors*” on page 197, the details of our other Key Management Personnel and Senior Management Personnel as on the date of this Draft Red Herring Prospectus are set forth below:

### Key Management Personnel

**Mr. Himanshoo Bohara**, aged 43 years, is the group Chief Financial Officer and head compliance of our Company, and was appointed on February 1, 2011. He holds a bachelor’s degree in science from the Mohanlal Sukhadia University, Udaipur. He is also a member of the Institute of Chartered Accountants of India and is a member of the Institute of Company Secretaries of India. He has 19 years of experience. Before joining ASK, he was holding position of group chief financial officer at Centrum Capital Limited. He has also worked with DSP Merrill Lynch Limited, The Hong Kong and Shanghai Banking Corporation Limited and Accenture India Private Limited. The compensation paid to him during Fiscal 2018 was ₹ 13.66 million.

**Mr. Lalatendu Acharya**, aged 42 years, is the vice president (legal), Company Secretary and Compliance Officer of our Company, and was appointed on February 24, 2015. He holds a bachelor’s degree in science and a bachelor’s degree in law from Sambalpur University. He is also a member of the Institute of Company Secretaries of India and is a member of the Indian Institute of Banking and Finance. He has 16 years of experience relating to corporate governance, compliance and corporate legal matter covering both litigation and non-litigation side. The compensation paid to him during Fiscal 2018 was ₹ 3.29 million.

### Senior Management Personnel

**Ms. Leena Anil Wakankar**, aged 41 years was appointed as the head human resource of our Company with effect from September 25, 2014. She holds a bachelor’s degree in commerce from the University of Mumbai and a post graduate diploma in business management from the Chetana’s Institute of Management & Research. She has several years of experience relating to human resource management and was previously the vice-president of human resource at ICICI Venture. The compensation paid to her during Fiscal 2018 was ₹10.71 million.

**Mr. Kishen Kumar Moncompu Ananthasivan**, aged 50 years was appointed as the group chief technology officer of our Company with effect from August 1, 2018. He holds a bachelor’s degree in engineering from the University of Bombay. He has several years of experience relating to information technology. He has previously worked as an assistant vice president at TimesBank Limited, as a head-retail technology officer at BNP Paribas, an assistant vice president at Infosys Limited and a vice president at Capgemini Technology Services India Limited. He has also worked at WIPRO Infotech, HSBC and NCR Corporation India. Mr. Kishen Kumar Moncompu Ananthasivan was appointed in Fiscal 2019 and hence no compensation was paid to him in Fiscal 2018.

**Mr. Prasann Shrivastava**, aged 45 years was appointed as the chief marketing officer of our Company with effect from January 20, 2016. He holds a bachelor’s degree in science from the Maharaja Sayajirao University of Baroda and a master’s in business economics from IPS Academy School of Economics. He has several years of experience relating to corporate communications and was previously a chief manager of corporate communications at SBI Life Insurance Company Limited. The compensation paid to him during Fiscal 2018 was ₹3.86 million.

**Mr. Prateek Agarwal**, aged 47 years, is the business head and chief investment officer of our Company and was appointed with effect from April 4, 2011. He holds a bachelor’s degree in engineering from Regional Engineering College, Rourkela, Sambalpur University and a postgraduate diploma in management from the Xavier Institute of Management, Bhubaneswar. He has several years of experience relating to finance and equity management and was previously working as the vice president and head of research at SBI Capital Markets Limited. He has also worked with Bharti AXA Investment Managers Private Limited and ABN AMRO Bank Asset Management (India) Limited. The compensation paid to him during Fiscal 2018 was ₹ 40.75 million.

**Mr. Amit Bhagat**, aged 52 years was appointed as the managing director and chief executive officer of ASKPAA on September 16, 2008. He has attended the University of Allahabad and is also a member of the Institute of Chartered Accountants of India. He has 24 years of experience in finance and capital markets, and has previously worked at ICICI Bank, Prudential Capital Markets Limited and Maharishi Housing Development Finance Corporation Limited. During Fiscal 2018, he was paid compensation of ₹ 111.92 million by ASKPAA.

**Mr. Rajesh Saluja**, aged 51 years is the managing director and chief executive officer of ASKWA. He holds a master's degree in marketing management from the University of Bombay. He has over 24 years of experience in finance and capital markets, and has previously worked at MODI GBC Limited, Real Value Marketing Services Limited and was the business head for deposits and priority banking at Standard Chartered Bank. During Fiscal 2018, he was paid compensation of ₹ 48.31 million by ASKWA.

#### **Status of Key Management Personnel and Senior Management Personnel**

All the Key Management Personnel and Senior Management Personnel are permanent employees of our Company.

#### **Relationship among Key Management Personnel and Senior Management Personnel**

Other than as disclosed under “– *Relationship between Directors*”, none of our Key Management Personnel or our Senior Management Personnel is related to each other, in terms of the definition of ‘relative’ under Section 2 (77) of the Companies Act 2013.

#### **Bonus or profit sharing plan for the Key Management Personnel and Senior Management Personnel**

Mr. Amit Bhagat is entitled to share of performance fee from real estate focussed PMS portfolios and is a beneficiary of (i) the “ASK PIA Employment Benefit Trust (ii) the “ASK PIA Employment Benefit Trust – II , and (iii) ASK PIA Employment Benefit Trust – III (together “**Funds**”), pursuant to which he is entitled to certain specified percentage of beneficial interest from the corpus of these Funds, such as distributable profits. The Funds have been set up by our Company to acquire and hold specified classes of units for the benefit of certain eligible employees of our Company and Subsidiaries.

Further, Mr. Prateek Agrawal is entitled to share of performance fee earned from equity focussed PMS portfolios and advisory mandates.

For details of bonus or profit sharing plan for Mr. Sunil Rohokale and Mr. Bharat Shah, see “–**Payment or benefits to Directors of our Company for previous Financial Year**”.

#### **Loans to Key Management Personnel and Senior Management Personnel**

No loans have been availed by our Key Management Personnel or Senior Management Personnel from our Company as on the date of this DRHP.

#### **Shareholding of Key Management Personnel and Senior Management Personnel**

Other than as provided under “*Capital Structure – Shareholding of our Directors, Key Management Personnel and Senior Management Personnel in our Company*” on page 106, none of our Key Management Personnel and Senior Management Personnel holds Equity Shares, or options under ESOP Schemes, as on the date of this Draft Red Herring Prospectus.

#### **Service Contracts with Key Management Personnel and Senior Management Personnel**

Our Key Management Personnel and Senior Management Personnel have not entered into any service contracts with our Company. Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company including Key Management Personnel and Senior Management Personnel is entitled to any benefit upon termination of such officer's employment or superannuation.

#### **Interest of Key Management Personnel and Senior Management Personnel**

None of our Key Management Personnel and Senior Management Personnel have any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business and performance based variable pay, if any. Our Key Management Personnel and Senior Management Personnel may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares.

#### **Contingent and deferred compensation payable to Key Management Personnel and Senior Management Personnel**

There is no contingent or deferred compensation payable to our Key Management Personnel and Senior Management Personnel for Financial Year 2018, which does not form part of their remuneration, and shall be payable at a later date.

#### **Arrangements and understanding with major shareholders, customers, suppliers or others**

None of our Key Management Personnel and Senior Management Personnel has been appointed pursuant to any existing arrangement or understanding with our major shareholders, customers, suppliers or any other person.

#### **Changes in Key Management Personnel and Senior Management Personnel during the last three years**

The changes in our Key Management Personnel and Senior Management Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

<b>Name</b>	<b>Date</b>	<b>Reason</b>
Mr. Kishen Kumar Moncompu Ananthasivan	August 1, 2018	Appointed as group chief technology officer
Mr. Lalatendu Acharya	August 2, 2017	Appointed as Company Secretary
Mr. Prasann Shrivastava	January 20, 2016	Appointed as the chief marketing officer
Mr. Salil Vaidya	January 15, 2016	Resigned as chief marketing officer

#### **Employee stock option and stock purchase schemes**

For details of the employee stock option plan of our Company, ESOP Schemes, see “*Capital Structure- Employee Stock Option Scheme*” on page 90.

#### **Payment of non-salary related benefits to officers of our Company**

No amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

## PROMOTERS AND GROUP COMPANIES

### I. Our Promoters

The Promoters of our Company are:

1. Mr. Asit Koticha; and
2. Mr. Sameer Koticha.

As on the date of this Draft Red Herring Prospectus, our Promoters together hold, in the aggregate, 36,214,100 Equity Shares, which constitutes 50.15 % of our Company's pre-Offer paid-up equity share capital. For details of the build-up of our Promoters' shareholding in our Company, see "*Capital Structure – Notes to Capital Structure*" on page 88.

#### Details of our Promoters



Mr. Asit Koticha, aged 60 years, is one of our Promoters and our Chairman.

*Driver's license number:* MH01 20080092479

*Voter identification number:* TDW4702718

For further details, see "*Management – Our Board and Brief Profiles of our Directors*" on pages 194 and 197, respectively.



Mr. Sameer Koticha, aged 57 years, is one of our Promoters and the Vice Chairman.

*Driver's license number:* MH01 20100082378

*Voter identification number:* TDW4702338

For further details, see "*Management – Our Board and Brief Profiles of our Directors*" on pages 194 and 197, respectively.

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Our Company confirms that the permanent account numbers, bank account numbers and the passport numbers of our Promoters shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

#### Details of our Corporate Promoter

Our Company does not have any corporate promoters.

## **Business Interests of our Promoters and Related Party Transactions**

### *Interest of our Promoters in the Promotion of our Company*

Our Promoters are interested in our Company to the extent that they have promoted our Company, of their respective shareholding in our Company and dividend or other distributions payable, if any, by our Company in relation thereto. For further details of our Promoters' shareholding, see "**Capital Structure – Notes to Capital Structure**" on page 88.

Additionally, Mr. Asit Koticha is also interested in our Company as our Chairman and Mr. Sameer Koticha is interested in our Company as our Vice Chairman and the remuneration payable to them in such capacities, respectively. For details, see "**Management - Terms of Appointment of our Non-Executive Directors**" on page 199.

### *Interest of Promoters in the Property of our Company*

Our Promoters do not have any interest in any property acquired by our Company during the two years preceding the date of filing of this Draft Red Herring Prospectus or any property proposed to be acquired by our Company or in any transaction involving the acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as members of any firm or any company and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Except as disclosed in "**Financial Information**" on page 219, our Promoters are not related to any sundry debtors of our Company.

### *Related Party Transactions*

Except as stated in the section titled "**Related Party Transactions**" on page 217, our Company has not entered into any related party transactions with our Promoters.

## **Payment of Benefits and Guarantees**

Except as stated otherwise in "**Financial Information**" and in "**Management - Interests of Directors**" on pages 219 and 200 respectively, no benefit or amount has been given or paid to our Promoters or members of our Promoter Group within the two years preceding the date of filing this Draft Red Herring Prospectus or intended to be paid or given to our Promoters or members of our Promoter Group.

## **Common Pursuits of our Promoters**

Our Promoters are not involved with any venture which is in the same line of activity or business as our Company.

## **Change in the management and control of our Company**

Our Promoters are the original promoters of our Company and there has not been any change in the management or control of our Company.

## **Companies or firms with which our Promoters have disassociated in the last three years**

Our Promoters have not disassociated themselves from any company or firm during the preceding three years.

## **Confirmations**

Except as disclosed under "**Outstanding Litigation and Material Developments – Litigation involving our Promoters**" on page 489, there is no material outstanding litigation or legal action pending or taken by any department of the Government or statutory authority during the last five years preceding the date of the Draft Red Herring Prospectus against our Promoters.

Our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

Our Promoters and members of our Promoter Group have not been declared as Wilful Defaulters.

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.

As on the date of this Draft Red Herring Prospectus, our Promoters are not and have never been promoters, directors 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.

## II. Group Companies

In terms of the SEBI ICDR Regulations and pursuant to the Materiality Policy, for the purposes of identification of group companies for disclosure in connection with the Offer, our Company has considered companies with which our Company has had related party transactions, as disclosed in our Restated Consolidated Financial Information in accordance with applicable accounting standards and such other companies considered material by our Board.

On the basis of the Materiality Policy, other than the companies already covered under the relevant accounting standards in the Restated Consolidated Financial Information, no company was considered to be material by our Board for the purposes of disclosure in this Draft Red Herring Prospectus. Accordingly, we have set out below the details of our Group Companies which have also been disclosed in this Draft Red Herring Prospectus in “*Financial Information*” on page 219:

1. ASK India Real Estate Special Opportunities Fund Pte. Ltd.;
2. ASK Securities Advisory Services Private Limited;
3. Fortress Constructions Private Limited;
4. Lily Realty Private Limited; and
5. Prushti Developers Private Limited.

For avoidance of doubt, it is hereby clarified that our Subsidiaries and Joint Venture have not been considered for the purposes of the disclosure as Group Companies in this Draft Red Herring Prospectus. For further details of our Subsidiaries and Joint Venture, see “*History and Certain Corporate Matters – Our Subsidiaries*” and “*History and Certain Corporate Matters – Our Joint Venture*” on pages 189 and 192, respectively.

### Details of the Group Companies:

#### 1. ASK India Real Estate Special Opportunities Fund Pte. Ltd.

##### *Corporate Information*

ASK India Real Estate Special Opportunities Fund Pte. Ltd. is a private limited company and was incorporated on March 19, 2013 with the Accounting and Corporate Regulatory Authority, Singapore. Its registration number is 201307257W and its registered office is located at 133 Cecil Street, # 16-02A Keck Seng Tower, Singapore 069535. ASK India Real Estate Special Opportunities Fund Pte. Ltd. is involved in the business of carrying out investment activities.

##### *Interest of our Promoters*

As on date, our Promoters do not hold any issued, subscribed and paid up capital of ASK India Real Estate Special Opportunities Fund Pte. Ltd.

##### *Financial Performance*

The financial information derived from the audited financial results of ASK India Real Estate Special Opportunities Fund Pte. Ltd. for the Financial 2017, 2016 and 2015 are set forth below:

*(in \$ USD, except otherwise stated)*

	Financial Year 2017	Financial Year 2016	Financial Year 2015
Equity capital	200	200	200

	Financial Year 2017	Financial Year 2016	Financial Year 2015
Reserves and surplus (excluding revaluation reserves)	722,801	(777,202)	(169,457)
Revenue from operations and other income	3,462,843	2,205,966	1,593,799
Profit/(loss) after tax	1,500,003	(607,745)	499,563
Earnings/(loss) per equity share (₹) (Basic)	NA	NA	NA
Earnings/(loss) per equity share (₹) (Diluted)	NA	NA	NA
Net asset value per equity share (₹)	NA	NA	NA

There are no significant notes of the auditors in relation to the aforementioned financial statements.

## 2. ASK Securities Advisory Services Private Limited

### Corporate Information

ASK Securities Advisory Services Private Limited is a private limited company and was originally incorporated under the Companies Act 1956 on March 28, 2007 as Fiorina Realty Private Limited . Its CIN is U74900MH2007PTC169295 and its registered office is located at 1<sup>st</sup> Floor, Band Box House, Dr. Annie Besant Road, Worli, Mumbai 400 025. ASK Securities Advisory Services Private Limited is involved in the business of acting as advisors or consultants for investments in shares; debentures; stock and other securities issued or guaranteed by or on behalf of anybody corporates; company; government or other authority.

### Interest of our Promoters

As on date our Promoters directly hold 100 % of the issued, subscribed and paid up equity share capital of ASK Securities Advisory Services Private Limited.

### Financial Performance

The financial information derived from the audited financial results of ASK Securities Advisory Services Private Limited for the Financial Years ended 2017, 2016 and 2015 are set forth below:

	Financial Year 2017	Financial Year 2016	Financial Year 2015
Equity capital	0.10	0.10	0.10
Reserves and surplus (excluding revaluation reserves)	603.06	1,272.99	1,263.47
Revenue from operations and other income	3.91	59.17	13.73
Profit/(loss) after tax	1.90	9.53	10.85
Earnings/(loss) per equity share (₹) (Basic)	190.30	952.50	1,085.24
Earnings/(loss) per equity share (₹) (Diluted)	190.30	952.50	1,085.24
Net asset value per equity share (₹)	60,445.15	127,438.68	126,486.18

There are no significant notes of the auditors in relation to the aforementioned financial statements.

## 3. Fortress Constructions Private Limited

### Corporate Information

Fortress Constructions Private Limited is a private limited company and was incorporated on March 13, 2014 under the Companies Act 2013. Its CIN is U74120MH2014PTC254284 and its registered office is located at 254-D, Bandbox House, Dr. A B Road, Worli, Mumbai 400 030. Fortress Constructions Private Limited is involved in the business of purchase and sale of movable and immovable properties of all types, including lands (agricultural and non-agricultural), building houses, flats bungalows, shops, offices, showrooms and godowns.

### Interest of our Promoters

As on date, our Promoter, Mr. Sameer Koticha holds 99.99% of the issued, subscribed and paid up equity share capital of Fortress Constructions Private Limited.

#### *Financial Performance*

The financial information derived from the audited financial results of Fortress Constructions Private Limited for the Financial Years 2017, 2016 and 2015 are set forth below:

*(in ₹ million, except otherwise stated)*

	<b>Financial Year 2017</b>	<b>Financial Year 2016</b>	<b>Financial Year 2015</b>
Equity capital	0.10	0.10	0.10
Reserves and surplus (excluding revaluation reserves)	167.63	169.45	167.28
Revenue from operations and other income	0.10	8.58	11.44
Profit/(loss) after tax	(1.81)	2.16	(1.82)
Earnings/(loss) per equity share (₹) (Basic)	(181.11)	216.13	(182.00)
Earnings/(loss) per equity share (₹) (Diluted)	(181.11)	216.13	(182.00)
Net asset value per equity share (₹)	16,794.17	16,975.28	16,759.15

There are no significant notes of the auditors in relation to the aforementioned financial statements.

#### **4. Lily Realty Private Limited**

##### *Corporate Information*

Lily Realty Private Limited is a private limited company and was incorporated on March 28, 2007 under the Companies Act 1956. Its CIN is U45400MH2007PTC169296 and its registered office is located at 3<sup>rd</sup> Floor, Bengal Chemical Building, 502, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025. Lily Realty Private Limited is involved in the business of builders, developers, infrastructural development contractors, designers, architects, decorators, consultants, estate agents and property dealers.

##### *Interest of our Promoters*

As on date our Promoter, Mr. Asit Koticha, holds 50% of the issued, subscribed and paid up equity share capital of Lily Realty Private Limited.

##### *Financial Performance*

The financial information derived from the audited financial results of Lily Realty Private Limited for the Financial Years ended 2017, 2016 and 2015 are set forth below:

*(in ₹ million, except otherwise stated)*

	<b>Financial Year 2017</b>	<b>Financial Year 2016</b>	<b>Financial Year 2015</b>
Equity capital	0.10	0.10	0.10
Reserves and surplus (excluding revaluation reserves)	(3,173.29)	14.60	16.48
Revenue from operations and other income	3,177.75	4.29	14.07
Profit/(loss) after tax	(3,187.88)	(1.89)	(5.12)
Earnings/(loss) per equity share (₹) (Basic)	(3,18,788.17)	(188.52)	(512.42)
Earnings/(loss) per equity share (₹) (Diluted)	(3,18,788.17)	(188.52)	(512.42)
Net asset value per equity share (₹)	(3,17,318.51)	1,469.65	1,658.17

There are no significant notes of the auditors in relation to the aforementioned financial statements.

#### **5. Prushti Developers Private Limited**

##### *Corporate Information*

Prushti Developers Private Limited is a private limited company and was incorporated on July 13, 2012 under the Companies Act 1956. Its CIN is U45201MH2012PTC233363 and its registered office is located at 3<sup>rd</sup> Floor Bengal Chemical Building 502, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025. Prushti Developers Private Limited is involved in the business of builders developers infrastructural development contractors, designers, decorators, consultants, estate agents and property dealers and to purchase, acquire, hold, buy, sell, trade, invest, build, develop, consult, lease, manage, take on lease, any interest in lands, buildings or properties.

#### *Interest of our Promoters*

As on date, our Promoter, Mr. Asit Koticha holds 99.99% of the issued, subscribed and paid up equity share capital of Prushti Developers Private Limited.

#### *Financial Performance*

The financial information derived from the audited financial results of Prushti Developers Private Limited for the Financial Years 2017, 2016 and 2015 are set forth below:

	<i>(in ₹ million, except otherwise stated)</i>		
	<b>Financial Year 2017</b>	<b>Financial Year 2016</b>	<b>Financial Year 2015</b>
Equity capital	0.10	0.10	0.10
Reserves and surplus (excluding revaluation reserves)	(27.16)	(13.00)	(2.99)
Revenue from operations and other income	0.79	13.35	13.34
Profit/(loss) after tax	(14.17)	(10.01)	(2.11)
Earnings/(loss) per equity share (₹) (Basic)	(1,416.75)	(1,001.04)	(210.86)
Earnings/(loss) per equity share (₹) (Diluted)	(1,416.75)	(1,001.04)	(210.86)
Net asset value per equity share (₹)	(2,685.65)	(1,268.90)	(267.86)

There are no significant notes of the auditors in relation to the aforementioned financial statements

#### **Details of Group Companies with negative net worth**

The following Group Companies had a negative net worth for Fiscal 2017:

1. Lily Realty Private Limited; and
2. Prushti Developers Private Limited.

For further details of Lily Realty Private Limited and Prushti Developers Private Limited, see ***“Promoter and Group Companies - Details of the Group Companies”*** on page 212.

#### **Details of loss-making Group Companies**

Except the Group Companies mentioned below, none of our Group Companies has incurred a loss in the preceding year:

1. Fortress Constructions Private Limited;
2. Lily Realty Private Limited; and
3. Prushti Developers Private Limited.

For further details of Fortress Constructions Private Limited, Lily Realty Private Limited and Prushti Developers Private Limited, see ***“Promoters and Group Companies - Details of the Group Companies”*** on page 212.

#### **Details of Group Companies under winding up**

As on the date of this Draft Red Herring Prospectus, none of our Group Companies is under winding up. Further, as on the date of this Draft Red Herring Prospectus, no winding up or revocation proceedings or actions have been initiated against any of our Group Companies.

### **Sick or Defunct Companies**

As on the date of this Draft Red Herring Prospectus, none of our Group Companies has become sick or defunct within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985, and Companies Act, respectively and no application has been made to the RoC for striking off the name of any of our Group Companies during the five years preceding the date of filing of this Draft Red Herring Prospectus.

Further, none of our Group Companies has been declared insolvent or bankrupt under the Insolvency and Bankruptcy Code, 2016 and there are no insolvency or bankruptcy proceedings initiated against any of our Group Companies.

### **Interests of our Group Companies**

As on the date of this Draft Red Herring Prospectus:

- a) None of our Group Companies has any interest in the promotion or formation of our Company.
- b) As on the date of this Draft Red Herring Prospectus, none of our Group Companies has any interest in any property acquired by our Company within the two years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by it, or any interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery, etc.
- c) Further, except as set forth in “*Financial Information*” on page 219, our Company does not have any sales or purchase transactions with our Group Companies exceeding, in the aggregate, 10% of the total sales or purchases of our Company. For more information on business transactions with our Group Companies and their significance on our financial performance, see “*Financial Information*” on page 219.

### **Common pursuits of our Group Companies**

Our Company is primarily in the portfolio management business. There are no common pursuits amongst our Group Companies and us in relation to the same. There is no conflict of interest amongst our Group Companies and our Company. Our Company would adopt necessary measures and practices as permitted by law and regulatory guidelines to address any conflict situation, as and when they arise.

### **Related Party Transactions**

Except as set forth in “*Restated Consolidated Financial Information - Annexure XXXIV - Related Party Transactions*” and “*Restated Standalone Financial Information - Annexure XXXIV - Related Party Transactions*” on pages 276 and 358, respectively, no related party transactions have been entered into between our Group Companies and our Company, as on the date of the Restated Financial Information included in this Draft Red Herring Prospectus.

## **RELATED PARTY TRANSACTIONS**

For details of the related party transactions during the last five fiscals, pursuant to the requirements under Accounting Standard 18 and IND (AS) 24, issued by the Institute of Chartered Accountants of India, see “*Financial Information – Annexure XXXIV – Restated Standalone Statement of Related Party Transactions*” and “*Financial Information – Annexure XXXIV – Restated Consolidated Statement of Related Party Transactions*” on pages 276 and 358, respectively.

## **DIVIDEND POLICY**

As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder) and will depend on a number of factors, including but not limited to our profits, capital requirements, contractual obligations, restrictive covenants in financing arrangements and the overall financial condition of our Company. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements.

Our Company has not declared any dividends during the last five Fiscals on Equity Shares.

## SECTION V – FINANCIAL INFORMATION

### FINANCIAL INFORMATION

<b>Sr. No.</b>	<b>Details</b>	<b>Page No.</b>
1.	Restated Ind AS consolidated financial information	220
2.	Restated Ind AS standalone financial information	305
3.	Restated Previous GAAP consolidated financial information	384
4.	Restated Previous GAAP standalone financial information	427

**Private and confidential**

The Board of Directors  
ASK Investment Managers Limited  
Birla Aurora, 16 Level, Office Floor 9  
Dr. Annie Besant Road, Worli  
MUMBAI 400 030

**Auditor's Report on Restated Ind AS Consolidated Financial Information as at and for the years ended 31 March 2018, 31 March 2017 and 31 March 2016 (Proforma) in connection with the Initial Public Offering of ASK Investment Managers Limited**

Dear Sirs

- 1) We have examined the attached Restated Ind AS Consolidated Financial Information of ASK Investment Managers Limited (formerly ASK Investment Managers Private Limited) (the "Company") and its subsidiaries and a joint venture (together referred as the "Group"), which comprise of the restated Ind AS Consolidated summary statement of assets and liabilities as at 31 March 2018, 31 March 2017 and 31 March 2016, the restated Ind AS Consolidated summary statement of profit and loss, the restated Ind AS Consolidated summary statement of cash flows and the restated Ind AS Consolidated summary statement of changes in equity for each of the years ended 31 March 2018, 31 March 2017 and 31 March 2016, read together with summary of significant accounting policies, annexures and notes thereto and other restated Ind AS Consolidated financial information explained in paragraph 7 below (collectively, together with the notes and annexures thereto, the "Restated Ind AS Consolidated Financial Information"), for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offer (the "IPO"). The Restated Ind AS Consolidated Financial Information have been approved by the Board of Directors in its meeting held on 27 July 2018 and is prepared in terms of the requirements of :
  - a. section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Companies Act");
  - b. the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (the "SEBI ICDR Regulations"); and
  - c. the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "ICAI") (the "Guidance Note").
- 2) The preparation of the Restated Ind AS Consolidated Financial Information is the responsibility of management of the Company for the purpose set out in paragraph 10 below. Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Ind AS Consolidated Financial Information. Management is also responsible for identifying and ensuring that the Company complies with the Companies Act, the SEBI ICDR Regulations and the Guidance Note.

- 3) We have examined such Restated Ind AS Consolidated Financial Information taking into consideration:
- a. Terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 5 June 2018 in connection with the proposed issue of equity shares of the Company; and
  - b. the Guidance Note.
- 4) The Restated Ind AS Consolidated Financial Information has been compiled by management as follows:
- a. From the audited consolidated financial statements of the Group as at and for the year ended 31 March 2018, prepared in accordance with Indian Accounting Standards (“Ind AS”) as prescribed under Section 133 of the Companies Act, which have been approved by the Board of Directors at its meeting held on 12 July 2018.
  - b. From the audited special purpose consolidated financial statements of the Group as at and for the year ended 31 March 2017, prepared in accordance with the Ind AS as prescribed under Section 133 of the Companies Act, which have been approved by the Board of Directors at its meeting held on 12 July 2018.
  - c. From the audited consolidated financial statements of the Group as at and for the year ended 31 March 2016, prepared in accordance with accounting principles generally accepted in India, including the Accounting Standards as prescribed under Section 133 of the Companies Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which has been approved by the Board of Directors at its meeting held on 20 September 2016 and which have been converted into figures as per the Ind AS to align accounting policies, exemptions and disclosures as adopted for the preparation of the Ind AS financial statements for the year ended 31 March 2018. The Restated IndAS Consolidated Financial Information as at and for the year ended 31 March 2016 is referred to as the “Proforma Restated Ind AS Consolidated Financial Information”.
- 5) We did not audit the financial statements of certain subsidiaries for the financial years ended 31 March 2018, 31 March 2017 and 31 March 2016 whose share of total assets, total revenues, net cash flows included in the Restated Ind AS Consolidated Financial Information, for the relevant years is tabulated below:

(Rs. In million)

Particulars	31 March 2018	31 March 2017	31 March 2016
Total assets	325.15	89.10	183.00
Revenue	141.40	108.12	162.35
Net cash inflow	1.93	59.08	2.92

These financial statements have been audited by another auditors whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in the Restated Ind AS Consolidated Financial Information are based solely on the report of other auditors.

- 6) Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEDI ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:
- a. The Restated Ind AS Consolidated summary statement of assets and liabilities of the Group as at 31 March 2018, 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure I of the Restated Ind AS Consolidate Financial Information to this report, have been arrived at after making adjustments and regroupings / reclassifications as in our opinion, were appropriate and more fully described in Annexure VI to the Restated Ind AS Consolidated Financial Information.
  - b. The Restated Ind AS Consolidated summary statement of profit and loss of the Group for each of years ended 31 March 2018, 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure II of the Restated Ind AS Consolidated Financial Information to this report, have been arrived at after making adjustments and regroupings / reclassifications as in our opinion, were appropriate and more fully described in Annexure VI to the Restated Ind AS Consolidated Financial Information.
  - c. The Restated Ind AS Consolidated summary statement of cash flows of the Group for each of the years ended 31 March 2018, 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure III of the Restated Ind AS Consolidated Financial Information to this report have been arrived at after making adjustments and regroupings/reclassifications as in our opinion were appropriate and more fully described in Annexure VI to the Restated Ind AS Consolidated Financial Information.
  - d. The Restated Ind AS Consolidated summary statement of changes in equity of the Group for each of the years ended 31 March 2018, 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure IV to the Restated Ind AS Consolidated Financial Information have been arrived at after making adjustments and regroupings / reclassifications as in our opinion, were appropriate and more fully described in Annexure VI to the Restated Ind AS Consolidated Financial Information.
  - e. Based on the above and according to the information and explanations given to us, we further report that the Restated Ind AS Consolidated Financial Information:
    - i. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
    - ii. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
    - iii. do not contain any extra-ordinary items that need to be disclosed separately and do not contain any qualification requiring adjustments.
- 7) We have also examined the following other Restated Ind AS consolidated financial information of the Group set out in the Annexures prepared by management and approved by the Board of Directors at its meeting held on 27 July 2018 for each of the years ended 31 March 2018, 31 March 2017 and 31 March 2016:

Annexure VII - Restated Ind AS Consolidated Summary Statement of Property, plant and equipment and Other Intangible
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Annexure VIII - Restated Ind AS Consolidated Summary Statement of Investment in accounted in equity method
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Annexure IX - Restated Ind AS Consolidated Summary Statement of Financial Assets Investments
Annexure X - Restated Ind AS Consolidated Summary Statement of Financial Assets - Loans
Annexure XI - Restated Ind AS Consolidated Summary Statement of Financial Assets - Trade receivables
Annexure XII - Restated Ind AS Consolidated Summary Statement of Other assets
Annexure XIII - Restated Ind AS Consolidated Summary Statement of Cash and cash equivalents and other bank balances
Annexure XIV - Restated Ind AS Consolidated Summary Statement of Other financial assets
Annexure XV - Restated Ind AS Consolidated Summary Statement of Share Capital
Annexure XVI - Restated Ind AS Consolidated Summary Statement of Other equity
Annexure XVII - Restated Ind AS Consolidated Summary Statement of Non-current financial liabilities – Borrowings
Annexure XVIII - Restated Ind AS Consolidated Summary Statement of Other financial liabilities
Annexure XIX - Restated Ind AS Consolidated Summary Statement of Provisions
Annexure XX - Restated Ind AS Consolidated Summary Statement of Deferred tax Assets / liabilities (net)
Annexure XXI - Restated Ind AS Consolidated Summary Statement of Other Liabilities
Annexure XXII - Restated Ind AS Consolidated Summary Statement of Trade payables
Annexure XXIII - Restated Ind AS Consolidated Summary Statement of Revenue from operations
Annexure XXIV - Restated Ind AS Consolidated Summary Statement of Other income
Annexure XXV - Restated Ind AS Consolidated Summary Statements of Employee benefit expense
Annexure XXVI - Restated Ind AS Consolidated Summary Statement of Finance costs
Annexure XXVII - Restated Ind AS Consolidated Summary Statements of Other expense
Annexure XXVIII - Restated Ind AS Consolidated Summary Statement of Income tax expense
Annexure XXIX - Restated Ind AS Consolidated Summary Statement of Earnings Per Share
Annexure XXX - Restated Ind AS Consolidated Summary Statement of Operating Leases
Annexure XXXI - Restated Ind AS Consolidated Summary Statement of contingent liabilities and capital commitments
Annexure XXXII - Restated Ind AS Consolidated Summary of Corporate Social Responsibility
Annexure XXXIII - Restated Ind AS Consolidated Summary of Payment to auditors
Annexure XXXIV - Restated Ind AS Consolidated Summary Statement of Related party disclosures - "Related Party Disclosures"
Annexure XXXV - Consolidated Summary Statement of Capitalisation
Annexure XXXVI - Restated Ind AS Consolidated Summary Statement of Accounting Ratios
Annexure XXXVII - Notes to Restated Ind AS Consolidated Financial Information
Annexure XXXVIII - Restated Ind AS Consolidated Summary Statement of Capital Management
Annexure XXXIX - Restated Ind AS Consolidated Summary Statement of Investment accounted in Equity method
Annexure XXXX – Restated Ind AS Consolidated Summary Statement of subsequent events

According to the information and explanations given to us, in our opinion, the Restated Ind AS Consolidated Financial Information of the Group as at and for the years ended 31 March 2018, 31 March 2017 and 31 March 2016, and the above mentioned other restated Ind AS consolidated financial information contained in Annexures VII to XXXX of the Restated Ind AS Consolidated Financial Information accompanying this report, read with restated summary of significant accounting policies disclosed in Annexure V of the Restated Ind AS Consolidated Financial Information have been prepared after making adjustments and regroupings as considered appropriate as disclosed in Annexure VI and the proforma Ind AS Restated Consolidated Financial Information of the Group as at and for the year ended 31 March 2016, read with the summary of significant accounting policies disclosed in Annexure V, are prepared after making proforma adjustments as mentioned in Annexure VI and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note.

- 8) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the consolidated financial statements referred to herein.
- 9) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 10) Our report is intended solely for use of management for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus, to be filed with the Securities and Exchange Board of India, the National stock Exchange of India Limited, BSE Limited where the equity shares are proposed to be listed and the Registrar of Companies, Maharashtra situated in Mumbai in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **B S R & Co. LLP**  
*Chartered Accountants*  
Firm's Registration No: 101248W/W-100022

**Manoj Kumar Vijai**  
*Partner*  
Membership No: 046882

Mumbai  
28 July 2018

# **ASK Investment Managers Limited**

**Restated Ind AS Consolidated Financial Statements**

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Annexure I : Restated Ind AS Consolidated Summary Statement of Assets and Liabilities**

as at March 31, 2018

(All amounts are in Rs. million)

Particulars	Annexures	As at	As at	As at
		March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
<b>ASSETS</b>				
<b>A Non-current assets</b>				
Property, plant and equipment	VII(A)	87.04	87.25	91.28
Capital work-in-progress		23.74	15.25	3.92
Other intangible assets	VII(B)	18.66	4.44	2.72
Investment accounted in equity method	VIII	44.85	43.68	42.46
<b>Financial assets</b>				
i. Investments	IX	271.59	103.73	63.08
ii. Loans	X	0.26	0.26	1.26
iii. Trade receivables	XI	-	-	237.43
iv. Other financial assets	XIV	21.56	19.96	12.70
Income tax assets (net)		222.09	293.37	300.50
Deferred tax assets (net)	XX	76.61	112.36	-
Other non-current assets	XII	437.39	496.79	369.69
<b>Total non current assets (A)</b>		<b>1,203.79</b>	<b>1,177.09</b>	<b>1,125.04</b>
<b>B Current assets</b>				
<b>Financial assets</b>				
i. Investments	IX	1,997.29	614.03	466.21
ii. Trade receivables	XI	1,444.31	1,309.06	597.21
iii. Cash and cash equivalents	XIII	108.30	142.09	13.68
iv. Bank balances other than (iii) above	XIII	0.94	23.72	24.51
v. Loans	X	-	0.01	0.11
vi. Other financial assets	XIV	16.99	-	0.50
Other current assets	XII	521.52	558.71	320.08
<b>Total current assets (B)</b>		<b>4,089.35</b>	<b>2,647.62</b>	<b>1,422.30</b>
<b>Total assets (A+B)</b>		<b>5,293.14</b>	<b>3,824.71</b>	<b>2,547.34</b>
<b>EQUITY AND LIABILITIES</b>				
<b>C Equity</b>				
Equity share capital	XV	11.07	11.07	10.10
Other equity	XVI	3,904.04	2,586.08	1,635.08
<b>Equity attributable to equity holders of the parent</b>		<b>3,915.11</b>	<b>2,597.15</b>	<b>1,645.18</b>
Non-controlling interests		13.30	10.89	52.26
<b>Total equity (C)</b>		<b>3,928.41</b>	<b>2,608.04</b>	<b>1,697.44</b>
<b>Liabilities</b>				
<b>D Non-current liabilities</b>				
<b>Financial liabilities</b>				
i. Borrowings	XVII	-	-	1.26
ii. Other financial liabilities	XVIII	7.35	12.45	3.50
Provisions	XIX	55.64	38.16	84.30
Deferred tax liabilities (net)	XX	194.75	194.33	72.75
Other non-current liabilities	XXI	40.44	48.84	48.06
<b>Total non-current liabilities (D)</b>		<b>298.18</b>	<b>293.78</b>	<b>209.87</b>
<b>E Current liabilities</b>				
<b>Financial liabilities</b>				
i. Trade payables	XXII	-	-	-
Micro, small and medium enterprises		-	-	-
Others		352.29	328.64	303.62
ii. Other financial liabilities	XVIII	0.99	6.77	1.69
Other current liabilities	XXI	187.67	136.82	69.07
Provisions	XIX	458.39	359.30	248.58
Liabilities for current tax (net)		67.21	91.36	17.07
<b>Total current liabilities (E)</b>		<b>1,066.55</b>	<b>922.89</b>	<b>640.03</b>
<b>Total liabilities (D+E)</b>		<b>1,364.73</b>	<b>1,216.67</b>	<b>849.90</b>
<b>Total equity and liabilities (C+D+E)</b>		<b>5,293.14</b>	<b>3,824.71</b>	<b>2,547.34</b>

**Note:**

The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

**Manoj Kumar Vijai**

Partner

Membership No: 046882

Mumbai

Date : 28 July 2018

For and on behalf of the Board of Directors of

**ASK Investment Managers Limited**

CIN No: U65993MH2004PLC147890

**Sunil Rohokale**

CEO and Managing Director

DIN: 01896946

**Himanshu Bohara**

Chief Financial Officer

Mumbai

Date : 27 July 2018

**Bharat Shah**

Director

DIN: 00312394

**Lalatendu Acharya**

Company Secretary

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Annexure II : Restated Ind AS Consolidated Summary Statement of profit and loss**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

Particulars	Annexures	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
I Revenue from operations	XXIII	4,516.29	3,201.61	2,134.78
II Other income	XXIV	132.33	126.40	81.53
<b>III Total income (I + II)</b>		<b>4,648.62</b>	<b>3,328.01</b>	<b>2,216.31</b>
<b>IV Expenses</b>				
Employee benefit expenses	XXV	1,335.51	1,023.54	691.25
Finance costs	XXVI	5.61	6.74	5.91
Depreciation and amortisation expenses		43.44	33.04	17.42
Other expenses	XXVII	1,379.14	1,184.48	637.40
<b>Total expenses (IV)</b>		<b>2,763.70</b>	<b>2,247.80</b>	<b>1,351.98</b>
<b>V Profit before share of profit in joint venture and income tax (III - IV)</b>		<b>1,884.92</b>	1,080.21	864.33
<b>VI Add: Share of profit in joint venture (net of income tax)</b>		<b>1.17</b>	1.22	17.31
<b>VII Profit before tax (V + VI)</b>		<b>1,886.09</b>	1,081.43	881.64
<b>VIII Tax expense</b>	XXVIII			
1. Current tax		703.36	312.89	50.84
2. Deferred tax		(29.30)	82.02	136.72
3. MAT credit entitlement		-	(86.23)	(51.23)
<b>Total tax expense (VIII)</b>		<b>674.06</b>	308.68	136.33
<b>IX Profit for the year after tax before non controlling interests (VII - VIII)</b>		<b>1,212.03</b>	772.75	745.31
<b>Profit for the year attributable to:</b>				
Owners of the Group		1,210.55	751.87	726.71
Non-controlling interests		1.48	20.88	18.60
<b>Profit for the year after tax</b>		<b>1,212.03</b>	772.75	745.31
<b>X Other comprehensive income</b>				
<b>(i) Items that will not be reclassified to profit or loss</b>				
Remeasurements of defined benefit liability		2.18	(4.96)	(11.93)
Income tax related to items that will not be reclassified to profit or loss		(0.64)	1.63	2.03
<b>(ii) Items that will be reclassified to profit or loss</b>				
Exchange differences in translating financial statements of foreign operations		(0.24)	(3.10)	3.83
<b>Other comprehensive income for the year, (net of tax)</b>		<b>1.30</b>	(6.43)	(6.07)
<b>Other comprehensive income attributable to:</b>				
Owners of the Group		1.30	(6.41)	(5.71)
Non-controlling interests		0.00	(0.02)	(0.36)
<b>XI Total comprehensive income for the year (net of tax) (IX + X)</b>		<b>1,213.33</b>	766.32	739.24
<b>Total comprehensive income is attributable to:</b>				
Owners of the Group		1,211.85	745.46	721.00
Non-controlling interests		1.48	20.86	18.24
<b>XII Earnings per equity share</b>	XXIX			
1. Basic earnings per share		16.83	11.15	11.07
2. Diluted earnings per share		14.22	9.56	9.45

(Rs. 0.00 million indicates values are lower than Rs 0.01 million)

**Note:**

The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of

**ASK Investment Managers Limited**

CIN No: U65993MH2004PLC147890

**Manoj Kumar Vijai**

Partner

Membership No: 046882

**Sunil Rohokale**

CEO and Managing Director

DIN: 01896946

**Bharat Shah**

Director

DIN: 00312394

**Himanshoo Bohara**

Chief Financial Officer

**Lalatendu Acharya**

Company Secretary

Mumbai

Date : 28 July 2018

Mumbai

Date : 27 July 2018

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Annexure III - Restated Ind AS Consolidated Summary statement of cash flows**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
<b>Cash flow from operating activities</b>			
Profit before share in joint venture and income tax	1,884.92	1,080.21	864.33
<b>Adjustments to reconcile profit before tax to net cash generated from / (used in) operating activities</b>			
Depreciation and amortisation	43.44	33.04	17.42
Bad debt written off	9.51	0.67	0.79
Profit on property, plant and equipment sold (net)	-	-	(0.01)
Capital advances written off	-	2.76	0.00
Mark to market ("MTM") gain / (loss) on investments carried at FVTPL	13.11	(7.57)	(6.19)
(Gain) / loss on sale of mutual fund	(13.88)	(20.36)	(0.00)
Dividend income	(67.73)	(23.96)	(27.51)
Finance costs	5.61	6.74	5.91
Net unrealised foreign exchange (profit) / loss	(0.24)	(3.10)	3.83
Interest income	(38.14)	(43.67)	(27.24)
Share in profits of joint ventures	1.17	1.22	17.31
Employee share based payments	115.97	71.41	24.01
Remeasurement of defined benefit plan	2.18	(4.96)	(11.93)
Service tax credit written off	7.73	3.43	4.74
<b>Operating profit before working capital changes</b>	<b>1,963.65</b>	<b>1,095.86</b>	<b>865.46</b>
<b>Working capital adjustments</b>			
Increase in trade receivables	(126.53)	(450.15)	(56.22)
Decrease in loans	2.08	14.35	1.76
Increase in other financial assets	(18.59)	(4.44)	(8.19)
Decrease / (increase) in other assets	96.59	(365.73)	(406.35)
Increase in trade payables	23.64	25.02	128.30
(Decrease) / increase in other financial liabilities	(10.88)	14.10	1.62
Increase in provisions	110.96	57.84	57.60
Increase / (decrease) in other liabilities	34.72	65.09	(172.28)
<b>Cash generated from operations</b>	<b>2,075.64</b>	<b>451.94</b>	<b>411.70</b>
Income taxes paid (net)	(591.40)	(216.40)	(174.17)
<b>Net cash generated from operating activities</b>	<b>1,484.24</b>	<b>235.54</b>	<b>237.53</b>
<b>Cash flow from investing activities</b>			
Purchase of property, plant and equipment	(33.76)	(27.91)	(96.52)
Changes in capital work-in-progress	(8.49)	(11.32)	(1.71)
Purchase of other intangible assets	(23.71)	(4.50)	(1.38)
Proceeds from sale of property, plant and equipment	-	1.68	0.10
Purchase of non-current investments	(204.96)	(277.17)	(39.79)
Proceeds from sale of non-current investments	23.03	239.26	-
Proceeds from redemption of units in the schemes of mutual fund	5,495.60	3,399.85	2,481.04
Investment in the schemes of mutual fund	(6,797.43)	(3,502.06)	(2,564.71)
Other bank balances	22.78	0.79	(22.59)
Interest income	17.84	2.73	1.89
<b>Net cash used in investing activities</b>	<b>(1,509.10)</b>	<b>(178.65)</b>	<b>(243.67)</b>
<b>Cash flow from financing activities</b>			
Issue of equity shares (including securities premium)	-	678.80	-
Redemption of preference shares	-	(1.26)	-
Exercise of employee stock options	-	(35.57)	-
Finance cost	-	(0.08)	-
Acquisition of non-controlling interest	(8.93)	(570.37)	-
<b>Net cash (used in) / generated from financing activities</b>	<b>(8.93)</b>	<b>71.52</b>	<b>-</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(33.79)</b>	<b>128.41</b>	<b>(6.14)</b>
Cash and cash equivalents as at the beginning of the year	142.09	13.68	19.82
<b>Cash and cash equivalents as at the end of the year</b>	<b>108.30</b>	<b>142.09</b>	<b>13.68</b>

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Annexure III - Restated Ind AS Consolidated Summary statement of cash flows (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Reconciliation of cash and cash equivalents with the balance sheet**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<b>Cash and cash equivalents as per balance sheet (refer Annexure XIII)</b>			
Cash on hand	0.13	0.20	0.14
Bank balances - In current accounts	108.17	141.89	13.54
<b>Cash and cash equivalents as restated as at the year end</b>	<b>108.30</b>	<b>142.09</b>	<b>13.68</b>

(Rs. 0.00 million indicates values are lower than Rs 0.01 million)

**Note:**

The above Cash flow statement has been prepared under the 'Indirect Method' as set out in Ind AS 7 - "Cash Flow Statements".

The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of  
**ASK Investment Managers Limited**  
CIN No: U65993MH2004PLC147890

**Manoj Kumar Vijai**  
Partner  
Membership No: 046882

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

**Himanshoo Bohara**  
Chief Financial Officer

**Lalalendu Acharya**  
Company Secretary

Mumbai  
Date : 28 July 2018

Mumbai  
Date : 27 July 2018

## ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

### Annexure IV Restated Ind AS Consolidated Summary Statement of changes in equity

for the year ended March 31, 2018

(All amounts are in Rs. million)

#### A Equity share capital

Particulars	As at March 31, 2016 (Proforma)	Additions during the year	As at March 31, 2017	Additions during the year	As at March 31, 2018
Equity share capital	10.10	0.97	11.07	-	11.07

#### B. Other equity

Particulars	Reserves & Surplus		Reserves & Surplus			Items of OCI					Total	
	Capital reserve	Securities premium account	Capital redemption reserve	General reserve	Retained earnings	Share options outstanding account	Special reserve	Foreign currency translation reserve	Other comprehensive income	Total attributable to owners of the Group		Attributable to NCI
<b>Balance as at April 1, 2015 (Proforma)</b>	0.74	683.40	3.98	31.49	132.72	38.84	-	-	-	891.17	32.92	<b>924.09</b>
<b>Total comprehensive income for the year ended March 31, 2016</b>												
Profit or loss	-	-	-	-	726.71	-	-	-	-	726.71	18.60	<b>745.31</b>
Other comprehensive income for the year	-	-	-	-	-	-	-	3.83	(9.54)	(5.71)	(0.36)	<b>(6.07)</b>
<b>Total comprehensive income (net of tax)</b>	-	-	-	-	<b>726.71</b>	-	-	<b>3.83</b>	<b>(9.54)</b>	<b>721.00</b>	<b>18.24</b>	<b>739.24</b>
<b>Transfer / utilisations</b>												
Share based payment (refer Annexure XXXVII - point 3)	-	-	-	-	-	22.91	-	-	-	22.91	1.10	24.01
<b>Balance as at March 31, 2016 (Proforma)</b>	<b>0.74</b>	<b>683.40</b>	<b>3.98</b>	<b>31.49</b>	<b>859.43</b>	<b>61.75</b>	-	<b>3.83</b>	<b>(9.54)</b>	<b>1,635.08</b>	<b>52.26</b>	<b>1,687.34</b>
<b>Total comprehensive income for the year ended March 31, 2017</b>												
Profit or loss	-	-	-	-	751.87	-	-	-	-	751.87	20.88	772.75
Other comprehensive income for the year	-	-	-	-	-	-	-	(3.10)	(3.31)	(6.41)	(0.02)	(6.43)
<b>Total comprehensive income (net of tax)</b>	-	-	-	-	<b>751.87</b>	-	-	<b>(3.10)</b>	<b>(3.31)</b>	<b>745.46</b>	<b>20.86</b>	<b>766.32</b>
<b>Transfer / utilisations</b>												
Share based payment (refer Annexure XXXVII - point 3)	-	-	-	-	-	70.94	-	-	-	70.94	0.47	71.41
Acquisition of non-controlling interest	-	-	-	-	(508.44)	1.12	-	-	(0.34)	(507.66)	(62.70)	(570.36)
Transferred to capital redemption reserve on redemption of preference shares	-	-	1.26	(1.26)	-	-	-	-	-	-	-	-
Share options exercised (refer Annexure XXXVII - point 3)	-	677.83	-	-	-	(35.57)	-	-	-	642.26	-	642.26
<b>Balance as at March 31, 2017</b>	<b>0.74</b>	<b>1,361.23</b>	<b>5.24</b>	<b>30.23</b>	<b>1,102.86</b>	<b>98.24</b>	-	<b>0.73</b>	<b>(13.19)</b>	<b>2,586.08</b>	<b>10.89</b>	<b>2,596.97</b>
<b>Total comprehensive income for the year ended March 31, 2018</b>												
Profit or loss	-	-	-	-	1,210.55	-	-	-	-	1,210.55	1.48	1,212.03
Other comprehensive income for the year	-	-	-	-	-	-	-	(0.24)	1.54	1.30	0.00	1.30
<b>Total comprehensive income (net of tax)</b>	-	-	-	-	<b>1,210.55</b>	-	-	<b>(0.24)</b>	<b>1.54</b>	<b>1,211.85</b>	<b>1.48</b>	<b>1,213.33</b>
<b>Transfer / utilisations</b>												
Transferred from retained earnings to special reserve	-	-	-	-	(1.67)	-	1.67	-	-	-	-	-
Share based payment (refer Annexure XXXVII - point 3)	-	-	-	-	-	115.03	-	-	-	115.03	0.94	115.97
Acquisition of non-controlling interest	-	-	-	-	(8.92)	0.00	-	-	(0.00)	(8.92)	(0.01)	(8.93)
<b>Balance as at March 31, 2018</b>	<b>0.74</b>	<b>1,361.23</b>	<b>5.24</b>	<b>30.23</b>	<b>2,302.82</b>	<b>213.27</b>	<b>1.67</b>	<b>0.49</b>	<b>(11.65)</b>	<b>3,904.04</b>	<b>13.30</b>	<b>3,917.34</b>

(Rs. 0.00 million indicates values are lower than Rs 0.01 million)

## ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

### Annexure IV Restated Ind AS Consolidated Summary Statement of changes in equity (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

As per our report of even date attached

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.: 101248W/W-100022

**Manoj Kumar Vijai**

*Partner*

Membership No: 046882

Mumbai

Date : 28 July 2018

**Sunil Rohokale**

*CEO and Managing Director*

DIN: 01896946

**Himanshoo Bohara**

*Chief Financial Officer*

Mumbai

Date : 27 July 2018

**For and on behalf of the Board of Directors of**

**ASK Investment Managers Limited**

CIN No: U65993MH2004PLC147890

**Bharat Shah**

*Director*

DIN: 00312394

**Lalatendu Acharya**

*Company Secretary*

# ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

## Notes to Financial Statements

for the year ended March 31, 2018

(All amounts are in Rs. million)

### Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies

#### 1 Reporting entity

ASK Investment Managers Private Limited (the "Company" or the "Holding Company" or the "Parent") is a Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company, its subsidiaries and joint venture (together known as the "Group" and "joint venture") are engaged in the business of providing equity, real estate asset management services & investment advisory services, financial product distribution & wealth advisory services and NBFC activity. The registered office of the Company is located at Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai - 400 030.

As per the approval received from Registrar of Companies, Maharashtra, Mumbai with effect from July 26, 2018, the status of the Company has been changed from Private Limited to Public Limited and consequently name of the Company has been changed to ASK Investment Managers Limited.

#### 2 Basis of preparation

The Restated Ind AS Consolidated Summary Statement of Assets and Liabilities of the Group as at March 31, 2018, March 31, 2017 and March 31, 2016, Restated Ind AS Consolidated Summary Statement of profit and loss, Restated Ind AS Consolidated Summary Statement of changes in equity and Restated Ind AS Consolidated Summary Statement of cash flows for the years ended March 31, 2018, March 31, 2017 and March 31, 2016 (hereinafter collectively referred to as "Restated Ind AS Consolidated Financial Information") have been prepared under Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (the "Act"), to the extent applicable.

In accordance with Ind AS 101 "First-time Adoption of Indian Accounting Standard", the Group has presented a reconciliation from the presentation of Restated Consolidated Financial Information under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP" or "Indian GAAP") to Ind AS of Restated Consolidated Shareholders' equity as at March 31, 2017, March 31, 2016 and March 31, 2015 and of the Restated Ind AS Consolidated Summary Statement of profit and loss for the years ended March 31, 2017 and 2016.

The Restated Ind AS Consolidated Financial Information have been prepared by management in connection with the proposed listing of equity shares of the Company, and for inclusion in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as the "Offer Documents") to be filed by the Company with the Securities and Exchange Board of India (the "SEBI"), Registrar of Companies, Maharashtra, situated in Mumbai and the concerned stock exchanges in accordance with the requirements of:

- a) Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Act;
- b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the SEBI on August 26, 2009, as amended to date in pursuance of provisions of Securities and Exchange Board of India Act, 1992 read along with SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as the "SEBI regulations") and
- c) Guidance note on reports in Company prospectuses (revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI").

This Restated Ind AS Consolidated Financial Information were authorised for issue by the Company's Board of Directors on July 27, 2018.

#### A The Restated Ind AS Consolidated Financial Information have been compiled from:

- (a) Audited Consolidated financial statements of the Group for the year ended March 31, 2018 which include the comparative Ind AS consolidated financial statements for the year ended March 31, 2017 prepared in accordance with Ind AS; and
- (b) Proforma Restated Ind AS Consolidated financial statements ("Proforma CFS 2016") for the year ended March 31, 2016. These Proforma CFS 2016 have been prepared by making Ind AS adjustments to the audited Indian GAAP consolidated financial statements for the year ended March 31, 2016 in accordance with the provisions of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (the "SEBI Circular") and the Guidance Note.

The consolidated financial statements for the year ended March 31, 2018 have been prepared in accordance with Ind AS. The Company is covered under Phase II of Ind AS applicability, since the net worth of the Company exceeds the threshold of Rs 250 crore as on March 31, 2017. Accordingly, the Company is required to prepare financial statements on the basis of Ind AS from the financial year beginning on April 1, 2017 with comparative for the year ended March 31, 2017. These consolidated financial statements for the year ended March 31, 2018 are the Group's first Ind AS financial statements. Refer point 8 'First time adoption of Ind AS' for the details of first-time adoption exemptions availed by the Group.

#### (i) Basis of measurement

The Restated Ind AS Consolidated Financial Information have been prepared on a historical cost basis, except for the following:

- (a) Certain financial assets and liabilities that are measured at fair value (refer accounting policy regarding financials instruments);
- (b) Net defined benefit asset / liability – plan assets are measured at fair value less present value of defined benefit obligation; and
- (c) Share-based payments - measured at fair value

#### (ii) Functional and presentation currency

The Restated Ind AS Consolidated Financial Information have been presented in Indian rupees, which is the Group's functional currency. All amounts have been rounded off to the nearest million, unless indicated otherwise. Rs 0.00 million indicates values lower than Rs 0.01 million.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)**

**2 Basis of preparation (Continued)**

**B Current versus non-current classification**

The Group presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle or expected to be realised within twelve months after the reporting period;
- Held primarily for the purpose of trading;
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle and is due to be settled within twelve months after the reporting period;
- Held primarily for the purpose of trading;
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified period of twelve months as its operating cycle.

**3 Basis of consolidation and consolidation procedures**

Details of subsidiaries and joint venture considered in these Restated Ind AS Consolidated Financial Information are:

**a) List of subsidiaries consolidated**

Name of the entities	Country of incorporation	Percentage of ownership interest		
		As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
ASK Wealth Advisory Private Limited	India	100.00%	100.00%	94.68%
ASK Property Investment Advisors Private Limited	India	98.12%	98.12%	92.58%
ASK Property Advisory Services Private Limited	India	100.00%	100.00%	100.00%
ASK Trusteeship Services Private Limited	India	100.00%	100.00%	100.00%
ASK Financial Holdings Private Limited	India	100.00%	100.00%	100.00%
ASK Family Office and Investment Advisors Private Ltd (Formerly known as ASK Insurance Broking and Risk Management Services Private Limited)	India	100.00%	100.00%	94.68%
ASK Capital Management PTE Limited (Singapore)	Singapore	100.00%	100.00%	100.00%
ASK Wealth Advisors (UK) Private Limited *	UK	100.00%	-	-

\* During the year, ASK Wealth Advisors Private Limited ("ASKWA") incorporated a wholly owned subsidiary "ASK Wealth Advisors (UK) Private Limited" on January 26, 2018 in the United Kingdom. However, due to change in the business strategy, ASKWA filed an application for striking off the name of the subsidiary from the records of Registrar of Companies of England and Wales on February 20, 2018. Subsequently, the subsidiary got dissolved on May 29, 2018. There were no transactions or business activity carried out by the subsidiary during the above period.

**b) Joint venture**

Name of the entity	Country of incorporation	Proportion (%) of equity interest		
		As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
ASK Pravi Capital Advisors Private Limited	India	50.00%	50.00%	50.00%

**c) Consolidation procedures:**

**(i) 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. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

**Notes to Financial Statements (Continued)**

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)**

**3 Basis of consolidation and consolidation procedures (Continued)**

**(i) Subsidiaries (Continued)**

The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intra Group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the Group.

**(ii) Non controlling interests ("NCI")**

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Restated Ind AS Consolidated statement of profit and loss, Restated Ind AS Consolidated statement of changes in equity and Restated Ind AS Consolidated Statement of Assets and Liabilities respectively.

**(iii) Equity accounted investees**

The Group's interest in equity accounted investees comprise interest in joint venture.

A joint venture is an arrangement in which the Group has joint control over the financial reporting policies and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interest in joint venture is accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the Restated Ind AS Consolidated Financial Information include the Group's share of profit and loss and Other comprehensive income (OCI) of equity-accounted investees until the date on which joint control ceases.

Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee.

**4 Use of key estimates and judgements**

The preparation of the Group's Restated Ind AS Consolidated Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures and the disclosure of contingent liabilities reported in Restated Ind AS Consolidated Financial Information. Actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

**Significant judgement:**

**I. Determination of the estimated useful lives of tangible assets**

Useful lives of property, plant and equipment are based on management estimates. In cases, where the useful lives are different from that prescribed in Schedule II, they are estimated by management based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

**II. Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period. Further details are disclosed in point 1 Annexure XXXVII.

**III. Recognition of deferred tax assets / liabilities**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, unutilized business loss, depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized. Further details are disclosed in Annexure XX.

**IV. Recognition and measurement of other provisions**

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)**

**4 Use of key estimates and judgements (Continued)**

**V. Discounting of long-term financial assets / liabilities**

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

**VI. Fair valuation of employee share options**

The fair valuation of the employee share options is based on the Black-Scholes model used for valuation of options. Key assumptions and inputs for fair value made with respect to expected volatility includes share price, expected dividends and discount rate, under the Black Scholes option pricing model. These assumptions / inputs and models are disclosed in point 3 Annexure XXXVII.

**VII. Determining whether an arrangement contains a lease**

In determining whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

**VIII. Impairment of financial assets**

The Group recognizes loss allowances for expected credit losses on its financial assets measured at amortized cost. At each reporting date, the Group assesses whether financial assets carried at amortized cost are credit- impaired. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

**5 Measurement of fair values**

The Group's accounting policies and disclosures require measurement of fair values for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information such as broker quotes or pricing services is used to measure fair values then management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

(a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

(b) Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

(c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

**6 Standards issued but not yet effective**

**(i) Ind AS 115 - Revenue recognition**

The new standard, introduces the core principle to recognise revenue to depict the transfer of services to customers in amounts that reflect the consideration (that is, payment) to which the Group expects to be entitled in exchange for those services.

The standard contains a single model that applies to contracts with customers and two approaches to recognise revenue: at a point of time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised:

- identify the contract(s) with a customer (step 1);
- identify the performance obligations in the contract (step 2);
- determine the transaction price (step 3);
- allocate the transaction price to the performance obligations in the contract (step 4);
- recognise revenue when (or as) the Group satisfies a performance obligation (step 5).

The new standard also provides guidance for transactions that were not previously addressed comprehensively and improves guidance for multiple-element arrangements. In addition, enhanced disclosures about revenue are required. Ind AS 115 would be applicable for accounting periods beginning on or after April 1, 2018. The adoption of this Standard is not expected to have significant impact on the Group's Restated Ind AS Consolidated Financial Information.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)**

**6 Standards issued but not yet effective (Continued)**

**(ii) Ind AS 21 - The effects of changes in foreign exchange rates**

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 21, "The effects of changes in foreign exchange rates". The amendments are applicable to the Group from April 1, 2018. The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The adoption of the said amendments is not expected to have significant impact on the Group's Restated Ind AS Consolidated Financial Information.

**(iii) Ind AS 12 - Income taxes**

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 12, "Income taxes". The amendments are applicable to the Group from April 1, 2018. The amendments explain how to apply the recognition and measurement requirements in Ind AS 12 Income taxes when there is uncertainty over income tax treatment. The amendments considers that:

- Tax law determines which deductions are offset against taxable income in determining taxable profits
- No deferred tax asset is recognised if the reversal of the deductible temporary difference will not lead to tax deductions.

The adoption of the said amendments is not expected to have significant impact on the Group's Restated Ind AS Consolidated Financial Information.

**7 Significant accounting policies**

**a) Property, plant and equipment**

**i. Recognition and measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Restated Ind AS Consolidated Statement of profit and loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Restated Ind AS Consolidated Statement of profit and loss.

**ii. Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

**iii. Depreciation**

Depreciation on tangible fixed assets is provided in accordance with management estimates, on written down value method and recognised in the Restated Ind AS Consolidated Statement of profit and loss. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Assets	Estimated useful life
Furniture and fixtures	3 to 10 years
Computer hardware	3 to 6 years
Office equipments	3 to 5 years

Leasehold improvements are depreciated over the period of the lease on a straight-line basis or useful life of asset, whichever is lower.

Assets costing less than Rs. 5,000 are fully depreciated in the year in which they are purchased.

# ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

## Notes to Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

### Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)

#### 7 Significant accounting policies

##### b) Intangible assets

###### Recognition and measurement

Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities) and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

The intangible assets are amortized over the estimated useful lives as given below:

Computer software : 3 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

##### c) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

##### d) Leases

In determining whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease date if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

###### Lease payments

Payments made under operating leases are recognised in the Restated Ind AS Consolidated Statement of profit and loss on a straight line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

##### e) Revenue

###### i. Rendering of services

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Group and such revenue can be reliably measured. Revenue is recognised as and when services are provided and includes asset management and advisory fees, financial product distribution, wealth advisory fees and trusteeship fees.

Performance linked portfolio management fees are charged on an annual basis on achievement of benchmark return on portfolio scheme and recovered either at the end of the quarter following the portfolio anniversary dates as may be applicable to the respective portfolio account or as per agreement entered with the client. Performance fees are recognised when the quantum of the fee can be reliably estimated and it is probable that the fee will be received.

###### ii. Recognition of dividend income, interest income or expense

Dividend income is recognised on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method ("EIR").

The "effective interest rate" is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

# ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

## Notes to Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

### Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)

#### 7 Significant accounting policies (Continued)

##### e) Revenue (Continued)

###### ii. Recognition of dividend income, interest income or expense (Continued)

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

##### f) Foreign currency

###### Transactions and balances

Transactions in foreign currencies are translated into the functional currency of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each closing date, foreign currency monetary items are reported using the closing exchange rate.

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was determined. Exchange differences are recognised in the Restated Ind AS Consolidated Statement of profit and loss.

###### Foreign operations

The assets and liabilities of foreign operations (subsidiaries) and fair value adjustment arising on acquisition are translated into functional currency of the Group, using the exchange rates as on the reporting date. The income and expenses of foreign operations are translated into functional currency of the Group, using the exchange rates at the dates of the transaction.

##### g) Employee benefit expenses

###### i. Short term employee benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognised in the period in which the employee renders the related service.

###### ii. Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Group's contribution is recognised as an employee benefit expense in the Restated Ind AS Consolidated Summary Statement of profit and loss in the periods during which the related services are rendered by employees.

###### iii. Defined benefit plan

The Group's gratuity scheme is a defined benefit plan. The Group's net obligation in respect of the gratuity benefit is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method ("PUCM") which recognises each period of service that give rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present value of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields of government securities as at the balance sheet date.

Actuarial gains and losses are recognized immediately in the Restated Ind AS Consolidated Statement of profit and loss. Remeasurements 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 ("OCI").

# ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

## Notes to Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

### Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)

#### 7 Significant accounting policies (Continued)

##### g) Employee benefit expenses (Continued)

###### iv. Compensated absences

Liability toward long-term compensated absences are provided for on the basis of an actuarial valuation, using the PUCM, as at the date of the balance sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognised in the Restated Ind AS Consolidated Summary Statement of profit and loss.

##### h) Client referral expense

Client referral expense paid to acquire customers in equity portfolio management service is amortised over the period for which it is paid. Client referral expense paid to acquire customers in close ended fund is amortised over the term of the fund.

##### i) Income tax

Income tax expense comprises current and deferred tax. It is recognised in net profit of the Restated Ind AS Consolidated Statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the other comprehensive income (OCI).

###### i. Current tax

Current tax comprises the expected tax payable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if, the Group:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

###### ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- (i) temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit and loss;
- (ii) temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised such reductions are reversed when the probability of future taxable profits improves. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted as on the reporting date. Taxes relating to items recognised directly in equity or OCI is recognized in equity or OCI.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

##### j) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency forward contracts.

Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a nonfinancial item in accordance with the entity's expected purchase, sale or usage requirements.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)**

**7 Significant accounting policies (Continued)**

**j) Financial instruments (Continued)**

**Recognition and initial measurement**

Trade receivables and debt securities are initially recognised when they are originated. All other financial assets and liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss ("FVTPL"), transaction costs that are directly attributable to its acquisition.

**i. Financial assets**

**Classification and subsequent measurement**

On initial recognition, a financial asset is classified as measured at :

- Amortised cost;
- Fair value through profit and loss ("FVTPL");
- Fair value through other comprehensive income ("FVOCI")

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

The Group classifies its financial assets in the following measurement categories:

**Financial assets measured at amortised cost**

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at FVTPL.

**Business model test:** The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).

**Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets measured at FVTPL**

A financial asset which is not classified in above category is subsequently measured at FVTPL. Where assets are measured at fair value, gains and losses are recognised entirely in the Restated Ind AS Consolidated Statement of profit and loss.

The assets classified in the aforementioned categories are subsequently measured as follows:

**a) Financial assets at FVTPL :** These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit and loss.

**b) Financial assets at Amortised cost :** These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit and loss. Any gain or loss on derecognition is recognised in Restated Ind AS Consolidated Statement of profit and loss.

**Derecognition**

The Group derecognise a financial asset when the contractual right to the cash flow from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition.

**Impairment of financial assets**

The Group recognises loss allowances for expected credit losses on its financial assets measured at amortised cost. At each reporting date, the Group assesses whether financials assets carried at amortised costs are credit impaired. A financial asset is "credit impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

**ii. Financial liabilities**

**Classification and subsequent measurement**

Financial liabilities are classified and measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as on initial recognition.

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

# ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

## Notes to Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

### Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)

#### 7 Significant accounting policies (Continued)

##### j) Financial instruments (Continued)

###### ii. Financial liabilities (Continued)

###### Classification and subsequent measurement (Continued)

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Restated Consolidated Statement of profit and loss.

The Group's financial liabilities include trade payables and other financial liabilities.

###### Share capital

###### Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

###### Redeemable preference shares

The redeemable preference shares are classified as financial liabilities and measured at the present value of the redemption amounts.

###### Derecognition

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and new financial liability with modified terms is recognised in the Restated Ind AS Consolidated Statement of profit and loss.

###### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Restated Ind AS Consolidated Summary Statement of Assets and Liabilities if there is an enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

##### k) Share based payments

a. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

b. That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

c. When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Restated Ind AS Consolidated Statement of profit and loss.

d. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

##### l) Cash and cash equivalents

Cash and cash equivalent in the Restated Ind AS Consolidated Summary Statement of Assets and Liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

##### m) Earnings per share

The basic earnings per share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit / (loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

# ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

## Notes to Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

### Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)

#### 7 Significant accounting policies (Continued)

##### n) Provision, contingent liabilities and assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Restated Ind AS Consolidated Statement of profit and loss.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability at a pre tax rate that reflects the current market assumptions of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each closing date.

##### o) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

#### 8 First time adoption of Ind AS

The Group has prepared consolidated financial statements which comply with Ind AS applicable for year ended March 31, 2018, together with the comparative period data for the year ended March 31, 2017. In preparing these consolidated financial statements, the Group's opening balance sheet was prepared as at April 1, 2016, the Group's date of transition to Ind AS. The transition was carried out from previous GAAP. This note explains the adjustments made by the Group in restating its consolidated Indian GAAP financial statements, including the balance sheet as at April 1, 2016 and the consolidated financial statements for the year ended March 31, 2017.

For the purpose of Proforma CFS 2016, the Group has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e. April 1, 2016). Accordingly, Proforma CFS 2016 have been prepared by restating the audited Indian GAAP Consolidated financial statements for the year ended March 31, 2016.

##### A. Optional exemptions applied:

Following exemptions and / or election applied to the Group for the first Ind AS financial statements and Proforma CFS 2016:

##### i. Deemed cost

The Group has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets recognised as on transition date measured as per the previous GAAP and use that carrying value as deemed cost.

##### ii. Share based payment

The Group is allowed to apply Ind AS 102, "Share-Based Payment", to equity instruments that remain unvested as of transition date. The Group has elected to avail this exemption to all such grants.

##### iii. Cumulative translation differences

As per Ind AS 101, an entity may deem that the cumulative translation differences for all foreign operations to be zero as at the date of transition by transferring any such cumulative differences to retained earnings.

The Group has elected to avail of the exemption.

##### iv. Business combinations

As per Ind AS 101, at the date of transition, an entity may elect not to restate business combinations that occurred before the date of transition. If the entity restates any business combinations that occurred before the date of transition, then it restates all later business combinations, and also applies Ind AS 110, Consolidated Financial Statements, from that same date.

The Group has opted not to restate business combinations prior to the date of transition.

**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)**

**Consolidated Ind AS Statement of reconciliation of equity as per Previous GAAP and Ind AS**

**B. Mandatory exceptions:**

**(i) Estimates**

The estimates at March 31, 2016 and March 31, 2017 are consistent with those made for the same dates in accordance with the Previous GAAP (after adjustments to reflect any differences if any, in accounting policies). Key estimates considered in preparation of the Restated Ind AS Consolidated Financial Information that were not required under the Previous GAAP are listed below:

- Fair valuation of financial instrument at FVTPL and / or FVOCI.
- Impairment of financial assets based on expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

**(ii) Derecognition of financial assets and liabilities**

As per Ind AS 101, an entity should apply the derecognition requirements of Ind AS 109, "Financial Instruments", prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Group has elected to apply the derecognition principles of Ind AS 109 prospectively.

**(iii) Non-controlling interest**

Ind AS 110 requires that total comprehensive income should be attributed to the owners of the parent and the NCI even if NCI having a negative balance. Ind AS 101 requires this requirement to be applied prospectively from the date of transition to Ind AS. The Group has elected to apply Ind AS 103 prospectively on or after April 1, 2016.

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101.

**(i) Reconciliation of equity as per Previous GAAP and Ind AS as at March 31, 2017, as at March 31, 2016 and as at April 1, 2015 is as under:**

Particulars	Notes	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at April 1, 2015 (Proforma)
Equity as per Previous GAAP		2,596.42	1,401.74	1,097.42
<b>Add / (Less):</b>				
Amortisation of client referral expenses	1	884.96	616.77	232.50
Fair valuation of investments carried at FVTPL	2	17.20	9.62	3.43
Amortisation of upfront fees	3	(65.36)	(74.50)	(90.95)
Present value of financial assets and liabilities	4	8.78	(30.25)	(50.79)
Preference share capital considered as liability	5	-	(1.26)	(1.26)
Increase in equity pickup of Joint venture ("JV")	6	13.39	17.53	18.57
Reversal of goodwill	7	(534.60)	-	-
Deferred tax (liabilities) on above adjustments (net)	9	(261.96)	(171.02)	(46.70)
<b>Total Ind AS adjustments</b>		<b>62.41</b>	<b>366.89</b>	<b>64.80</b>
<b>Correction of errors (refer Annexure VI)</b>		<b>(50.79)</b>	<b>(71.19)</b>	<b>(228.03)</b>
<b>Restated equity as per Ind AS</b>		<b>2,608.04</b>	<b>1,697.44</b>	<b>934.19</b>

**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)**

**Consolidated Ind AS Statement of reconciliation of equity as per Previous GAAP and Ind AS (Continued)**

**B. Mandatory exceptions: (Continued)**

**(iii) Non-controlling interest (Continued)**

**(ii) Reconciliation of profit after tax as reported under Previous GAAP to Ind AS for the years ended March 31, 2017 and March 31, 2016:**

Particulars	Notes	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
<b>Net profit as per Previous GAAP</b>		<b>591.58</b>	<b>300.60</b>
<b>Summary of Ind AS adjustments</b>			
Amortisation of client referral expenses	1	268.20	384.25
Present value of financial assets and liabilities	4	39.03	20.53
Fair valuation of investments carried at FVTPL	2	7.57	6.19
Fair valuation of ESOPs	8	(71.41)	(24.01)
Amortisation of upfront fees	3	9.13	16.45
Dividend on redeemable preference shares (including related tax)	5	-	(0.08)
Exchange differences in translating financial statements of foreign operations		(3.10)	3.83
Equity pickup of JV under Ind AS	6	(4.14)	(1.04)
Deferred tax (liabilities) on above adjustments (net)	9	(90.94)	(124.32)
<b>Total Ind AS adjustments</b>		<b>154.34</b>	<b>281.80</b>
<b>Correction of errors (refer Annexure VI)</b>		<b>20.40</b>	<b>156.84</b>
<b>Restated total comprehensive income as per Ind AS</b>		<b>766.32</b>	<b>739.24</b>

**(iii) Reconciliation of cash flow for the year ended March 31, 2017**

Particulars	Notes	Previous GAAP	Ind AS Adjustments	Ind AS
Net cash flow generated from operating activities	10, 12	259.88	24.34	235.54
Net cash flow used in investing activities	12	(176.66)	1.99	(178.65)
Net cash flow generated from financing activities	10, 12	44.63	(26.89)	71.52
Opening cash and cash equivalents as on April 1, 2016	12	15.49	1.81	13.68
Closing cash and cash equivalents as on March 31, 2017	12	143.34	1.25	142.09

**(iii) Reconciliation of cash flow for the year ended March 31, 2016**

Particulars	Notes	Previous GAAP	Ind AS Adjustments	Ind AS
Net cash flow generated from operating activities	12	241.34	3.81	237.53
Net cash flow used in investing activities	12	(245.92)	(2.25)	(243.67)
Net cash flow used in from financing activities	12	(0.47)	(0.47)	-
Opening cash and cash equivalents as on April 1, 2015	12	20.53	0.71	19.82
Closing cash and cash equivalents as on March 31, 2016	12	15.48	1.80	13.68

**Notes on the reconciliations**

**1 Amortisation of client referral expenses:**

Under Previous GAAP, the Group had a policy of expensing the client referral fee in the year of accrual.

Under Ind AS, the Group shall defers certain client referral fee and recognise them as expense over time if these costs are directly incremental and attributable to securing the investment management contract and if it is probable that these costs will be recovered from customer as fee.

**2 Fair valuation of investments:**

Under the Previous GAAP, current investments are valued at the lower of cost or net realisable value. Long term investments are stated at cost of acquisition. Provision for diminution is made to recognise a decline, other than temporary, in the value of investments. Under Ind AS, investments have been measured at FVTPL. Difference between the carrying value and the fair value, shall be adjusted in retained earning. Any fair value change subsequent to the date of transition, shall be recognised in the consolidated statement of profit and loss.

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**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)**

**Consolidated Ind AS Statement of reconciliation of equity as per Previous GAAP and Ind AS (Continued)**

**B. Mandatory exceptions: (Continued)**

**(iii) Non-controlling interest (Continued)**

**Notes on the reconciliations (Continued)**

**3 Amortisation of upfront fees:**

Under Previous GAAP, the Group accounted for the asset management fees in the nature of setup fees on close ended funds on an upfront basis. Under Ind AS, the same has been deferred over the life of the fund. Accordingly, the income recognized under Previous GAAP has been reversed and recognised as deferred revenue under other non-current liabilities, which will be amortised over the life of the fund.

**4 Present value of financial assets and liabilities:**

**(A) Security deposit - Fair valuation:**

(i) As per Ind AS 109, all financial assets and liabilities are required to be measured at their respective fair value. The interest free refundable security deposits are financial assets and are thus required to be measured at present value using an appropriate discount rate. The difference between the fair value and the transaction price has been recognised as prepaid rent, and is amortised over the period of the lease on straight-line basis. Subsequently, these security deposits have been measured at amortised cost using the effective interest rate ("EIR") and the resultant interest is accounted as finance income.

(ii) Lease rent: Under Previous GAAP, the operating lease rentals are recognized as an expense on a straight lined basis over the lease period. Under Ind AS, where the escalation rate is in line with the general inflation rate, straight lining of lease rentals is not required.

**(B) Impact of discounting of trade receivables and payables:**

As per the Previous GAAP, non-current financial assets and liabilities were carried at cost and was not discounted to reflect the effect of time value of money.

As per Ind AS, at initial recognition, any financial asset and liability are recognised at their fair value. The fair values will need to be discounted to their present values. The carrying values will unwind and the change in carrying value will be recognised as an interest expense or income.

**5 Classification and accounting of redeemable preference shares:**

Under Ind AS, the redeemable preference shares issued by the Group are classified as financial liabilities with the dividend payout (if any) being reflected as finance cost. Accordingly the dividend and tax thereon shall be classified as other current financial liabilities, instead of other current liabilities.

**6 Equity accounting for investment in joint venture:**

The Group is required to reverse the impact of proportionate consolidation of the joint ventures and is required to account for its interests using equity method.

**7 Reversal of goodwill under Ind AS:**

Goodwill was recorded pursuant to a transaction between non controlling interest and the Group under Previous GAAP. The same has been netted off against retained earnings under Ind AS.

**8 Fair valuation of ESOP:**

The Group has granted equity settled options to certain employees and Key management personnel ("KMP"). The Group has accounted for these share based payment arrangement with reference to their intrinsic values under Previous GAAP. Under Ind AS, the Group has opted to account for the unvested options as on the date of transition. Accordingly, the grant date fair value of the option has been recognised as an expense over the vesting period. Expense up to the date of transition has been recognised in retained earnings.

**9 Adjustments to deferred taxes and current taxes has been made in accordance with the above mentioned adjustments.**

**10 Rs. 25.09 million of deferred tax for the year got classified as operating cash inflow and financing cash outflow in Previous GAAP.**

**11 Pursuant to the disclosure requirements as per Ind AS, the Group has re-classified certain assets and liabilities as at March 31, 2017 and March 31, 2016.**

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(All amounts are in Rs. million)

**Annexure V - Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies (Continued)**

**Consolidated Ind AS Statement of reconciliation of equity as per Previous GAAP and Ind AS (Continued)**

**B. Mandatory exceptions: (Continued)**

**(iii) Non-controlling interest (Continued)**

**Notes on the reconciliations (Continued)**

**12 Consolidation:**

Under the Previous GAAP, ASK Pravi Capital Advisors Private Limited ("Pravi") was classified as a "jointly controlled entity" and accordingly accounted for using proportionate consolidation method. On transition to Ind AS, Pravi has been classified as a joint venture has been consolidated using equity method as per Ind AS 28, Investments in Associates and Joint Ventures. No impairment has been identified on the investments at the date of transition. Details of assets, liabilities along with the consequential changes in the statement of profit and loss as well as cash flow statement are summarised below.

The proportionately consolidated amounts of assets and liabilities of Pravi under the Previous GAAP were as below:

Particulars	As at	As at
	March 31, 2017	March 31, 2016 (Proforma)
Property, plant and equipment	(3.57)	(4.32)
Investments	(26.97)	(20.21)
Loans	(2.19)	(3.02)
Cash and cash equivalents	(1.25)	(1.81)
Borrowings	-	0.35
Other financial liabilities	1.55	2.87
Trade payables	0.97	0.41
Other current liabilities	1.17	0.77
Deferred tax liabilities	0.02	0.04
<b>Total net assets</b>	<b>(30.27)</b>	<b>(24.92)</b>

The proportionately consolidated amounts of income and expenses under the Previous GAAP were as below:

Particulars	For the year ended	For the year ended
	March 31, 2017	March 31, 2016 (Proforma)
Revenue from operations	41.03	75.40
Other income	3.07	1.73
Employee benefit expenses	(26.56)	(35.13)
Finance costs	(0.12)	(0.18)
Depreciation and amortisation	(0.79)	(0.78)
Other expenses	(11.02)	(17.90)
<b>Total net profit</b>	<b>5.61</b>	<b>23.14</b>

Analysis of changes in cash and cash equivalents for the purpose of consolidated statement of cash flows under Ind AS is as under:

Particulars	For the year ended	For the year ended
	March 31, 2017	March 31, 2016 (Proforma)
Cash and cash equivalent as per Previous GAAP	166.87	39.78
Reclassification of fixed deposits to Bank balances other than cash and equivalents	(23.52)	(24.29)
Joint venture - equity accounting	(1.26)	(1.81)
<b>Cash and cash equivalents for the purpose of statement of cash flows under Ind AS</b>	<b>142.09</b>	<b>13.68</b>

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(All amounts are in Rs. million)

**Annexure VI Statement on correction of errors in the audited Ind AS Consolidated Financial Information**

The Group had recognised certain expenses which were relating to earlier years. These have been corrected by restating each of the affected financial statement line items in the Ind AS audited financial statements for the year ended March 31, 2018. Accordingly, no further restatement adjustments, as required by SEBI regulations, for the purpose of preparing Restated Ind AS Consolidated Financial Information.

(i) The following table summarise the impact on the Group's financial statements as at March 31, 2017, as at March 31, 2016 and as at April 1, 2015 is as under:

Particulars	Notes	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at April 1, 2015 (Proforma)
<u>Correction of errors</u>				
(a) Employee benefit expenses - Bonus and incentives	1	(65.70)	(109.50)	(268.85)
(b) Tax adjustments of previous years	2	(5.55)	3.31	(6.84)
Deferred tax impact on above adjustments (net)	3	20.46	35.00	47.66
<b>Total adjustments</b>		<b>(50.79)</b>	<b>(71.19)</b>	<b>(228.03)</b>

(ii) The following table summarise the impact on the Group's total comprehensive income for the year ended March 31, 2017 and March 31, 2016:

Particulars	Notes	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
<u>Correction of errors</u>			
(a) Employee benefit expenses - Bonus and incentives	1	43.80	159.35
(b) Tax adjustments of previous years	2	(8.86)	10.15
Deferred tax impact on above adjustments (net)	3	(14.54)	(12.66)
<b>Total adjustments</b>		<b>20.40</b>	<b>156.84</b>

**Notes**

**1 Bonus expenses and incentives:**

The Group had recognized bonus expense and incentives, pertaining to year ended March 31, 2014 and March 31, 2015, in the financial year ended March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018. These have been restated and recorded in the financial year to which it pertains.

**2 Tax adjustment for previous year:**

Restated Ind AS Consolidated statement of profit and loss for the year ended March 31, 2017 and March 31, 2018 included amounts related to taxes of prior years, which have now been adjusted in the respective years.

**3 Deferred tax on restated adjustments:**

Deferred tax has been computed on restated adjustments as detailed above and adjusted in the restated profits or losses of respective years. The tax rate applicable to the respective years has been used to calculate the deferred tax impact on the restatement adjustments.

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as at March 31, 2018

(All amounts are in Rs. million)

Annexure VII Restated Ind AS Consolidated Summary Statement of property, plant and equipment and other intangible assets

A. Property, plant and equipment

Particulars	Leasehold improvements	Furniture and fixtures	Computer	Office equipment	Total
<b>As at March 31, 2016 (Proforma)</b>					
<b>Gross block</b>					
Deemed cost as at April 1, 2015 (Proforma)	2.73	5.19	1.71	0.45	10.08
Additions	40.94	26.15	16.96	12.32	96.37
Disposals	1.85	2.10	-	0.08	4.03
Adjustments	0.09	0.01	-	0.05	0.15
<b>Closing gross block as at March 31, 2016 (Proforma)</b>	<b>41.91</b>	<b>29.25</b>	<b>18.67</b>	<b>12.74</b>	<b>102.57</b>
<b>Accumulated depreciation</b>					
Depreciation charge during the year	3.48	5.54	4.46	1.75	15.23
Disposals	1.85	2.10	-	0.08	4.03
Adjustments	0.03	0.01	0.00	0.05	0.09
<b>Closing accumulated depreciation as at March 31, 2016 (Proforma)</b>	<b>1.66</b>	<b>3.45</b>	<b>4.46</b>	<b>1.72</b>	<b>11.29</b>
<b>Net block as at March 31, 2016 (Proforma)</b>	<b>40.25</b>	<b>25.80</b>	<b>14.21</b>	<b>11.02</b>	<b>91.28</b>
<b>As at March 31, 2017</b>					
<b>Gross block</b>	41.91	29.25	18.67	12.74	102.57
Additions	6.01	5.10	10.22	6.69	28.02
Disposals	1.23	2.74	0.04	0.87	4.88
Adjustments	0.07	0.00	0.01	0.04	0.12
<b>Closing gross block as at March 31, 2017</b>	<b>46.62</b>	<b>31.61</b>	<b>28.84</b>	<b>18.52</b>	<b>125.59</b>
<b>Accumulated depreciation</b>	1.66	3.45	4.46	1.72	11.29
Depreciation charge during the year	6.67	6.87	11.15	5.57	30.26
Disposals	0.69	1.64	0.03	0.76	3.12
Adjustments	0.04	0.01	0.00	0.04	0.09
<b>Closing accumulated depreciation as at March 31, 2017</b>	<b>7.60</b>	<b>8.67</b>	<b>15.58</b>	<b>6.49</b>	<b>38.34</b>
<b>Net block as at March 31, 2017</b>	<b>39.02</b>	<b>22.94</b>	<b>13.26</b>	<b>12.03</b>	<b>87.25</b>
<b>As at March 31, 2018</b>					
<b>Gross block</b>	46.62	31.61	28.84	18.52	125.59
Additions	16.21	3.37	9.16	4.84	33.58
Disposals	-	-	-	-	-
Adjustments	0.13	0.06	0.03	0.07	0.29
<b>Closing gross block as at March 31, 2018</b>	<b>62.96</b>	<b>35.04</b>	<b>38.03</b>	<b>23.43</b>	<b>159.46</b>
<b>Accumulated depreciation</b>	7.60	8.67	15.58	6.49	38.34
Depreciation charge during the year	9.18	6.80	10.86	7.11	33.95
Disposals	-	-	-	-	-
Adjustments	0.02	0.02	0.01	0.08	0.13
<b>Closing accumulated depreciation as at March 31, 2018</b>	<b>16.80</b>	<b>15.49</b>	<b>26.45</b>	<b>13.68</b>	<b>72.42</b>
<b>Net block as at March 31, 2018</b>	<b>46.16</b>	<b>19.55</b>	<b>11.58</b>	<b>9.75</b>	<b>87.04</b>

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(All amounts are in Rs. million)

**Annexure VII Restated Ind AS Consolidated Summary Statement of property, plant and equipment and other intangible assets (Continued)**

**B. Other intangible assets**

Particulars	Computer software
<b>As at March 31, 2016 (Proforma)</b>	
<b>Gross block</b>	
Deemed cost as at April 1, 2015	3.53
Additions	1.38
Disposals	-
Adjustments	-
<b>Closing gross block as at March 31, 2016 (Proforma)</b>	<b>4.91</b>
<b>Accumulated depreciation</b>	
Amortisation charge during the year	2.19
Disposals	-
Adjustments	-
<b>Closing accumulated amortisation as at March 31, 2016 (Proforma)</b>	<b>2.19</b>
<b>Net block as at March 31, 2016</b>	<b>2.72</b>
<b>As at March 31, 2017</b>	
<b>Gross block</b>	
	4.91
Additions	4.50
Disposals	-
Adjustments	-
<b>Closing gross block as at March 31, 2017</b>	<b>9.41</b>
<b>Accumulated amortisation</b>	
Amortisation charge during the year	2.19
Disposals	2.78
Disposals	-
Adjustments	-
<b>Closing accumulated amortisation as at March 31, 2017</b>	<b>4.97</b>
<b>Net block as at March 31, 2017</b>	<b>4.44</b>
<b>As at March 31, 2018</b>	
<b>Gross block</b>	
	9.41
Additions	23.71
Disposals	-
Adjustments	-
<b>Closing gross block as at March 31, 2018</b>	<b>33.12</b>
<b>Accumulated amortisation</b>	
Amortisation charge during the year	4.97
Amortisation charge during the year	9.49
Disposals	-
Adjustments	-
<b>Closing accumulated amortisation as at March 31, 2018</b>	<b>14.46</b>
<b>Net block as at March 31, 2018</b>	<b>18.66</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

## ASK Investment Managers Limited

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### Notes to Financial Statements (Continued)

as at March 31, 2018

(All amounts are in Rs. million)

#### Annexure VIII Restated Ind AS Consolidated Summary Statement of investment accounted in equity method

Particulars	No. of units		As at			
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	Amount March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
<b>In equity shares of joint venture - unquoted, fully paid up, measured using equity method of accounting</b>						
Equity shares of ASK Pravi Capital Advisors Private Limited	8,145,000	8,145,000	8,145,000	44.85	43.68	42.46
<b>Total</b>				<b>44.85</b>	<b>43.68</b>	<b>42.46</b>
<b>Aggregate amount of unquoted investments</b>				<b>44.85</b>	<b>43.68</b>	<b>42.46</b>

#### Notes:

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

## ASK Investment Managers Limited

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### Notes to Financial Statements (Continued)

as at March 31, 2018

(All amounts are in Rs. million)

#### Annexure IX Restated Ind AS Consolidated Summary Statement of financial assets - Investments

##### Non-current investments:

Particulars	As at					
	March 31, 2018	No. of units March 31, 2017	March 31, 2016	March 31, 2018	Amount March 31, 2017	March 31, 2016
<b>Investment measured at FVTPL, fully paid up</b>						
<b>A. Investment in equity - unquoted</b>						
Bharti Telecom Limited	8,165.00	8,165.00	8,165.00	1.22	1.08	1.08
<b>B. Investment in venture capital fund</b>						
Class A1 units of ASK Pravi Private Equity Opportunities Fund	435.00	435.00	282.75	52.67	55.36	34.63
Class C of ASK Real Estate Special Opportunities Fund-II	250.00	162.50	100.00	26.11	16.26	10.11
Class C of ASK Real Estate Special Situations Fund-I	100.00	25.00	-	10.09	2.48	-
Class C units of ASK Select Focus Fund	50,000.00	-	-	47.57	-	-
Class B units of ASK Pravi Private Equity Opportunities Fund	4,250.00	4,250.00	2,750.00	0.05	0.05	0.03
Class Z of ASK Real Estate Special Situations Fund-I	3,000.00	4,000.00	-	0.03	0.04	-
Class D units of ASK Real Estate Special Opportunities Fund	3.00	3.00	3.00	0.03	0.03	0.03
Class Z units of ASK Real Estate Special Opportunities Fund-II	3,000.00	3,000.00	3,000.00	0.03	0.03	0.03
<b>C. Investment in debentures</b>						
10% redeemable debentures of Nobility Estates Private Limited	-	12.00	12.00	-	20.33	17.17
13% redeemable debentures of ATS Heights Private Limited	84.00	80.00	-	13.05	8.07	-
10% redeemable debentures of Kumar Agro Products Private Limited	12.00	-	-	12.36	-	-
13% redeemable debentures of Wondrous Buildmart Private Limited	80.00	-	-	108.38	-	-
<b>Total</b>				<b>271.59</b>	<b>103.73</b>	<b>63.08</b>
<b>Aggregate amount of unquoted investments</b>				<b>246.18</b>	<b>95.66</b>	<b>63.08</b>
<b>Aggregate amount of quoted investments</b>				<b>25.41</b>	<b>8.07</b>	<b>-</b>

## ASK Investment Managers Limited

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### Notes to Financial Statements (Continued)

as at March 31, 2018

(All amounts are in Rs. million)

#### Annexure IX Restated Ind AS Consolidated Summary Statement of financial assets - Investments (Continued)

##### Current investments:

Particulars	As at			Amount		
	March 31, 2018	No. of units March 31, 2017	March 31, 2016 (Proforma)	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
<b>Investment measured at FVTPL</b>						
<b>Investment in mutual funds - unquoted</b>						
Birla Sunlife Cash Plus- daily dividend - direct plan - reinvestment plan	18,888,361.955	-	-	1,893.68	-	-
Birla Sunlife Savings Fund - daily dividend -regular plan - reinvestment plan	666,503.384	-	-	66.78	-	-
ICICI Prudential Flexible Income direct plan - daily dividend	348,320.945	-	-	36.83	-	-
Reliance Liquidity Fund - daily dividend plan - reinvestment option	-	443,151.273	174,539.346	-	443.38	174.73
Birla Sunlife Savings Fund - daily dividend -regular plan - reinvestment option	-	1,119,727.466	1,273,527.437	-	112.46	127.73
Reliance Arbitrage Advantage Fund dividend plan - reinvestment option	-	4,797,328.385	13,857,635.562	-	58.19	163.75
<b>Total</b>				<b>1,997.29</b>	<b>614.03</b>	<b>466.21</b>
<b>Aggregate amount of unquoted investments</b>				<b>1,997.29</b>	<b>614.03</b>	<b>466.21</b>

##### Notes:

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

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**Annexure X Restated Ind AS Consolidated Summary Statement of financial assets - Loans**

**Non-current financial assets - Loans**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<i>(Unsecured, considered good unless otherwise stated)</i>			
Loan to employees	-	-	1.00
Other advances	0.26	0.26	0.26
<b>Total</b>	<b>0.26</b>	<b>0.26</b>	<b>1.26</b>

**Current financial assets - Loans**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<i>(Unsecured, considered good unless otherwise stated)</i>			
Other advances	-	0.01	0.11
<b>Total</b>	<b>-</b>	<b>0.01</b>	<b>0.11</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

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**Annexure XI Restated Ind AS Consolidated Summary Statement of financial assets - Trade receivables**

**Non-current financial assets - Trade receivables**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<i>(Unsecured, considered good unless otherwise stated)</i>			
Trade receivables	-	-	237.43
<b>Total</b>	<b>-</b>	<b>-</b>	<b>237.43</b>

**Current financial assets - Trade receivables**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<i>(Unsecured, considered good unless otherwise stated)</i>			
Trade receivables	1,444.31	1,309.06	597.21
<b>Total</b>	<b>1,444.31</b>	<b>1,309.06</b>	<b>597.21</b>

The carrying amounts of trade receivables as at the reporting date approximate fair value. Trade receivables are non-interest bearing.

**Notes:**

1. The Group's exposure to credit risk, currency risk and loss allowance related to trade receivables are disclosed in Annexure XXXVII - point 2.
2. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
3. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XII Restated Ind AS Consolidated Summary Statement of Other assets**

**Other non-current assets**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Prepaid expenses	12.49	15.41	10.03
Balance with Government authorities	-	35.19	12.99
Unamortised client referral expenses	424.90	446.19	346.67
<b>Total</b>	<b>437.39</b>	<b>496.79</b>	<b>369.69</b>

**Other current assets**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Balance with Government authorities	25.55	73.23	36.22
Prepaid expenses	13.28	8.33	5.83
Unamortised client referral expenses	460.27	451.21	273.60
Other advances	22.42	25.94	4.43
<b>Total</b>	<b>521.52</b>	<b>558.71</b>	<b>320.08</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XIII Restated Ind AS Consolidated Summary Statement of Cash and cash equivalents and other bank balances**

**Cash and cash equivalents**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Bank balances :			
- Current accounts	108.17	141.89	13.54
Cash on hand	0.13	0.20	0.14
<b>Total</b>	<b>108.30</b>	<b>142.09</b>	<b>13.68</b>

Bank balances and term deposits with banks comprise cash held by the Group on a short-term basis with original maturity of three months or less. The carrying amount of cash and cash equivalents as at reporting date approximates fair value.

**Other bank balances**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Deposits with more than 3 months but less than 12 months maturity	0.94	23.72	24.51
<b>Total</b>	<b>0.94</b>	<b>23.72</b>	<b>24.51</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
*(formerly known as ASK Investment Managers Private Limited)*

**Notes to Financial Statements (Continued)**

as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XIV Restated Ind AS Consolidated Summary Statement of other financial assets**

**Non current financial assets**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Security deposits*	21.51	19.92	12.66
Others	0.05	0.04	0.04
<b>Total</b>	<b>21.56</b>	<b>19.96</b>	<b>12.70</b>

\*Security deposits primarily include security deposits given towards rented premises

**Current financial assets**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Expenses recoverable from fund	16.99	-	0.50
<b>Total</b>	<b>16.99</b>	<b>-</b>	<b>0.50</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XV Restated Ind AS Consolidated Summary Statement of share capital**

**Share capital**

**[a] Authorised**

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Number	Amount	Number	Amount	Number	Amount
Equity shares of the par value of Rs. 10 each	8,750,000	87.50	8,750,000	87.50	8,750,000	87.50
Preference shares of the par value of Rs. 10 each	1,251,000	12.51	1,251,000	12.51	1,251,000	12.51
<b>Total</b>	<b>10,001,000</b>	<b>100.01</b>	<b>10,001,000</b>	<b>100.01</b>	<b>10,001,000</b>	<b>100.01</b>

**[b] Issued, subscribed and paid up**

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Number	Amount	Number	Amount	Number	Amount
Equity shares of Rs.10 each fully paid up	1,106,772	11.07	1,106,772	11.07	1,010,010	10.10
<b>Total</b>	<b>1,106,772</b>	<b>11.07</b>	<b>1,106,772</b>	<b>11.07</b>	<b>1,010,010</b>	<b>10.10</b>

**[c] Reconciliation of number of shares outstanding at the beginning and end of the year :**

**Equity shares**

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Outstanding at the beginning of the year	1,106,772	11.07	1,010,010	10.10	1,010,010.00	10.10
Shares issued on exercise of employee stock options	-	-	61,752	0.62	-	-
Shares issued on exercise of employee stock options	-	-	35,010	0.35	-	-
<b>Outstanding at the end of the year</b>	<b>1,106,772</b>	<b>11.07</b>	<b>1,106,772</b>	<b>11.07</b>	<b>1,010,010</b>	<b>10.10</b>

**[d] Rights, preferences and restrictions attached to equity shares :**

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders, if any. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to number of equity shares held.

[e] Pursuant to Shareholder's resolution passed at the Extraordinary General Meeting (EGM) held on May 10, 2018, the equity share capital (Authorized, Issued and Paid-up) of the Company was subdivided from Rs. 10/- (Rupees ten) each to equity shares of Rs. 2/- (Rupees two) each. Further at the same meeting, the Shareholders approved issuance of Bonus shares to the existing shareholders in the ratio of 12:1 i.e. twelve bonus equity shares for each existing equity shares. The record date for the sub-division and bonus shares is May 10, 2018.

The revised authorised share capital of the Company now stands at 100,000,000 equity shares of Rs 2/- (Rupees two) each.

**[f] Details of shareholders holding more than 5% of the aggregate shares in the Company :**

Name of the shareholder	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016	
	Number of Shares	% holding	Number of Shares	% holding	Number of Shares	% holding
<b>Equity shares of Rs. 10/- each fully paid</b>						
Asit Koticha	330,155	29.83%	330,155	29.83%	606,000	60%
Sameer Koticha	226,985	20.51%	226,985	20.51%	404,000	40%
AI Global Investments (Cyprus) PCC Limited	549,592	49.66%	549,592	49.66%	-	-

**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XV Restated Ind AS Consolidated Summary Statement of share capital (Continued)**

**[g] Shares reserved for issuance under stock option plans of the Company :**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
	Number of shares	Number of shares	Number of shares
Employee stock option scheme - 2012 (ESOP 2012)	224,326	224,326	274,703
Employee stock option scheme - 2014 (ESOP 2014)	19,003	19,003	3,188
	243,329	243,329	277,891

**[h] Aggregate number of shares issued during last five years pursuant to stock option plans of the Company**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
			(Proforma)		
Equity shares:					
Issued under various stock option plans of the Company	-	96,762	-	-	-

**[i] Aggregate number of bonus shares issued and shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:**

- 1,000,000 equity shares of Rs. 10 each, fully paid up have been allotted as bonus shares during financial year 2012-13.
- 35,010 equity shares of Rs. 10 each, fully paid up have been issued for consideration other than cash during the current financial year 2016-17.
- No shares have been bought back during the period of five years immediately preceding the reporting date.

**Notes:**

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**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XVI Restated Ind AS Consolidated Summary Statement of other equity**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Retained earnings	2,302.82	1,102.86	859.43
Securities premium account	1,361.23	1,361.23	683.40
Share options outstanding account	213.27	98.24	61.75
General reserve	30.23	30.23	31.49
Capital redemption reserve	5.24	5.24	3.98
Special reserve	1.67	-	-
Capital reserve	0.74	0.74	0.74
Other comprehensive income	(11.65)	(13.19)	(9.54)
Foreign currency translation reserve	0.49	0.73	3.83
<b>Total</b>	<b>3,904.04</b>	<b>2,586.08</b>	<b>1,635.08</b>

**Nature and purpose of other reserves**

**Retained earnings**

Retained earnings represents surplus / accumulated earnings of the Group and are available for distribution to shareholders.

**Securities premium account**

The securities premium account is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

**Share options outstanding account**

The shares options outstanding account is used to recognise the grant date fair value of options issued to employees under stock option schemes of the Group.

**General reserve**

General Reserve represents appropriation of retained earnings and are available for distribution to shareholders. During the year March 31, 2017, an amount of Rs. 1.26 million was transferred from General reserve to Capital redemption reserve on account of redemption of preference shares.

**Special reserve**

Reserves created under Section 451C of Reserve Bank of India Act, 1934.

**Capital redemption reserve**

Capital redemption reserve is created on redemption of preference share capital. Capital redemption reserve includes transfer from General reserves on redemption of preference shares.

**Capital reserves**

Capital reserves was created during the financial year 2011-2012, during the amalgamation of ASK Investment Holdings Private Limited with the Company. Out of the total reserves created Rs. 10 million was utilised towards issue of bonus shares during the financial year 2012-13.

**Other comprehensive income**

Other items of other comprehensive income consist mainly of remeasurement gains / losses on our defined benefit plans.

**Foreign currency translation reserve**

The assets and liabilities of foreign operations (subsidiary) are translated into INR., the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR. at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XVI Restated Ind AS Consolidated Summary Statement of other equity (Continued)**

**Other reserves movement**

**(i) Retained earnings**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	1,102.86	859.43	132.72
Net profit for the year	1,210.55	751.87	726.71
Transactions with NCI	(8.92)	(508.44)	-
Transferred from retained earnings to special reserve	(1.67)	-	-
<b>Closing balance</b>	<b>2,302.82</b>	<b>1,102.86</b>	<b>859.43</b>

**(ii) Securities premium account**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	1,361.23	683.40	683.40
Share options exercised	-	677.83	-
<b>Closing balance</b>	<b>1,361.23</b>	<b>1,361.23</b>	<b>683.40</b>

**(iii) Share option outstanding account**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	98.24	61.75	38.84
Exercise of options	-	(35.57)	-
Share based payment	115.03	70.94	24.01
Share of non-controlling interest	0.00	1.12	(1.10)
<b>Closing balance</b>	<b>213.27</b>	<b>98.24</b>	<b>61.75</b>

**(iv) General reserve**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	30.23	31.49	31.49
Transferred to capital redemption reserve on account of redemption of preference shares	-	(1.26)	-
<b>Closing balance</b>	<b>30.23</b>	<b>30.23</b>	<b>31.49</b>

**(v) Capital redemption reserve**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	5.24	3.98	3.98
Transferred from General reserve on account of redemption of preference shares	-	1.26	-
<b>Closing balance</b>	<b>5.24</b>	<b>5.24</b>	<b>3.98</b>

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XVI Restated Ind AS Consolidated Summary Statement of other equity (Continued)**

**Other reserves movement (Continued)**

**(vi) Special reserve**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Opening balance	-	-	-
Transferred from retained earnings to special reserve	1.67	-	-
<b>Closing balance</b>	<b>1.67</b>	<b>-</b>	<b>-</b>

**(vii) Capital reserve**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Opening balance	0.74	0.74	0.74
<b>Closing balance</b>	<b>0.74</b>	<b>0.74</b>	<b>0.74</b>

**(viii) Other comprehensive income**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Opening balance	(13.19)	(9.54)	-
Remeasurement of defined benefit plan	2.18	(4.96)	(11.93)
Transaction with non controlling interest	(0.00)	(0.32)	0.36
Deferred tax	(0.64)	1.63	2.03
<b>Closing balance</b>	<b>(11.65)</b>	<b>(13.19)</b>	<b>(9.54)</b>

**(ix) Foreign currency translation reserve**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Opening balance	0.73	3.83	-
Addition during the period	(0.24)	(3.10)	3.83
<b>Closing balance</b>	<b>0.49</b>	<b>0.73</b>	<b>3.83</b>

(Rs. 0.00 million indicates values are lower than Rs 0.01 million)

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XVII Restated Ind AS Consolidated Summary Statement of non-current financial liabilities - Borrowings**

<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016 (Proforma)</b>
<b>Unsecured</b>			
5% Cumulative redeemable preference shares of Rs.10 each (refer note 1)	-	-	1.19
5% Bonus cumulative redeemable preference shares of Rs.10 each (refer note 2)	-	-	0.07
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1.26</b>

**Notes:**

**1. 5% Cumulative redeemable preference shares of Rs. 10 each:**

The preference shares of the Group are redeemable at par at the end of 10 years from the date of allotment, but may be redeemed at any time after a period of 12 months from the date of allotment at the option of the Group. These shares carries fixed cumulative dividend of 5% per annum. The Group has fully redeemed these shares at par.

**2. 5% Bonus cumulative redeemable preference shares of Rs. 10 each:**

The preference shares of the Group are redeemable at par at the end of 10 years from the date of allotment, but may be redeemed at any time from the date of allotment at the option of the Group. These shares would carry fixed cumulative dividend of 5% per annum. The Group has fully redeemed these shares at par.

3. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.

4. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
*(formerly known as ASK Investment Managers Private Limited)*

**Notes to Financial Statements (Continued)**  
*as at March 31, 2018*

(All amounts are in Rs. million)

**Annexure XVIII Restated Ind AS Consolidated Summary Statement of other financial liabilities**

**Other non-current financial liabilities**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Others	7.35	12.45	3.50
<b>Total</b>	<b>7.35</b>	<b>12.45</b>	<b>3.50</b>

**Other current financial liabilities**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Dividend on redeemable preference shares classified as liability (including related tax there on)	-	-	0.08
Salary payable	0.99	6.77	1.61
<b>Total</b>	<b>0.99</b>	<b>6.77</b>	<b>1.69</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
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**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XIX Restated Ind AS Consolidated Summary Statement of provisions**

**Non-current liabilities - Provisions**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<b>Provision for employee benefits</b>			
Gratuity	44.67	28.71	22.86
Compensated absences	10.71	9.45	5.25
Bonus	-	-	56.19
Provision for standard assets	0.26	-	-
<b>Total</b>	<b>55.64</b>	<b>38.16</b>	<b>84.30</b>

**Current liabilities - Provisions**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<b>Provision for employee benefits</b>			
Gratuity	13.71	10.22	5.79
Compensated absences	2.85	2.24	1.23
Bonus	441.83	346.84	241.56
<b>Total</b>	<b>458.39</b>	<b>359.30</b>	<b>248.58</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
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**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XX Restated Ind AS Consolidated Summary Statement of deferred tax assets (net)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
<b>Deferred tax assets</b>			
Difference between depreciation and amortisation as per books of account and tax depreciation	5.65	5.73	-
Provision for employee benefits	8.67	7.47	-
Fair valuation of security deposits	0.18	0.13	-
Minimum alternate tax credit	28.31	81.65	-
Fair valuation of ESOPs	33.30	20.20	-
Others	0.79	0.24	-
<b>Deferred tax liabilities</b>			
Fair valuation of investments	(0.29)	-	-
Provision for performance fees	-	(3.06)	-
<b>Deferred tax assets (net)</b>	<b>76.61</b>	<b>112.36</b>	<b>-</b>

**Restated Ind AS Consolidated Summary Statement of deferred tax liabilities (net)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<b>Deferred tax assets</b>			
Difference between depreciation and amortisation as per books of account and tax depreciation	9.63	6.55	4.67
Provision for employee benefits	14.86	9.76	6.67
Amortisation of upfront fees	15.41	18.85	24.63
Fair valuation of security deposits	9.16	7.50	0.88
Provision for bonus	0.00	0.00	4.70
Provision for performance fees	0.00	23.53	30.30
Minimum alternate tax credit	29.25	40.73	51.23
Others	-	-	10.14
Fair valuation of ESOPs	29.62	11.48	1.10
<b>Deferred tax liabilities</b>			
Amortisation of brokerage	(304.59)	(303.72)	(203.92)
Fair valuation of investments	10.72	(6.28)	(3.15)
Others	(8.81)	(2.73)	-
<b>Deferred tax liabilities (net)</b>	<b>(194.75)</b>	<b>(194.33)</b>	<b>(72.75)</b>

(Rs. 0.00 million indicates values are lower than Rs 0.01 million)

**Movement in deferred tax assets**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	112.36	-	-
Tax (charge) / credit during the year recognised in Consolidated Statement of profit and loss	(35.20)	112.15	-
Tax (charge) / credit during the year recognised in other comprehensive income	(0.55)	0.21	-
<b>Closing balance</b>	<b>76.61</b>	<b>112.36</b>	<b>-</b>

**Movement in deferred tax liabilities**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	(194.33)	(72.75)	10.71
Tax credit / (charge) during the year recognised in Consolidated Statement of profit and loss	64.50	(194.17)	(136.72)
Tax (charge) / credit during the year recognised in other comprehensive income	(0.09)	1.42	2.03
Minimum alternate tax credit	(64.83)	71.17	51.23
<b>Closing balance</b>	<b>(194.75)</b>	<b>(194.33)</b>	<b>(72.75)</b>

(Rs. 0.00 million indicates values are lower than Rs 0.01 million)

**Notes:**

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**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XXI Restated Ind AS Consolidated Summary Statement of other liabilities**

**Other non - current liabilities**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Deferred income (upfront fees)	40.24	48.39	48.06
Others	0.20	0.45	-
<b>Total</b>	<b>40.44</b>	<b>48.84</b>	<b>48.06</b>

**Other current liabilities**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Statutory liabilities	172.02	55.76	42.02
Advance fees	2.96	64.09	0.62
Deferred income (upfront fees)	12.69	16.97	26.43
<b>Total</b>	<b>187.67</b>	<b>136.82</b>	<b>69.07</b>

**Notes:**

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**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XXII Restated Ind AS Consolidated Summary Statement of trade payables**

**Trade payables \***

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Micro, small and medium enterprises**	-	-	-
Others	352.29	328.64	303.62
<b>Total</b>	<b>352.29</b>	<b>328.64</b>	<b>303.62</b>

\* The carrying amount of trade payables as at reporting date approximates fair value.

\*\* The Group has not received any information from suppliers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been given.

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**  
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(All amounts are in Rs. million)

**Annexure XXIII Restated Ind AS Consolidated Summary Statement of revenue from operations**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Asset management, advisory and other fees	3,739.67	2,811.51	1,880.14
Financial product distribution and wealth advisory fees	776.62	390.10	254.64
<b>Total</b>	<b>4,516.29</b>	<b>3,201.61</b>	<b>2,134.78</b>

**Annexure XXIV Restated Ind AS Consolidated Summary Statement of other income**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Interest income			
On loans and advances	0.03	12.03	-
Others	29.84	45.70	31.33
On debentures	3.38	-	-
Dividend income	67.73	23.96	27.51
MTM gain / (loss) on investments carried at FVTPL*	16.35	31.15	7.39
Net gain on foreign currency transactions and translation	9.77	5.21	11.20
Miscellaneous income	5.23	8.35	4.10
<b>Total</b>	<b>132.33</b>	<b>126.40</b>	<b>81.53</b>

\* Gain on sale of investment realised in financial year ended March 31, 2018 in Rs. 15.71 million (for the year ended March 31, 2017 is Rs. 22.31 million and for the year ended March 31, 2016 is NIL).

**Annexure XXV Restated Ind AS Consolidated Summary Statements of employee benefit expenses**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Salaries and wages	1,142.60	901.96	632.82
Contribution to provident and other funds (refer note XXXVII - point 1)	56.61	33.87	24.31
Share-based payments (equity settled schemes)	115.97	71.41	24.01
Staff welfare expenses	20.33	16.30	10.11
<b>Total</b>	<b>1,335.51</b>	<b>1,023.54</b>	<b>691.25</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXVI Restated Ind AS Consolidated Summary Statement of finance costs**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Interest expenses			
- Others	5.61	6.74	5.83
Dividend on redeemable preference shares (including related tax)	-	-	0.08
<b>Total</b>	<b>5.61</b>	<b>6.74</b>	<b>5.91</b>

**Annexure XXVII Restated Ind AS Consolidated Summary Statements of other expenses**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Client referral	984.03	722.56	397.10
Lease rent (refer note XXX)	74.40	65.16	61.81
Legal and professional fees (refer note 1 below)	55.45	210.79	22.43
Rates and taxes	12.78	13.13	17.73
Payment to auditors (refer note XXXIII)	5.43	4.79	3.17
Recruitment charges	8.91	15.28	9.29
Provision for standard assets	0.26	-	-
Membership and subscription fees	12.67	8.31	5.92
Printing and stationery	6.76	6.16	5.65
Postage and communication expenses	11.83	11.74	8.78
Electricity charges	6.16	7.22	8.29
Travelling and conveyance expenses	47.21	34.95	22.74
Repairs and maintenance	23.69	13.12	10.47
Advertisement and business promotion	66.92	29.15	32.35
Insurance charges	5.73	3.69	2.72
Director sitting fees	0.36	1.08	0.42
Donation	0.39	2.80	0.30
Contribution towards corporate social responsibility (refer Annexure XXXII)	2.70	2.40	1.80
Bad debts written off	9.51	0.67	0.79
Capital advances written off	-	2.76	-
Service tax credit written off	7.73	3.43	4.74
Office expenses	13.62	11.59	8.54
Other expenses	22.59	13.70	12.36
<b>Total</b>	<b>1,379.14</b>	<b>1,184.48</b>	<b>637.40</b>

**Notes:**

1. Legal and professional fees for the year ended March 31, 2017 include expense of Rs. 170.80 million incurred by the Group for identifying strategic investor into the Company.
2. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
3. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

## ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

### Notes to Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

#### Annexure XXVIII Restated Ind AS Consolidated Summary Statement of tax expense

##### i. Tax expense

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
<b>Income tax expense</b>			
Current year	703.36	312.89	50.84
MAT credit entitlement	-	(86.23)	(51.23)
<b>Deferred income tax liability / (asset) net</b>			
Deferred tax on origination and reversal of temporary differences	(29.30)	82.02	136.72
<b>Total tax expense</b>	<b>674.06</b>	<b>308.68</b>	<b>136.33</b>

##### ii. Amounts recognised in other comprehensive income

Particulars	For the year ended March 31, 2018			For the year ended March 31, 2017			For the year ended March 31, 2016 (Proforma)		
	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax
<b>Items that will not be reclassified to profit or loss</b>									
Remeasurements of the defined benefit plans	2.18	(0.64)	1.54	(4.96)	1.63	(3.33)	(11.93)	2.03	(9.90)
	<b>2.18</b>	<b>(0.64)</b>	<b>1.54</b>	<b>(4.96)</b>	<b>1.63</b>	<b>(3.33)</b>	<b>(11.93)</b>	<b>2.03</b>	<b>(9.90)</b>

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**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXVIII Restated Ind AS Consolidated Summary Statement of tax expense (Continued)**

**iii. Reconciliation of effective tax rate**

Particulars	For the year ended March 31, 2018		For the year ended March 31, 2017		For the year ended March 31, 2016 (Proforma)	
	Amount	% terms	Amount	% terms	Amount	% terms
<b>Profit before tax as per Restated Ind AS Consolidated Summary Statement of profit and loss (A)</b>	<b>1,886.10</b>		1,081.43		881.64	
Expected income tax expense at India statutory tax rate	34.61%		34.61%		33.06%	
<b>Tax using the Group's domestic tax rate (B)</b>	<b>652.74</b>		374.26		291.50	
<b>Tax effect of:</b>						
Non-deductible tax expenses	11.34	0.60%	63.78	5.90%	2.39	0.27%
Tax exempt income	(22.92)	(1.22%)	(8.77)	(0.81%)	(9.10)	(1.03%)
Interest under 234A, B and C included under current tax provision	8.22	0.44%	10.52	0.97%	-	-
Change in deferred tax asset and liability due to change in tax rate	(11.20)	(0.59%)	(9.37)	(0.87%)	(46.87)	(5.32%)
Deferred tax asset not recognised in loss making subsidiary	35.36	1.87%	26.15	2.42%	(3.17)	(.36%)
Tax losses on which deferred tax was not recognised	-	0.00%	(59.98)	(5.55%)	(55.38)	(6.28%)
Share of profit of Joint venture accounted net of tax	0.41	0.02%	0.42	0.04%	(5.72)	(.65%)
Tax as per MAT	-	-	(0.00)	0.00%	23.85	2.70%
MAT Credit entitlement	-	-	(86.23)	(7.97%)	(51.24)	(5.81%)
Others	0.10	0.01%	(2.10)	(0.19%)	(9.93)	(1.13%)
<b>Effective tax rate</b>	<b>674.06</b>	<b>35.74%</b>	308.68	28.54%	136.33	15.46%
Current tax	703.36		226.66		(0.39)	
Deferred tax	(29.30)		82.02		136.72	
<b>Total tax expense</b>	<b>674.06</b>		308.68		136.33	

(Rs. 0.00 million indicates values are lower than Rs 0.01 million)

**Notes:**

- The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
- The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

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**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXIX Restated Ind AS Consolidated Summary Statement of earnings per equity share**

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

**Earnings per equity share (before split of shares and bonus)**

**i. Profit attributable to equity holders of parent**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Profit attributable to equity holders of the parent	1,210.55	751.87	726.71
<b>Profit attributable to equity holders of the parent for basic earnings</b>	<b>1,210.55</b>	<b>751.87</b>	<b>726.71</b>

**ii. Weighted average number of ordinary shares**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Issued ordinary shares at the beginning of the year	1,106,772	1,010,010	1,010,010
Effect of shares issued for cash	-	10,551	-
Effect of exercise of share options	-	17,257	-
<b>Weighted average number of shares at the end of the year for basic EPS</b>	<b>1,106,772</b>	<b>1,037,818</b>	<b>1,010,010</b>
<b>Effect of dilution:</b>			
Potential equity shares	203,241	172,508	173,153
	<b>1,310,013</b>	<b>1,210,326</b>	<b>1,183,163</b>

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
<b>Basic earnings per share</b>	<b>1,093.77</b>	<b>724.47</b>	<b>719.51</b>
<b>Diluted earnings per share</b>	<b>924.07</b>	<b>621.22</b>	<b>614.21</b>

**Earnings per equity share (after split of shares and bonus)**

**i. Profit attributable to equity holders of parent**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Profit attributable to equity holders of the parent	1,210.55	751.87	726.71
<b>Profit attributable to equity holders of the parent for basic earnings</b>	<b>1,210.55</b>	<b>751.87</b>	<b>726.71</b>

**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**  
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(All amounts are in Rs. million)

**Annexure XXIX Restated Ind AS Consolidated Summary Statement of earnings per equity share (Continued)**

**Earnings per equity share (after split of shares and bonus) (Continued)**

**ii. Weighted average number of ordinary shares**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Issued ordinary shares at the beginning of the year	71,940,180	65,650,650	65,650,650
Effect of shares issued for cash	-	685,812	-
Effect of exercise of share options	-	1,121,687	-
<b>Weighted average number of shares at the end of the year for basic EPS</b>	<b>71,940,180</b>	<b>67,458,149</b>	<b>65,650,650</b>
<b>Effect of dilution:</b>			
Potential equity shares	13,210,680	11,212,994	11,254,968
	<b>85,150,860</b>	<b>78,671,143</b>	<b>76,905,618</b>

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
<b>Basic earnings per share</b>	<b>16.83</b>	11.15	11.07
<b>Diluted earnings per share</b>	<b>14.22</b>	9.56	9.45

**Note:**

Pursuant to Shareholder's resolution passed at the Extraordinary General Meeting ("EGM") held on May 10, 2018, the equity share capital (Authorized, Issued and Paid-up) of the Company was subdivided from Rs. 10/- (Rupees ten) each to equity shares of Rs. 2/- (Rupees two) each. Further at the same meeting, the Shareholders approved issuance of Bonus shares to the existing shareholders in the ratio of 12:1 i.e. twelve bonus equity shares for each existing equity shares. The record date for the sub-division and bonus shares is May 10, 2018. Accordingly, the exercise price and the outstanding employee stock options have been adjusted proportionately.

Ind AS 33 "Earnings per share", requires an adjustment in the calculation of basic and diluted earnings per share for all the periods presented if the number of equity or potential equity shares outstanding change as a result of share sub-division and bonus. The weighted average numbers of shares and consequently the basic and diluted earnings per share have accordingly been adjusted in the Restated Ind AS Consolidated Financial Information.

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**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXX Restated Ind AS Consolidated Summary Statement of operating leases**

**A. Leases as lessee**

The Group has taken various office premises under operating lease or leave and license agreement. These are generally cancellable at the option of the lessor / lessee and ranges between 11 months to 5 years under leave and license, or longer for other lease and are renewable by mutual consent or mutually agreeable terms. The Group has not sub-leased any of the above assets taken on lease. There are no provisions relating to contingent rent. The terms of renewal/ purchase option and escalation clauses are those normally prevalent in similar agreements. There are no undue restrictions or onerous clauses in the agreements.

**i. Future minimum lease payments**

The future minimum lease payments under non-cancellable leases were payable as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Less than one year	32.55	59.12	46.73
Between one and five years	58.90	76.00	54.97
<b>Total</b>	<b>91.45</b>	<b>135.12</b>	<b>101.70</b>

**ii. Amounts recognised in the Restated Ind AS Consolidated Summary Statement of profit and loss**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Lease rent	74.40	65.16	61.81
<b>Total</b>	<b>74.40</b>	<b>65.16</b>	<b>61.81</b>

**Annexure XXXI Restated Ind AS Consolidated Summary Statement of contingent liabilities and commitments**

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
	<b>Claim not acknowledged as debts:</b>			
a.	Income tax demand in respect of which the Group has preferred an appeal with higher authorities	82.41	56.45	72.13
b.	Bank guarantee to the extent not provided for	0.92	0.92	0.94
c.	Uncalled capital commitments in respect of AIFs	115.00	81.25	55.23
d.	Estimated amounts of contracts remaining to be executed an capital account and not provided	1.16	1.89	1.19
	<b>Total</b>	<b>199.49</b>	<b>140.51</b>	<b>129.49</b>

The outflows in respect of the above regulatory matters are determinable only on receipt of judgements / decisions from such forums / authorities. Further, based on the Group's evaluation, it believes that it is not probable that the claim will materialise and therefore, no provision has been recognised for the above.

**Annexure XXXII Restated Ind AS Consolidated Summary of corporate social responsibility expenditure**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Amount required to be spent	12.83	8.11	7.80
Amount spent during the year :			
(i) Construction / acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	2.70	2.40	1.80

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**Notes to Financial Statements (Continued)**  
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**Annexure XXXIII Restated Ind AS Consolidated Summary of payment to auditors**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Auditor's remuneration			
- Audit fees	4.15	3.10	3.08
In other capacity			
- Certification services *	12.04	9.34	5.36
Out of pocket expenses	0.17	0.22	0.01
Auditor's remuneration other than B S R & Co. LLP			
- Audit fees	0.99	1.41	-
<b>Total (A)</b>	<b>17.35</b>	<b>14.07</b>	<b>8.45</b>
Less: Certification of portfolio management service accounts (B)	11.92	9.28	5.28
<b>Total (A-B)</b>	<b>5.43</b>	<b>4.79</b>	<b>3.17</b>

\* Includes fees of Rs. 11.92 million (previous year Rs. 9.28 million and 2016 Rs. 5.28 million) for certification of portfolio management services accounts directly charged to portfolio management services clients.

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

## ASK Investment Managers Limited

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### Notes to Financial Statements (Continued)

for the year ended March 31, 2018

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#### Annexure XXXIV Restated Ind AS Consolidated Summary Statement of related party disclosure

Related party disclosures, as required by notified Ind AS 24 - "Related Party Disclosures" are given below:

##### A) Names of related parties and nature of relationship

	March 31, 2018		March 31, 2017		March 31, 2016 (Proforma)	
	Name of Related Party	Nature of Relationship	Name of Related Party	Nature of Relationship	Name of Related Party	Nature of Relationship
<b>Key management personnel (KMP)</b>	Asit Koticha	Director	Asit Koticha	Director	Asit Koticha	Director
	Sameer Koticha	Director	Sameer Koticha	Director	Sameer Koticha	Director
	Sunil Rohokale	CEO & Managing Director	Sunil Rohokale	CEO & Managing Director	Sunil Rohokale	CEO & Managing Director
	Bharat Shah	Director	Bharat Shah	Director	Bharat Shah	Director
	Shweta Jalan	Director (w.e.f. December 28, 2016)	Shweta Jalan	Director (w.e.f. December 28, 2016)		
	Vinod Padikkal	Director (w.e.f. March 17, 2017)	Vinod Padikkal	Director (w.e.f. March 17, 2017)		
<b>Relatives of KMP</b>	Kishore Koticha	Relative of Director	Kishore Koticha	Relative of Director	Kishore Koticha	Relative of Director
	Pramoda Koticha	Relative of Director	Pramoda Koticha	Relative of Director	Pramoda Koticha	Relative of Director
	Monik Koticha	Relative of Director	Monik Koticha	Relative of Director	Monik Koticha	Relative of Director
	Sneh Koticha Contractor	Relative of Director	Sneh Koticha Contractor	Relative of Director	Sneh Koticha Contractor	Relative of Director
	Arvind Shah	Relative of Director	Arvind Shah	Relative of Director	Arvind Shah	Relative of Director
	Jatin Koticha	Relative of Director	Jatin Koticha	Relative of Director	Shalin Koticha	Relative of Director
	Shalin Koticha	Relative of Director	Shalin Koticha	Relative of Director		
	Apurva Mazumdar	Relative of Director				
	Varsha Ghelani	Relative of Director				
<b>Enterprises owned, controlled or where significant influence can be exercised by key management personnel or their relatives where there are transactions.</b>	ASK Foundation		ASK Foundation		ASK Foundation	
	Sameer Koticha (HUF)		Sameer Koticha (HUF)		Sameer Koticha (HUF)	
	ASK Pravi Private Equity Opportunities Fund		ASK Pravi Private Equity Opportunities Fund		ASK Pravi Private Equity Opportunities Fund	
	ASK Real Estate Special Opportunities Fund		ASK Real Estate Special Opportunities Fund		ASK Real Estate Special Opportunities Fund	
	ASK Real Estate Special Opportunities Fund – II		ASK Real Estate Special Opportunities Fund – II		ASK Real Estate Special Opportunities Fund – II	
	ASK Real Estate Special Situations Fund-I		ASK Real Estate Special Situations Fund-I		ASK Real Estate Special Situations Fund-I	
	ASK Select Focus Fund		ASK India Real Estate Special Opportunities Fund Pte. Ltd.		ASK India Real Estate Special Opportunities Fund Pte. Ltd.	
	ASK India Real Estate Special Opportunities Fund Pte. Ltd.		ASK PIA Employee Benefit Trust - II		ASK PIA Employee Benefit Trust - II	
	ASK India Opportunities Fund I		Lily Realty Private Limited		Lily Realty Private Limited	
	ASK India Real Estate Special Situations Fund		Prushti Developers Private Limited		Prushti Developers Private Limited	
	ASK PIA Employee Benefit Trust - I		Fortress Constructions Private Limited		Fortress Constructions Private Limited	
	ASK PIA Employee Benefit Trust - II				ASK Securities Advisory Services Private Limited	
	ASK PIA Employee Benefit Trust - III					
	<b>Joint venture</b>	ASK Pravi Capital Advisors Private Limited		ASK Pravi Capital Advisors Private Limited		ASK Pravi Capital Advisors Private Limited

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**Notes to Financial Statements (Continued)**  
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(All amounts are in Rs. million)

**Annexure XXXIV Restated Ind AS Consolidated Summary Statement of related party disclosure**

**Related party disclosures, as required by notified Ind AS 24 - "Related Party Disclosures" are given below:**

**B) Transactions with related parties**

The table below describes the compensation to key management personnel which comprise directors and executive officers under Ind AS 24:

**(a) Transactions with key management personnel**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Short term employee benefits (refer note 1 and 2)	139.16	130.45	79.37
<b>Total compensation</b>	<b>139.16</b>	<b>130.45</b>	<b>79.37</b>

**(b) Transactions with related parties**

The Company's material related party transactions and outstanding balances with its subsidiaries and joint venture with whom the Company routinely enters into transactions in the ordinary course of business.

Transactions with related parties are as follows:

Sr. No	Nature of Transactions	For the year ended March 31	Joint venture	KMP / KMP exercising significant influence / close member of KMP	Entities where the reporting entity exercises significant influence	
1	Services rendered	2018	-	0.97	605.48	
		2017	-	1.51	611.57	
		2016	-	6.76	673.90	
2	Managerial remuneration (Refer note 1 and 2)	2018	-	139.16	-	
		2017	-	130.45	-	
		2016	-	79.37	-	
3	Investments purchased	2018	-	-	63.75	
		2017	-	-	24.04	
		2016	-	-	21.77	
4	Investments sold / transferred	2018	-	-	0.01	
		2017	-	-	239.26	
		2016	-	-	0.10	
5	Other transactions :					
		Other income	2018	-	-	0.16
		2017	-	-	0.50	
	2016	-	-	0.24		
	Other expenses	2018	-	-	2.70	
		2017	-	-	2.41	
		2016	-	21.63	3.50	
	Recovery of expenses	2018	-	-	10.48	
		2017	-	-	11.65	
		2016	-	-	6.46	

**Note:**

1. The future liability for gratuity and compensated absences is provided on an actuarial basis for the Company as a whole, accordingly the amount pertaining to KMP's is not ascertainable separately, and not included above.
2. Managerial remuneration includes bonus on accrual basis.

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**Notes to Financial Statements (Continued)**  
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(All amounts are in Rs. million)

**Annexure XXXIV Restated Ind AS Consolidated Summary Statement of related party disclosure (Continued)**

Related party disclosures, as required by notified Ind AS 24 - "Related Party Disclosures" are given below: (Continued)

**B) Transactions with related parties (Continued)**

**(b) Transactions with related parties (Continued)**

Summary of balance receivable from / (payable to) the above related parties are as follows:

Sr. No	Nature of Transactions	As at March 31	Joint venture	KMP / KMP exercising significant influence / close member of KPM	Entities where the reporting entity exercises significant influence
6	Outstandings : Payable	2018	-	1.28	-
		2017	-	2.33	-
		2016	-	1.10	9.10
7	Receivable	2018	-	0.28	109.39
		2017	-	0.55	94.67
		2016	-	13.04	152.20
8	Investments (at costs)	2018	81.45	-	127.28
		2017	81.45	-	63.53
		2016	81.45	-	39.50
9	Number of options outstanding	2018	-	0.16	-
		2017	-	0.16	-
		2016	-	0.21	-
10	Number of preference shares redeemed	2018	-	-	-
		2017	-	0.13	-
		2016	-	-	-

**(c) Terms and conditions of transactions with related parties**

The transactions with related parties are made on arm's length basis. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

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(All amounts are in Rs. million)

**Annexure XXXV Restated Ind AS Consolidated Summary Statement of capitalisation**

Particulars	March 31, 2018	As Adjusted for issue (Refer note 1 below)
<b>Debt</b>		
Non-current borrowings	-	
Current borrowings	-	
<b>Total debt (A)</b>	<u>-</u>	
<b>Shareholder's funds (equity):</b>		
Equity share capital	11.07	
Other equity (as restated)	3,904.04	
<b>Total shareholder's funds (B)</b>	<u><u>3,915.11</u></u>	
<b>Debt / equity ratio (A/B)</b>	<u><u>-</u></u>	

**Notes**

- 1) The corresponding figures (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.
- 2) The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

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**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

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**Annexure XXXVI Restated Ind AS Consolidated Summary Statement of accounting ratios**

Particulars	For the year ended		
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Restated Ind AS Consolidated profit for the year (A)	1,212.03	772.75	745.31
Restated Ind AS net profit after tax and adjustments, available for equity shareholders (B)	1,210.55	751.87	726.71
Restated Ind AS Consolidated net worth at the end of the period / year (C)	3,915.11	2,597.15	1,645.18
Weighted average number of equity shares outstanding during the year (refer note 4 below) (D)	71,940,180	67,458,149	65,650,650
Weighted average number of diluted potential equity shares outstanding during the year (refer 4 below) (E)	85,150,860	78,671,143	76,905,618
Earnings per equity share (Rs.)			
- Basic (B) / (D) (refer note 2 (a) below)	16.83	11.15	11.07
- Diluted (B) / (E) (refer note 2 (b) below)	14.22	9.56	9.45
Return on net worth (%) (refer note 2 (c) below) (B) / (C)	30.92%	28.95%	44.17%
Net asset value per share (Rs.) (refer note 2 (d) below) (C) / (D)	54.42	38.50	25.06

**Notes:**

1) The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

2) The ratios have been computed as follows:

a) Earning per share (Basic) = 
$$\frac{\text{Restated Ind AS Consolidated net profit after tax and adjustments, available for equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$$

b) Earning per share (Diluted) = 
$$\frac{\text{Restated Ind AS Consolidated Profit for the year}}{\text{Weighted average number of diluted potential equity shares outstanding during the year}}$$

c) Return on net worth (%) = 
$$\frac{\text{Restated Ind AS Consolidated net profit after tax and adjustments, available for equity shareholders}}{\text{Restated Consolidated net worth at the end of the year}}$$

d) Net asset value per share (Rs.) = 
$$\frac{\text{Restated Ind AS Consolidated net worth at the end of the year}}{\text{Weighted average number of equity shares outstanding during the year}}$$

3) In accordance the SEBI Regulations, net worth means "the aggregate value of the paid-up share capital, share premium account, reserves and surplus (excluding revaluation reserve) as reduced by the aggregate value of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account".

4) Weighted average number of shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period / year.

5) The Group does not have any revaluation reserves or extra-ordinary items.

6) Earnings per share calculations are in accordance with Ind AS 33 - "Earnings per share".

7) The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.

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**Notes to Financial Statements (Continued)**  
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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information**

**1. Employee benefits**

The Group contributes to the following post-employment defined benefit plans in India.

**(a) Defined Contribution Plan - Provident fund**

In accordance with Employees' Provident Fund and Miscellaneous Provisions Act, 1952, employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which, both the employee and the Company contribute monthly at a determined rate. These contributions are made to a recognised provident fund administered by Regional Provident Fund Commissioner. The employees contribute 12% of their basic salary and the Company contributes an equal amount.

The Group recognised Rs. 33.48 million (March 31, 2017 Rs. 26.40 and March 31, 2016 Rs. 21.22 million) for provident fund and other contributions in the Restated Ind AS Consolidated Summary Statement of profit and loss.

**(b) Defined Benefit Plan**

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, a defined benefit plan covering all employees. The plan provides a lump sum payment to vested employees at retirement or termination of employment in accordance with the rules laid down in the Payment of Gratuity Act, 1972. The gratuity benefit is partially provided through funded plan and annual expense is charged to the Restated Ind AS Consolidated Summary Statement of profit and loss on the basis of actuarial valuation.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2018. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Group's Restated Ind AS Consolidated Financial Information as at balance sheet date:

Particulars	Note	As at March 31,	As at March 31,	As at March 31,
		2018	2017	2016 (Proforma)
Present value of funded obligations		61.43	43.48	33.29
Fair value of plan assets		3.05	4.55	4.64
<b>Present value of funded obligations</b>		<b>58.38</b>	38.93	28.65
<b>Net deficit / (assets) are analysed as</b>				
Liabilities		58.38	38.93	28.65
Assets		-	-	-
<b>Of the above funded obligation</b>				
Non-current	XIX	44.67	28.71	22.86
Current	XIX	13.71	10.22	5.79

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Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)

1. Employee benefits (Continued)

(c) Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

Particulars	Defined benefit obligation			Fair value of plan assets			Net defined benefit (asset) liability		
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<b>Opening balance</b>	<b>43.48</b>	33.29	22.06	<b>4.55</b>	4.64	4.06	<b>38.93</b>	28.65	18.00
Adjustment to Opening fair value of plan assets	-	-	-	<b>(0.08)</b>	(0.09)	0.13	<b>0.08</b>	0.09	(0.13)
Included in profit or loss									
Current service cost	<b>7.02</b>	5.26	2.60	-	-	-	<b>7.02</b>	5.26	2.60
Past service cost (non-vested benefits)	<b>1.18</b>	0.93	0.44	<b>0.12</b>	0.14	0.11	<b>1.06</b>	0.79	0.33
Past service cost (vested benefits)	<b>7.82</b>	-	-	-	-	-	<b>7.82</b>	-	-
Interest cost/(income)	<b>7.42</b>	1.46	0.53	<b>0.15</b>	0.19	0.24	<b>7.27</b>	1.27	0.29
	<b>66.92</b>	40.94	25.63	<b>4.74</b>	4.88	4.54	<b>62.18</b>	36.06	21.09
<b>Included in OCI</b>									
Remeasurement loss (gain):									
Actuarial loss (gain) arising from:									
Financial assumptions	<b>(0.14)</b>	0.30	-	-	-	-	<b>(0.14)</b>	0.30	-
Experience adjustment	<b>(1.92)</b>	4.65	11.76	-	-	-	<b>(1.92)</b>	4.65	11.76
Return on plan assets excluding interest income	-	-	-	<b>0.11</b>	(0.01)	(0.17)	<b>(0.11)</b>	0.01	0.17
	<b>64.86</b>	45.89	37.39	<b>4.85</b>	4.87	4.37	<b>60.01</b>	41.02	33.02
<b>Other</b>									
Contributions paid by the employer	-	-	-	<b>1.50</b>	2.09	4.37	<b>(1.50)</b>	(2.09)	(4.37)
Benefits paid	<b>(3.30)</b>	(2.41)	(4.10)	<b>(3.30)</b>	(2.41)	(4.10)	-	-	-
Unrecognised past service cost-non vested benefits	<b>(0.13)</b>	-	-	-	-	-	<b>(0.13)</b>	-	-
<b>Closing balance</b>	<b>61.43</b>	43.48	33.29	<b>3.05</b>	4.55	4.64	<b>58.38</b>	38.93	28.65
<b>Represented by</b>									
Net defined benefit asset							-	-	-
Net defined benefit liability							<b>58.38</b>	38.93	28.65
							<b>58.38</b>	38.93	28.65

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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**1. Employee benefits (Continued)**

**(d) Components of defined benefit plan cost**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
<b>Recognised in Restated Ind AS Consolidated Summary Statement of profit and loss</b>			
Current service cost	7.02	5.26	2.60
Interest cost / (income) (net)	7.27	1.27	0.29
Past service cost (non-vested benefits)	1.06	-	-
Past service cost (vested benefits)	7.82	-	-
<b>Total</b>	<b>23.17</b>	<b>6.53</b>	<b>2.89</b>
<b>Recognised in OCI</b>			
Remeasurement of net defined benefit liability / (asset)	(2.07)	4.95	11.76
Return on plan assets excluding net interest	(0.11)	0.01	0.17
<b>Cumulative post employment (gains) recognised in OCI</b>	<b>(2.18)</b>	<b>4.96</b>	<b>11.93</b>

**(e) Defined benefit obligations**

**i. Actuarial assumptions**

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Discount rate	7.31%	6.69%	7.46%
Salary escalation rate	10.00%	10.00%	10.00%
Attrition rates	PS: 0 to 40 :	PS: 0 to 40 :	PS: 0 to 40 :
	15%	15%	15%
Mortality	IALM (2006-08)Ult.	IALM (2006-08)Ult.	IALM (2006-08)Ult.

**ii. Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	58.60	64.69	29.62	32.85	23.63	26.06
Future salary growth (1% movement)	63.32	59.74	31.84	30.47	25.29	24.29

The above sensitivity analyses have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.

**iii. Asset liability comparisons**

Particulars	March 31, 2014	March 31, 2015	March 31, 2016	March 31, 2017	March 31, 2018
PVO at end of the year	12.70	14.08	33.29	43.48	61.43
Plan assets	2.67	4.06	4.64	4.55	3.05
Surplus / (deficit)	(10.03)	(10.02)	(28.65)	(38.93)	(58.38)
Experience adjustments on plan assets	(0.02)	0.03	(0.17)	(0.01)	0.11

**(f) Compensated absences**

The Group provides for accumulated compensated absences as at the balance sheet date using projected unit credit method based on actuarial valuation. The leave encashment on separation is paid on basic salary.

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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management**

**A. Accounting classification and fair values**

The carrying value and fair value of financial instruments by categories as of March 31, 2018, March 31, 2017 and March 31, 2016 (Proforma) are as follows:

March 31, 2018	Carrying amount			Total	Fair value			Total
	FVTPL	FVTOCI	Amortised Cost		Level 1	Level 2	Level 3	
<b>Financial assets</b>								
Cash and cash equivalents	-	-	108.30	108.30	-	-	-	-
Other bank balances	-	-	0.94	0.94	-	-	-	-
<u>Current investments:</u>								
- Investment in mutual funds	1,997.29	-	-	1,997.29	1,997.29	-	-	1,997.29
Trade receivables	-	-	1,444.31	1,444.31	-	-	-	-
Other current financial asset	-	-	16.99	16.99	-	-	-	-
<u>Non-current investments:</u>								
- Investment in debentures	133.79	-	-	133.79	-	13.05	120.74	133.79
- investment in equity instruments	1.22	-	-	1.22	-	-	1.22	1.22
- Investment in venture capital funds	136.58	-	-	136.58	-	-	136.58	136.58
Loans	-	-	0.26	0.26	-	-	-	-
	<b>2,268.88</b>	<b>-</b>	<b>1,570.80</b>	<b>3,839.68</b>	<b>1,997.29</b>	<b>13.05</b>	<b>258.54</b>	<b>2,268.88</b>
<b>Financial liabilities</b>								
Trade payables	-	-	352.29	352.29	-	-	-	-
Other non-current financial liabilities	-	-	7.35	7.35	-	-	-	-
Other current financial liabilities	-	-	0.99	0.99	-	-	-	-
	<b>-</b>	<b>-</b>	<b>360.63</b>	<b>360.63</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

March 31, 2017	Carrying amount			Total	Fair value			Total
	FVTPL	FVTOCI	Amortised Cost		Level 1	Level 2	Level 3	
<b>Financial assets</b>								
Cash and cash equivalents	-	-	142.09	142.09	-	-	-	-
Other bank balances	-	-	23.72	23.72	-	-	-	-
<u>Current investments:</u>								
- Investment in mutual funds	614.03	-	-	614.03	614.03	-	-	614.03
Trade receivables	-	-	1,309.06	1,309.06	-	-	-	-
Other current financial asset	-	-	-	-	-	-	-	-
<u>Non-current investments:</u>								
- Investment in debentures	28.40	-	-	28.40	-	8.07	20.33	28.40
- Investment in equity instruments	1.08	-	-	1.08	-	-	1.08	1.08
- Investment in venture capital funds	74.25	-	-	74.25	-	-	74.25	74.25
Loans	-	-	0.27	0.27	-	-	-	-
	<b>717.76</b>	<b>-</b>	<b>1,475.14</b>	<b>2,192.90</b>	<b>614.03</b>	<b>8.07</b>	<b>95.66</b>	<b>717.76</b>
<b>Financial liabilities</b>								
Trade payables	-	-	328.64	328.64	-	-	-	-
Other non-current financial liabilities	-	-	12.45	12.45	-	-	-	-
Other current financial liabilities	-	-	6.77	6.77	-	-	-	-
	<b>-</b>	<b>-</b>	<b>347.86</b>	<b>347.86</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**A. Accounting classification and fair values (Continued)**

March 31, 2016 (Proforma)	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Financial assets</b>								
Cash and cash equivalents	-	-	13.68	13.68	-	-	-	-
Other bank balances	-	-	24.51	24.51	-	-	-	-
<u>Current investments:</u>								
- Investment in mutual funds	466.21	-	-	466.21	466.21	-	-	466.21
Trade receivables	-	-	834.64	834.64	-	-	-	-
Other current financial asset	-	-	0.50	0.50	-	-	-	-
<u>Non-current investments:</u>								
- Investment in debentures	17.17	-	-	17.17	-	-	17.17	17.17
- Investment in equity instruments	1.08	-	-	1.08	-	-	1.08	1.08
- Investment in venture capital funds	44.83	-	-	44.83	-	-	44.83	44.83
Loans	-	-	1.37	1.37	-	-	-	-
	529.29	-	874.70	1,403.99	466.21	-	63.08	529.29
<b>Financial liabilities</b>								
Borrowings	-	-	1.26	1.26	-	-	-	-
Trade payables	-	-	303.62	303.62	-	-	-	-
Other non-current financial liabilities	-	-	3.50	3.50	-	-	-	-
Other current financial liabilities	-	-	1.69	1.69	-	-	-	-
	-	-	310.07	310.07	-	-	-	-

**B. Measurement of fair values**

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring financial instruments in Level 2 and Level 3 fair value hierarchy, as well as the significant unobservable inputs used.

**Financial instruments measured at fair value**

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in debentures and venture capital funds	The valuation model considers the present value of expected payments using an appropriate discount rate	Investment specific risk adjusted discount rate provided by independent valuer. Expected net project cash flows.	The estimated fair value would increase / (decrease) if there is a change in discount rate and / or net estimated project cash flows.
Investment in equity - unquoted	Adjusted net asset value	The adjusted net asset value has been calculated by giving an illiquidity discount on the net asset of the entity's subsidiary company.	The estimated fair value would increase / (decrease) if there is a change in the net asset value of the subsidiary company.

**Transfers between Level 1 and 2**

There were no transfers between level 1 and level 2.

**C. Financial instruments not measured at fair value**

The financial assets not measured at fair value include cash and cash equivalents, other bank balances, trade receivables, loans and other current financial asset. These are financial assets whose carrying amounts approximate fair value, due to their short-term nature or due to they being subject to present valuation.

Additionally, financial liabilities such as trade payables are not measured at fair value, whose carrying amounts approximate fair value, because of their short-term nature.

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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**D. Financial risk management**

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

**i. Risk management framework**

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Group manages these risks to seek minimum impact on its financial performance. The Group's principal financial asset include trade receivables.

**ii. Credit risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss.

The Group manages credit risk by periodically monitoring exposures with reference to their ageing and underlying credit risk mitigants.

The carrying amount of following financial assets represents the maximum credit exposure:

**Trade receivables**

In context of trade receivables and accrued income exposures from investment management business, the Group has a contractual right to remit / release customers funds after deducting any amounts due from customer. Thus, the Group does not estimate any credit risk in relation to such receivables.

Maximum exposure to credit risk for trade receivables by type of counterparty is as follows :

Service Line	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Asset management, advisory and other fees	1,107.15	1,177.23	787.15
Financial product distribution and wealth advisory fees	337.16	131.83	47.49
	<b>1,444.31</b>	<b>1,309.06</b>	<b>834.64</b>

**Impairment**

Streamwise ageing of Trade receivable that were not impaired was as follows:

**i) Asset management, advisory and other fees**

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Neither past due, nor impaired	55.61	260.69	237.43
Upto 180 days	1,035.57	909.54	519.57
180 days and more	15.97	7.00	30.15
Carrying amount of receivables	<b>1,107.15</b>	<b>1,177.23</b>	<b>787.15</b>

**ii) Financial product distribution and wealth advisory fees**

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Upto 180 days	326.96	131.83	38.39
180 days and more	10.20	-	9.10
Carrying amount of receivables	<b>337.16</b>	<b>131.83</b>	<b>47.49</b>

**Cash and cash equivalents and other bank balances**

The cash and cash equivalents and other bank balances are held with reputed banks.

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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**iii. Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group has no outstanding bank borrowings. The Group believes that the working capital is sufficient to meet its current requirements.

As at March 31, 2018, the Group had a working capital of Rs. 3,022.80 million including cash and cash equivalents of Rs. 108.30 million and current investments of Rs. 1,997.29 million.

As at March 31, 2017, the Group had a working capital of Rs. 1,724.73 million including cash and cash equivalents of Rs 142.09 million and current investments of Rs. 614.03 million.

As at March 31, 2016, the Group had a working capital of Rs. 782.27 million including cash and cash equivalents of Rs. 13.68 million and current investments of Rs. 466.21 million.

As at March 31, 2018	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade payables	352.29	352.29	352.29	-	-	-
Other current financial liabilities	0.99	0.99	0.99	-	-	-
Other non-current financial liabilities	7.35	7.35	-	7.35	-	-

As at March 31, 2017	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade payables	328.64	328.64	328.64	-	-	-
Other current financial liabilities	6.77	6.77	6.77	-	-	-
Other non-current financial liabilities	12.45	12.45	-	12.45	-	-

As at March 31, 2016 (Proforma)	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade payables	303.62	303.62	303.62	-	-	-
Other current financial liabilities	1.69	1.69	1.69	-	-	-
Other non-current financial liabilities	3.50	3.50	3.50	-	-	-
Redeemable preference shares	1.26	1.26	1.26	-	-	-

**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**

for the year ended March 31, 2018

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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**iv. Market risk**

The primary market risk to the Group is foreign exchange risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

The objective of market risk management is to avoid excessive exposure in foreign currency revenues and costs.

The currency profile of financial assets and financial liabilities as at March 31, 2018, March 31, 2017 and March 31, 2016 (Proforma) are as below:

**Currency risk**

The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. The Group is exposed to currency risk on account of its trade receivables and trade payables denominated in foreign currency. The functional currency of the Group is Indian Rupee. The Group currently does not hedge foreign currency.

**Exposure to currency risk (exposure in different currencies converted to functional currency i.e. Rs.)**

The currency profile of financial assets and financial liabilities as at March 31, 2018, March 31, 2017 and March 31, 2016 (Proforma) are as below:

Particulars	March 31, 2018			
	USD	AED	GBP	SGD
<b>Financial assets</b>				
Cash and cash equivalents	0.01	1.27	-	66.93
Other bank balances	-	0.94	-	-
Trade receivables	132.07	-	1.99	47.06
Loans	10.14	-	-	7.14
	<b>142.22</b>	<b>2.21</b>	<b>1.99</b>	<b>121.13</b>
<b>Financial liabilities</b>				
Trade payables	-	0.35	-	38.68
	<b>-</b>	<b>0.35</b>	<b>-</b>	<b>38.68</b>

Particulars	March 31, 2017			
	USD	AED	GBP	SGD
<b>Financial assets</b>				
Cash and cash equivalents	0.01	38.62	-	58.74
Other bank balances	-	0.93	-	-
Trade receivables	122.70	-	18.36	-
Loans	-	-	-	3.76
	<b>122.71</b>	<b>39.55</b>	<b>18.36</b>	<b>62.50</b>
<b>Financial liabilities</b>				
Trade payables	-	0.38	-	10.32
	<b>-</b>	<b>0.38</b>	<b>-</b>	<b>10.32</b>

Particulars	March 31, 2016 (Proforma)			
	USD	AED	GBP	SGD
<b>Financial assets</b>				
Cash and cash equivalents	0.01	1.30	-	3.05
Other bank balances	-	0.95	-	-
Trade receivables	59.89	-	2.06	156.64
Loans	-	-	-	0.53
	<b>59.90</b>	<b>2.25</b>	<b>2.06</b>	<b>160.22</b>
<b>Financial liabilities</b>				
Trade payables	-	1.35	-	49.08
	<b>-</b>	<b>1.35</b>	<b>-</b>	<b>49.08</b>

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**Notes to Financial Statements (Continued)**

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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**iv. Market risk (Continued)**

The following significant exchange rates have been applied during the year.

Particulars Rs.	Average rate			Year-end spot rate		
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
USD	65.07	64.81	66.43	65.07	64.81	66.36
AED	17.55	17.94	17.81	17.73	17.64	18.03
GBP	91.20	81.01	94.62	91.20	81.39	94.42
SGD	47.17	46.74	46.21	48.82	45.52	47.96

**Sensitivity analysis**

A reasonably possible 5% strengthening (weakening) of INR against GBP/USD/AED/SGD at the end of the year would have affected the measurement of financial instruments denominated in GBP/USD/AED/SGD and affected the Restated Ind AS Consolidated Statement of profit and loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in Rs.	Profit and loss & Equity	
	Strengthening	Weakening
<b>March 31, 2018</b>		
<b>5% Movement</b>		
USD	7.11	(7.11)
AED	0.09	(0.09)
GBP	0.10	(0.10)
SGD	4.12	(4.12)
	<u>11.42</u>	<u>(11.43)</u>

Effect in Rs.	Profit and loss & Equity	
	Strengthening	Weakening
<b>March 31, 2017</b>		
<b>5% Movement</b>		
USD	6.14	(6.14)
AED	1.96	(1.96)
GBP	0.92	(0.92)
SGD	2.61	(2.61)
	<u>11.63</u>	<u>(11.63)</u>

Effect in Rs.	Profit and loss & Equity	
	Strengthening	Weakening
<b>March 31, 2016 (Proforma)</b>		
<b>5% Movement</b>		
USD	3.00	(3.00)
AED	0.05	(0.05)
GBP	0.10	(0.10)
SGD	5.56	(5.56)
	<u>8.71</u>	<u>(8.70)</u>

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**Notes to Financial Statements (Continued)**

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**Interest rate risk**

The Group is exposed to interest risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing debentures will fluctuate because of fluctuations in the interest rates.

**Exposure to interest rate risk**

The Group's interest rate risk arises from interest bearing debentures and preference share borrowings. Such instruments exposes the Group to fair value interest rate risk. The interest rate profile of the Group's interest-bearing financial instruments as reported to management of the Group is as follows.

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<b>Fixed-rate instruments</b>			
<u>Non-current investments:</u>			
- Investment in debentures	133.79	28.40	17.17
<u>Non-current financial liabilities:</u>			
- Borrowings	-	-	(1.26)
<b>Total (net)</b>	<b>133.79</b>	<b>28.40</b>	<b>15.91</b>

**Fair value sensitivity analysis for fixed-rate instruments**

The Group's fixed rate debentures are carried at fair value through profit and loss, thus any change in addition to change in interest rate risk, will impact the fair valuation of the investments.

**Cash flow sensitivity analysis for variable-rate instruments**

The Group does not have any financial instruments at variable rates.

**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**  
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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**3. Share-based payment arrangements:**

The Group has the following share-based payment schemes:

**1) ASK Investment Managers Private Limited (Holding Company)**

**A. Description of share-based payment arrangements**

**i. Share option plans (equity settled)**

On February 1, 2012 and April 1, 2014 the Company has established share option plans that entitle the employees and the key management personnel to purchase the shares of the Company. Under these plans, holders of the vested options are entitled to purchase shares at the exercise price of the shares determined at the respective date of grant of options. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Grant date / employees entitled	Number of instruments		Vesting conditions	Method of settlement	Contractual life of options
	Key Management Personnel	Employees			
Options granted on February 18, 2013	113,700 ^	-	These options shall vest immediately	Equity settled	15 years
Options granted on November 14, 2013	-	26,257	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	6 years (subsequently modified to 15 years)
Options granted on January 31, 2014	8,900 ^	-	These options shall vest immediately	Equity settled	15 years
Options granted on February 18, 2014	89,150	-	These options shall vest immediately	Equity settled	15 years
Options granted on February 16, 2015	36,696	-	These options shall vest immediately	Equity settled	15 years
Options granted to employees on October 4, 2015	-	3,188	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years (subsequently modified to 15 years)
Options granted on October 28, 2016	12,986	-	These options shall vest immediately	Equity settled	15 years
Options granted on December 1, 2016	13,367	-	These options shall vest within one year from date of grant	Equity settled	15 years
Options granted to employees on January 10, 2017	-	2,448	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years
<b>Total share options granted till date</b>	<b>274,799</b>	<b>31,893</b>			

^ Of the options granted on February 18, 2013, 58,900 options were cancelled and 67,800 options were issued on January 31, 2014.

**ii. Modifications to share options granted**

**I. Description of modifications to share options**

**(a) Increase in exercise period :**

The exercise period of the options granted to the employees under the above ESOP schemes was initially for 6 to 7 years. However, in the financial year 2016 - 2017, the exercise period was increased to 15 years for outstanding options, accordingly the increase in fair value of the options will be recognised as an expense in the remaining vesting period.

**(b) Swap of share options:**

During the financial year 2016-2017, the Company granted 12,986 stock options to key management personnel of ASK Property Investment Advisors Private Limited (ASK PIA), subsidiary of the Company in lieu of surrender of 780,670 options held by the key management personnel in ASK PIA. The contractual life of the options is 15 years. Principles of modification accounting are applied since the options have been granted as a replacement for another share based option within the Group. Accordingly, the Company has recognised the incremental fair value as a share based payment expense.

**ASK Investment Managers Limited**  
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**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**3. Share-based payment arrangements: (Continued)**

**1) ASK Investment Managers Private Limited (Holding Company) (Continued)**

**A. Description of share-based payment arrangements (Continued)**

**ii. Modifications to share options granted (Continued)**

**II. Measurement as a result of modification**

**(a) Increase in exercise period :**

The incremental fair value granted as a result of increase in exercise period as on the date of modification ranges from Rs. 11.21 to Rs. 138.98 per option. The incremental fair value has been ascertained using the Black - Scholes option pricing model.

**(b) Swap of share options:**

**Swap of ASK PIA shares for ASK IM shares :**

The incremental fair value as a result of swap of share options on the date of swap is Nil. The incremental fair value has been ascertained using the Black - Scholes option pricing model.

For information on the inputs used in the measurement of fair value of the modified equity-settled share based payment options refer below table :

Particulars	For the year ended March 31, 2017
Incremental fair value as on date of modification	Nil
Share price as on grant date	Rs. 14,329.00
Exercise price	Rs. 15,532.63
Expected volatility (weighted average volatility)	40.32%
Expected life (expected weighted average life)	4.42 years
Expected dividends	0.43%
Risk- free interest rate (based on government bonds)	6.64%

**B. Measurement of fair values**

**Equity-settled share-based payment arrangements**

The fair value of the employee share options has been measured using Black - Scholes option pricing model.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment options granted during the year are as follows:

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Share option plans for KMP	Share option plans for employees	Share option plans for KMP	Share option plans for employees	Share option plans for KMP	Share option plans for employees
Fair value as on grant date	-	-	Rs. 5,632.32	Rs. 5,670.69	-	Rs. 3,473.69
Share price as on grant date	-	-	Rs. 14,329.00	Rs. 14,329.00	-	Rs. 8,108.30
Exercise price	-	-	Rs. 15,532.63	Rs. 15,532.63	-	Rs. 8,108.30
Expected volatility (weighted average volatility)	-	-	43.78%	44.54%	-	40.51%
Expected life (expected weighted average life)	-	-	4.32 years	4.21 years	-	5.00 years
Expected dividends	-	-	0.53%	0.54%	-	1.04%
Risk- free interest rate (based on government bonds)	-	-	6.00%	6.25%	-	7.17%
Method used to determine expected volatility	The expected volatility is based on price volatility of listed companies in same or similar industry.					

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**Notes to Financial Statements (Continued)**  
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(All amounts are in Rs. million)

**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**3. Share-based payment arrangements: (Continued)**

**1) ASK Investment Managers Private Limited (Holding Company) (Continued)**

**C. Reconciliation of outstanding share options**

The number and weighted-average exercise prices of share options under the share option programmes were as follows.

	Number of options		Weighted average exercise price		Number of options		Weighted average exercise price	
	March 31, 2018	March 31, 2018	March 31, 2017	March 31, 2017	March 31, 2016	March 31, 2016	March 31, 2016	March 31, 2016
<b>Equity-settled Share-based payments:</b>								
Options outstanding as at the beginning of the year	243,329	Rs. 4,778.81	277,891	Rs. 3,101.91	274,703	Rs. 3,043.81		
Add: Options granted during the year	-	-	28,801	Rs. 15,532.63	3,188	Rs. 8,108.30		
Less: Options lapsed during the year	-	-	1,611	Rs. 3,073.90	-	-		
Less: Options exercised during the year	-	-	61,752	Rs. 2,292.58	-	-		
Options outstanding as at the year end	<u>243,329</u>	<u>Rs. 4,778.81</u>	<u>243,329</u>	<u>Rs. 4,778.81</u>	<u>277,891</u>	<u>Rs. 3,101.91</u>		

The options outstanding at March 31, 2018 had an exercise price in the range of Rs. 2,078.90 to Rs. 15,532.63 (March 31, 2017: Rs. 2,078.90 to Rs. 15,532.63 and March 31, 2016: Rs. 2,078.90 to Rs. 8,108.30) and a weighted-average contractual life of 11.33 years (March 31, 2017: 12.30 years and March 31, 2016: 12.01 years).

**2. Subsidiaries**

**1) ASK Property Investment Advisors Private Limited ("ASK PIA")**

**A. Description of share-based payment arrangements**

**i. Share option plans (equity settled)**

On February 1, 2012 and April 1, 2014, ASK PIA has established share option plans that entitle the employees and the key management personnel to purchase the shares of ASK PIA. Under these plans, holders of the vested options are entitled to purchase shares at the exercise price of the shares determined at the respective date of grant of options. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Grant date/ employees entitled	Number of instruments		Vesting conditions	Method of settlement	Contractual life of options
	Key Management Personnel	Employees			
Options granted on February 15, 2012	-	273,240	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years (subsequently modified to 15 years)
Options granted on February 15, 2012	-	130,680	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years (subsequently modified to 15 years)
Options granted on February 15, 2012	-	270,588	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years
Options granted on February 15, 2012	780,670	-	These options shall vest immediately.	Equity settled	15 years
<b>Total share options granted till date</b>	<u>780,670</u>	<u>674,508</u>			

**ii. Modifications to share options granted**

**I. Description of modifications to share options during the year**

**(a) Increase in exercise period :**

The exercise period of the options granted to the employees under the above ESOP schemes was initially for 7 years. However, in the financial year 2016-2017 the exercise period was increased to 15 years for outstanding options, accordingly the increase in fair value of the options shall be recognised as an expense over the remaining vesting period.

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**Notes to Financial Statements (Continued)**  
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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**3. Share-based payment arrangements: (Continued)**

**2. Subsidiaries (Continued)**

**1) ASK Property Investment Advisors Private Limited ("ASK PIA") (Continued)**

**A. Description of share-based payment arrangements (Continued)**

**ii. Modifications to share options granted (Continued)**

**I. Description of modifications to share options during the year (Continued)**

**(b) Swap of Share options:**

During the year 780,670 options held by the key management personnel have been swapped against 12,986 stock options of the Holding Company. The contractual life of the options are 15 years. Principles of modification accounting are applied since the options have been granted as a replacement for another share based option within the Group. Accordingly, the Group has accounted only for the incremental fair value.

**II. Measurement as a result of modification**

**(a) Increase in exercise period :**

The incremental fair value granted as a result of increase in exercise period as on the date of modification ranges from Rs. 0.04 to Rs. 0.42 per option. The incremental fair value has been ascertained using the Black - Scholes option pricing model.

**(b) Swap of share options:**

**Swap of ASK PIA shares for ASK IM shares :**

The incremental fair value granted as a result of swap of share options on the date of swap is Nil.

The incremental fair value has been ascertained using the Black - Scholes option pricing model.

For information on the inputs used in the measurement of fair value of the modified equity-settled share based payment options refer below table:

Particulars	As at March 31, 2017
Incremental fair value as on date of modification	Nil
Share price as on grant date	Rs. 14,329.00
Exercise price	Rs. 15,532.63
Expected volatility (weighted average volatility)	40.32%
Expected life (expected weighted average life)	4.42 years
Expected dividends	0.43%
Risk- free interest rate (based on government bonds)	6.64%

**B. Reconciliation of outstanding share options**

The number and weighted-average exercise prices of share options under the share option programmes were as follows:

	Number of options		Weighted average exercise price		Number of options		Weighted average exercise price	
	March 31, 2018	March 31, 2018	March 31, 2017	March 31, 2017	March 31, 2016	March 31, 2016	March 31, 2016	March 31, 2016
<b>Equity-settled Share-based payments:</b>								
Options outstanding as at the beginning of the year	237,505	Rs. 12.59	1,184,590	Rs. 10.88	1,184,590	Rs. 10.88		
Add: Options granted during the year	-	-	-	-	-	-		
Less: Options lapsed during the year	-	-	780,670	Rs. 10.00	-	-		
Less: Options exercised during the year	76,840	Rs. 18.00	166,415	Rs. 12.59	-	-		
Options outstanding as at the year end	160,665	Rs. 10.00	237,505	Rs. 12.59	1,184,590	Rs. 10.88		

The options outstanding at March 31, 2018 had an exercise price in the range of Rs. 10.00 (March 31, 2017: Rs. 10.00 to Rs. 18.00 and March 31, 2016: Rs. 10.00 to Rs. 18.00) and a weighted-average contractual life of 11.57 years (March 31, 2017: 12.57 years and March 2016: 8.95 years).

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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**3. Share-based payment arrangements: (Continued)**

**2) ASK Wealth Advisors Private Limited ("ASK WA")**

**A. Description of share-based payment arrangements**

**i. Share option plans (equity settled)**

On February 1, 2012 and April 1, 2014, ASK WA has established share option plans that entitle the employees and the key management personnel to purchase the shares of ASK WA. Under these plans, holders of the vested options are entitled to purchase shares at the exercise price of the shares determined at the respective date of grant of options. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Grant date/ employees entitled	Number of instruments		Vesting conditions	Method of settlement	Contractual life of options
	Key Management Personnel	Employees			
Options granted on February 15, 2012	-	900,200	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years (subsequently modified to 15 years)
Options granted on February 15, 2012	-	930,919	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years (subsequently modified to 15 years)
Options granted on February 15, 2012	2,034,015	-	These options shall vest immediately	Equity settled	15 years
Options granted on March 26, 2015	-	1,834,170	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years (subsequently modified to 15 years)
Options granted on September 1, 2015	-	525,027	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years (subsequently modified to 15 years)
Options granted on December 21, 2016	-	4,690,240	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years (subsequently modified to 15 years)
Options granted on December 27, 2016	-	2,046,981	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years (subsequently modified to 15 years)
<b>Total share options granted till date</b>	<b>2,034,015</b>	<b>10,927,537</b>			

**ii. Modifications to Share Options Granted**

**I. Description of modifications to share options during the year**

**Increase in exercise period :**

The exercise period of the options granted to the employees under the above ESOP schemes was initially for 7 years. However, in the financial year 2016-2017 the exercise period was increased to 15 years for outstanding options, accordingly the increase in fair value of the options shall be recognised as an expense in the remaining vesting period.

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**Notes to Financial Statements (Continued)**  
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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**3. Share-based payment arrangements: (Continued)**

**2) ASK Wealth Advisors Private Limited ("ASK WA") (Continued)**

**A. Description of share-based payment arrangements (Continued)**

**ii. Modifications to Share Options Granted (Continued)**

**II. Measurement as a result of modification**

**Increase in exercise period :**

The incremental fair value granted as a result of increase in exercise period as on the date of modification ranges from Rs. 0.03 to Rs. 0.27 per option. The incremental fair value has been ascertained using the Black - Scholes option pricing model.

For information on the inputs used in the measurement of fair value of the modified equity-settled share based payment options refer below table :

Particulars	As at March 31, 2017
Incremental fair value as on date of modification	Rs. 0.03 to Rs. 0.27
Share price as on grant date	Rs. 60.00
Exercise price	Rs. 10.00
Expected volatility (weighted average volatility)	40.67%
Expected life (expected weighted average life)	4.39 years
Expected dividends	0.47%
Risk- free interest rate (based on government bonds)	6.37%

**B. Measurement of fair values**

**Equity-settled share-based payment arrangements**

The fair value has been ascertained using the Black - Scholes option pricing model.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment options granted during the year are as follows:

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Share option plans for KMP	Share option plans for employees	Share option plans for KMP	Share option plans for employees	Share option plans for KMP	Share option plans for employees
Fair value as on grant date	-	-	-	Rs. 22.85 to 22.94	-	Rs. 22.75
Share price as on grant date	-	-	-	Rs. 60.00	-	Rs. 51.70
Exercise price	-	-	-	Rs. 68.55	-	Rs. 51.70
Expected volatility (weighted average volatility)	-	-	-	44.33%	-	41.76%
Expected life (expected weighted average life)	-	-	-	4.26 years	-	5.00 years
Expected dividends	-	-	-	0.55%	-	1.07%
Risk- free interest rate (based on government bonds)	-	-	-	6.34%	-	7.50%
Method used to determine expected volatility	The expected volatility is based on price volatility of listed companies in same or similar industry.					

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**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**3. Share-based payment arrangements: (Continued)**

**2) ASK Wealth Advisors Private Limited ("ASK WA") (Continued)**

**C. Reconciliation of outstanding share options**

The number and weighted-average exercise prices of share options under the share option programmes were as follows:

	Number of options March 31, 2018	Weighted average exercise price March 31, 2018	Number of options March 31, 2017	Weighted average exercise price March 31, 2017	Number of options March 31, 2016	Weighted average exercise price March 31, 2016
<b>Equity-settled Share-based payments:</b>						
Options outstanding as at the beginning of the year	9,304,980	Rs. 57.75	3,259,397	Rs. 27.69	2,734,370	Rs. 27.69
Add: Options granted during the year	-	-	6,737,221	Rs. 68.55	525,027	Rs. 51.70
Less: Options lapsed during the year	-	-	-	-	-	-
Less: Options exercised during the year	-	-	691,638	Rs. 21.33	-	-
Options outstanding as at the year end	1,792,189	Rs. 35.49	-	-	-	-
	<b>7,512,791</b>	<b>Rs. 63.06</b>	<b>9,304,980</b>	<b>Rs. 57.75</b>	<b>3,259,397</b>	<b>Rs. 31.56</b>

The options outstanding at March 31, 2018 had an exercise price in the range of Rs. 10.00 to Rs. 68.55 (March 31, 2017: Rs. 10.00 to Rs. 68.55 and March 31, 2016: Rs. 10 to Rs. 51.70) and a weighted-average contractual life of 9.25 years (March 31, 2017: 10.25 years and March 31, 2016: 7.33 years).

**D. Expense recognised in Restated Ind AS Consolidated Summary Statement of profit and loss**

Refer Annexure XXV on employee benefit expense, for share based payment expense charged to Restated Ind AS Consolidated Summary Statement of profit and loss.

**E. Refer note XXXX for subsequent events.**

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**4. Segment disclosure**

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available.

All operating segments' results are regularly reviewed by the Board of Directors, which have been identified as the Chief Operating Decision Maker ("CODM") of the Group inter-company revenues and expenses, for which discrete financial information is available. The Board of Directors, which have been identified as the CODM, regularly review the performance reports and make decisions about allocation of resources.

The Group has three reportable segments, as described below, which are the Group's strategic business units. For each business units the Board of Directors regularly reviews the performance reports.

**Reportable Segments**

- i. Asset management : Investment management and advisory services with multiple strategies for equities and property.
- ii. Wealth advisory and distribution : Wealth advisory, planning and distribution services
- iii. NBFC and others

Other operations of the Group are

**Information about reportable segments**

The Board of Directors reviews profit

**March 31, 2018**

Particulars	Asset management	Wealth advisory and distribution	NBFC and others	Unallocated	Elimination	Total
<b>Revenue</b>						
External revenue	3,730.67	776.32	9.30	-	-	4,516.29
Inter-segment revenue	-	546.37	-	-	(546.37)	-
<b>Total segment revenue</b>	<b>3,730.67</b>	<b>1,322.69</b>	<b>9.30</b>	<b>-</b>	<b>(546.37)</b>	<b>4,516.29</b>
<b>Segment results</b>	<b>1,411.03</b>	<b>338.72</b>	<b>8.32</b>	<b>-</b>	<b>46.13</b>	<b>1,804.20</b>
Other income	-	-	-	-	-	80.72
Finance cost	-	-	-	-	-	0.00
Share in profit/ (loss) of Joint Venture (accounted as per equity method)	-	-	-	1.17	-	1.17
<b>Profit before tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,886.09</b>
Tax expense	-	-	-	-	-	674.06
<b>Profit after tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,212.03</b>
Depreciation and amortisation	-	-	-	-	-	43.44
<b>Segment assets</b>	<b>3,349.42</b>	<b>575.89</b>	<b>108.94</b>	<b>2,340.94</b>	<b>(1,126.90)</b>	<b>5,248.29</b>
Investment accounted as per equity method	-	-	-	44.85	-	44.85
Capital expenditure	40.47	25.32	-	-	-	65.79
<b>Segment liabilities</b>	<b>979.32</b>	<b>413.68</b>	<b>0.94</b>	<b>261.95</b>	<b>(291.16)</b>	<b>1,364.73</b>

ASK Investment Managers Limited  
(formerly known as ASK Investment Managers Private Limited)

Notes to Financial Statements (Continued)  
for the year ended March 31, 2018

(All amounts are in Rs. million)

Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)

4. Segment disclosure (Continued)

March 31, 2017

Particulars	Asset management	Wealth advisory and distribution	NBFC and others	Unallocated	Elimination	Total
<b>Revenue</b>						
External revenue	2,811.24	390.10	0.27	-	-	3,201.61
Inter-segment revenue	-	593.98	-	-	(593.98)	-
<b>Total segment revenue</b>	<b>2,811.24</b>	<b>984.08</b>	<b>0.27</b>	<b>-</b>	<b>(593.98)</b>	<b>3,201.61</b>
<b>Segment results</b>	<b>832.83</b>	<b>318.63</b>	<b>(1.15)</b>		<b>(130.31)</b>	<b>1,020.00</b>
Other income	-	-	-	-	-	60.21
Finance cost	-	-	-	-	-	-
Share in profit/ (loss) of Joint Venture (accounted as per equity method)	-	-	-	1.22	-	1.22
<b>Profit before tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,081.43</b>
Tax expense	-	-	-	-	-	308.68
<b>Profit after tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>772.75</b>
Depreciation and amortisation	-	-	-	-	-	33.04
<b>Segment assets</b>	<b>3,183.94</b>	<b>452.06</b>	<b>24.06</b>	<b>1,063.06</b>	<b>(942.09)</b>	<b>3,781.03</b>
Investment accounted as per equity method	-	-	-	43.68	-	43.68
Capital expenditure	31.40	12.45	-	-	-	43.85
<b>Segment liabilities</b>	<b>1,078.12</b>	<b>247.22</b>	<b>2.68</b>	<b>285.69</b>	<b>(397.04)</b>	<b>1,216.67</b>

March 31, 2016 (Proforma)

Particulars	Asset management	Wealth advisory and distribution	NBFC and others	Unallocated	Elimination	Total
<b>Revenue</b>						
External revenue	1,880.94	253.64	0.20	-	-	2,134.78
Inter-segment revenue	-	450.50	-	-	(450.50)	-
<b>Total segment revenue</b>	<b>1,880.94</b>	<b>704.14</b>	<b>0.20</b>	<b>-</b>	<b>(450.50)</b>	<b>2,134.78</b>
<b>Segment results</b>	<b>692.74</b>	<b>181.35</b>	<b>0.13</b>		<b>(48.71)</b>	<b>825.51</b>
Other Income	-	-	-	-	-	38.90
Finance cost	-	-	-	-	-	(0.08)
Share in profit/ (loss) of Joint Venture (accounted as per equity method)	-	-	-	17.31	-	17.31
<b>Profit before tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>881.64</b>
Tax expense	-	-	-	-	-	136.33
<b>Profit after tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>745.31</b>
Depreciation and amortisation	-	-	-	-	-	17.42
<b>Segment assets</b>	<b>1,619.60</b>	<b>198.10</b>	<b>23.03</b>	<b>832.63</b>	<b>(168.48)</b>	<b>2,504.88</b>
Investment accounted as per equity method	-	-	-	42.46	-	42.46
Capital expenditure	77.73	21.73	-	-	-	99.46
<b>Segment liabilities</b>	<b>2,368.22</b>	<b>194.72</b>	<b>0.31</b>	<b>165.53</b>	<b>(1,878.88)</b>	<b>849.90</b>

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXVII Notes to Restated Ind AS Consolidated Financial Information (Continued)**

**5. Disclosure on Specified Bank Notes:**

During the previous year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes ("SBN") held and transaction during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

<b>Particulars</b>	<b>SBNs</b>	<b>Other denomination notes</b>	<b>Total</b>
Closing cash in hand as on November 8, 2016	0.01	0.10	0.11
(+) Permitted receipts	-	0.20	0.20
(-) Permitted payments	-	0.19	0.19
(-) Amount deposited in Banks	0.01	-	0.01
Closing cash in hand as on December 30, 2016	-	<b>0.11</b>	<b>0.11</b>

No disclosure on SBN have been made for the financial year ended March 31, 2018 as they do not pertain to the current year.

For the purpose of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016.

Disclosure by the subsidiary companies, where applicable, and joint venture entity have been made in their respective financial statements.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXVIII Restated Ind AS Consolidated Summary Statement of capital management**

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The primary objective of the Group's capital management is to maximize shareholders value. The Group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Group monitors capital using adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total liabilities less cash and cash equivalents.

Particulars	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Total liabilities	1,364.73	1,216.67	849.90
Less - Cash and cash equivalents	(108.30)	(142.09)	(13.68)
<b>Adjusted net debt</b>	<b>1,256.43</b>	<b>1,074.58</b>	<b>836.22</b>
Total equity	3,928.41	2,608.04	1,697.44
Adjusted net debt to equity ratio	0.32	0.41	0.49

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXIX Restated Ind AS Consolidated Summary Statement of investment accounted in equity method**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Interest in joint venture	44.85	43.68	42.46

**Joint venture**

ASK Pravi Capital Advisors Private Limited ("ASK Pravi"), is a Joint Venture between ASK Investment Managers Limited and Pravi Capital Advisors LLP. the Group is engaged in the business of providing advisory, consulting and other related services to venture capital funds, individuals and body corporates in India.

The Group has 50% ownership interest. Accordingly, the Group has classified its interest in ASK Pravi as a joint venture.

The following table summarises the financial information of ASK Pravi and the carrying amount of the Group's interest in ASK Pravi.

Particulars	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
<b>Percentage ownership interest</b>	<b>50%</b>	50%	50%
Non-current assets	12.10	23.35	33.16
Current assets (including cash and cash equivalents - March 31, 2018: Rs. 1.21 million, March 31, 2017: Rs. 2.51 million, March 31, 2016: Rs. 3.63 million)	80.45	71.25	60.48
Non-current liabilities (non-current financial liabilities other than trade payables and other financial liabilities and provisions - March 31, 2018: Rs. 0.62 million, March 31, 2017: Rs. 0.79 million, March 31, 2016: Rs. 0.97 million)	2.08	2.10	2.84
Current liabilities (current financial liabilities other than trade payables and other financial liabilities and provisions - March 31, 2018: Rs. 0.26 million, March 31, 2017: Rs. 2.51 million, March 31, 2016: Rs. 1.72 million)	0.77	5.15	5.88
<b>Net assets</b>	<b>89.70</b>	87.35	84.92
<b>Group's share of net assets (50%)</b>	<b>44.85</b>	43.68	42.46
<b>Carrying amount of interest in joint venture</b>	<b>44.85</b>	43.68	42.46

Particulars	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Revenue	77.09	82.06	150.79
Depreciation and amortisation	(1.39)	(1.58)	(1.56)
Interest expense	(0.17)	(0.39)	(0.46)
Income tax expense	(0.61)	(0.50)	(9.35)
Profit	2.35	2.44	34.62
Other comprehensive income			
Total comprehensive income	2.35	2.44	34.62
<b>Group's share of Profit (50%)</b>	<b>1.17</b>	1.22	17.31
<b>Group's share of total comprehensive income (50%)</b>	<b>1.17</b>	1.22	17.31

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to Financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXX Restated Ind AS Consolidated Summary Statement of subsequent events**

- (a) AI Global Investments (Cyprus) PCC Limited transferred 3,29,755 equity shares out of 5,49,592 equity shares to its wholly owned subsidiary Sherlockal Holdings Limited on May 4, 2018.
- (b) The Authorized share capital of the Company was altered pursuant to Shareholder's approval vide EGM dated May 10, 2018 resulting in to 10,00,00,000 equity shares of Rs. 2/- each.
- (c) The Company has granted 2,724,827 Employee Stocks Options (ESOPs) under ESOP 2014 Scheme to the employees of the subsidiaries in lieu of surrendering their ESOPs held in the respective subsidiaries mentioned below.

Name of the subsidiaries	ESOPs granted to employees	ESOPs surrendered by employees
ASK Wealth Advisors Private Limited	2,649,669	7,512,791
ASK Property Investment Advisors Private Limited	75,158	160,665

- (d) The Board of Directors of the Company at its meeting dated June 1, 2018 recommended a share based employee benefit scheme named Employee Stock Appreciation Rights Plan 2018 i.e. ESAR 2018, which was approved by the Shareholders vide EGM dated June 21, 2018.
- (e) Preferential allotment of 2,67,345 equity shares of Rs. 2/- each was made to Mr. Amit Bhagat, CEO & Managing Director of ASK Property Investment Advisors Private Limited for consideration other than cash pursuant Share Swap Option Agreement dated October 28, 2016. This allotment was approved by the Shareholders vide EGM dated June 21, 2018.

Above events does not have any impact on the financial statements for the year ended March 31, 2018.

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of  
**ASK Investment Managers Limited**  
CIN No: U65993MH2004PLC147890

**Manoj Kumar Vijai**  
Partner  
Membership No: 046882

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

Mumbai  
Date : 28 July 2018

**Himanshoo Bohara**  
Chief Financial Officer

**Lalatendu Acharya**  
Company Secretary

Mumbai  
Date : 27 July 2018

**Private and confidential**

The Board of Directors  
ASK Investment Managers Limited  
Birla Aurora, 16 Level, Office Floor 9  
Dr. Annie Besant Road, Worli  
MUMBAI 400 030

**Auditor's Report on Restated Ind AS Standalone Financial Information as at and for the years ended 31 March 2018, 31 March 2017 and 31 March 2016 (Proforma) in connection with the Initial Public Offering of ASK Investment Managers Limited**

Dear Sirs

- 1) We have examined the attached Restated Ind AS Standalone Financial Information of ASK Investment Managers Limited (formerly ASK Investment Managers Private Limited) (the "Company") which comprise of the restated Ind AS standalone summary statement of assets and liabilities as at 31 March 2018, 31 March 2017 and 31 March 2016, the restated Ind AS standalone summary statement of profit and loss, the restated Ind AS standalone summary statement of cash flows and the restated Ind AS standalone summary statement of changes in equity for each of the years ended 31 March 2018, 31 March 2017 and 31 March 2016, read together with summary of significant accounting policies, annexures and notes thereto and other restated Ind AS Standalone financial information explained in paragraph 6 below (collectively, together with the notes and annexures thereto, the "Restated Ind AS Standalone Financial Information"), for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offer (the "IPO"). The Restated Ind AS Standalone Financial Information have been approved by the Board of Directors of the Company in its meeting held on 27 July 2018 and is prepared in terms of the requirements of:
  - a. section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Companies Act");
  - b. the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (the "SEBI ICDR Regulations"); and
  - c. the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "ICAI") (the "Guidance Note").

- 2) The preparation of the Restated Ind AS Standalone Financial Information is the responsibility of management of the Company for the purpose set out in paragraph 9 below. Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Ind AS Standalone Financial Information. Management is also responsible for identifying and ensuring that the Company complies with the Companies Act, the SEBI ICDR Regulations and the Guidance Note.
- 3) We have examined such Restated Ind AS Standalone Financial Information taking into consideration:
  - a. terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 5 June 2018 in connection with the proposed issue of equity shares of the Company; and
  - b. the Guidance Note.
- 4) The Restated Ind AS Standalone Financial Information have been compiled by management as follows:
  - a. From the audited standalone financial statements of the Company as at and for the year ended 31 March 2018, prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, which have been approved by the Board of Directors at its meeting held on 12 July 2018.
  - b. From the audited special purpose standalone financial statements of the Company as at and for the year ended 31 March 2017, prepared in accordance with the Ind AS as prescribed under Section 133 of the Companies Act, which have been approved by the Board of Directors at its meeting held on 12 July 2018.
  - c. From the audited standalone financial statements of the Company as at and for the year ended 31 March 2016, prepared in accordance with accounting principles generally accepted in India, including the Accounting Standards as prescribed under Section 133 of the Companies Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which has been approved by the Board of Directors at its meeting held on 10 August 2016 and which have been converted into figures as per Ind AS to align accounting policies, exemptions and disclosures as adopted for the preparation of the Ind AS financial statements for the year ended 31 March 2018. The Restated Ind AS Standalone Financial Information as at and for the year ended 31 March 2016 is referred to as the "Proforma Restated Ind AS Standalone Financial Information".
- 5) Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:
  - a. The Restated Ind AS standalone summary statement of assets and liabilities of the Company as at 31 March 2018, 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure I of the Restated Ind AS Standalone Financial Information to this report, have been arrived at after making adjustments and regroupings / reclassifications as in our opinion, were appropriate and more fully described in Annexure VI to the Restated Ind AS Standalone Financial Information.

- b. The Restated Ind AS standalone summary statement of profit and loss of the Company for each of the years ended 31 March 2018, 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure II of the Restated Ind AS Standalone Financial Information to this report, have been arrived at after making adjustments and regroupings / reclassifications as in our opinion, were appropriate and more fully described in Annexure VI to the Restated Ind AS Standalone Financial Information.
  - c. The Restated Ind AS standalone summary statement of cash flows of the Company for each of the years ended 31 March 2018, 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure III of the Restated Ind AS Standalone Financial Information to this report, have been arrived at after making adjustments and regroupings / reclassifications as in our opinion, were appropriate and more fully described in Annexure VI to the Restated Ind AS Standalone Financial Information.
  - d. The Restated Ind AS standalone summary statement of changes in equity of the Company for each of the years ended 31 March 2018, 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure IV to the Restated Ind AS Standalone Financial Information have been arrived at after making adjustments and regroupings / reclassifications as in our opinion, were appropriate and more fully described in Annexure VI to the Restated Ind AS Standalone Financial Information.
  - e. Based on the above and according to the information and explanations given to us, we further report that the Restated Ind AS Standalone Financial Information:
    - i. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
    - ii. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
    - iii. do not contain any extra-ordinary items that need to be disclosed separately and do not contain any qualification requiring adjustments.
- 6) We have also examined the following other Restated Ind AS standalone financial information of the Company set out in the Annexures prepared by management and approved by the Board of Directors of the Company at its meeting held on 27 July 2018 for each of the years ended 31 March 2018, 31 March 2017 and 31 March 2016:

Annexure VII : Restated Ind AS Standalone Summary Statement of Property, plant and equipment and Intangible assets

Annexure VIII : Restated Ind AS Standalone Summary Statement of Investment in subsidiaries and joint venture

Annexure IX : Restated Ind AS Standalone Summary Statement of Financial asset – Investments

Annexure X : Restated Ind AS Standalone Summary Statement of Financial asset – Loans

Annexure XI : Restated Ind AS Standalone Summary Statement of Financial asset - Trade receivables

Annexure XII : Restated Ind AS Standalone Summary Statement of Other assets

Annexure XIII : Restated Ind AS Standalone Summary Statement of Cash and cash equivalents and Other bank balances

Annexure XIV : Restated Ind AS Standalone Summary Statement of Financial assets – Others

Annexure XV : Restated Ind AS Standalone Summary Statement of Share capital

Annexure XVI : Restated Ind AS Standalone Summary Statement of Non-current financial liabilities – Borrowings

Annexure XVII : Restated Ind AS Standalone Summary Statement of Trade payable
Annexure XVIII : Restated Ind AS Standalone Summary Statement of Other financial liabilities
Annexure XIX : Restated Ind AS Standalone Summary Statement of Provisions
Annexure XX : Restated Ind AS Standalone Summary Statement of Deferred tax liabilities (net)
Annexure XXI : Restated Ind AS Standalone Summary Statement of Other current liabilities
Annexure XXII : Restated Ind AS Standalone Summary Statement of Revenue from operations
Annexure XXIII : Restated Ind AS Standalone Summary Statement of Other income
Annexure XXIV : Restated Ind AS Standalone Summary Statement of Employee benefits expense
Annexure XXV : Restated Ind AS Standalone Summary Statement of Finance costs
Annexure XXVI : Restated Ind AS Standalone Summary Statement of Other expense
Annexure XXVII : Restated Ind AS Standalone Summary Statement of tax expense
Annexure XXVIII : Restated Ind AS Standalone Summary Statement of earnings per share
Annexure XXIX : Restated Ind AS Standalone Summary Statement of operating leases
Annexure XXX : Restated Ind AS Standalone summary Statement of contingent liabilities and capital commitments
Annexure XXXI : Restated Ind AS Standalone Summary Statement of Corporate Social Responsibility
Annexure XXXII : Restated Ind AS Standalone Summary Statement of earnings in foreign currency (on accrual basis)
Annexure XXXIII : Restated Ind AS Standalone Summary Statement of payment to auditors
Annexure XXXIV : Restated Ind AS Standalone Summary Statement of Related Party disclosure
Annexure XXXV : Restated Ind AS Standalone Summary Statement of Capitalisation
Annexure XXXVI : Restated Ind AS Standalone summary statement of tax shelter
Annexure XXXVII : Restated Ind AS Standalone Summary Statement of Accounting ratios
Annexure XXXVIII : Notes to Restated Ind AS Standalone Financial Statements
Annexure XXXIX : Restated Ind AS Standalone Summary Statement of Capital Management
Annexure XXXX : Restated Ind AS Standalone Summary Statement of subsequent events

According to the information and explanations given to us, in our opinion, the Restated Ind AS Standalone Financial Information of the Company as at and for the years ended 31 March 2018, 31 March 2017 and 31 March 2016, and the above mentioned other restated Ind AS standalone financial information contained in Annexures VII to XXXX of the Restated Ind AS Standalone Financial Information accompanying this report, read with restated summary of significant accounting policies disclosed in Annexure V of the Restated Ind AS Standalone Financial Information have been prepared after making adjustments and regroupings as considered appropriate as disclosed in Annexure VI and the Proforma Ind AS Restated Standalone Financial Information of the Company as at and for the year ended 31 March 2016, read with the summary of significant accounting policies disclosed in Annexure V, are prepared after making proforma adjustments as mentioned in Annexure VI and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note.

- 7) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the standalone financial statements referred to herein.
- 8) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

- 9) Our report is intended solely for use of management for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus, to be filed with the Securities and Exchange Board of India, the National Stock Exchange of India Limited, BSE Limited where the equity shares are proposed to be listed and Registrar of Companies, Maharashtra situated in Mumbai in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **B S R & Co. LLP**  
*Chartered Accountants*  
Firm's Registration No: 101248W/W-100022

**Manoj Kumar Vijai**  
*Partner*  
Membership No: 046882

Mumbai  
28 July 2018

# **ASK Investment Managers Limited**

**Restated Ind AS Standalone Financial Statements**

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Annexure I : Restated Ind AS Standalone Summary Statement of Assets and Liabilities**  
as at March 31, 2018

(All amounts are in Rs. million)

Particulars	Annexure	As at	As at	As at
		March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
<b>ASSETS</b>				
<b>A Non-current assets</b>				
Property, plant and equipment	VII(A)	55.25	49.42	63.82
Capital work-in-progress		0.92	15.24	1.15
Other intangible assets	VII(B)	18.28	4.35	2.41
Investment in subsidiaries and joint venture	VIII	2,059.62	1,767.24	1,083.37
<b>Financial assets</b>				
i. Investments	IX	126.92	84.89	52.91
ii. Loans	X	0.26	0.26	0.26
iii. Trade receivables	XI	-	-	237.43
iv. Other financial assets	XIV	8.47	7.65	4.41
Income tax assets (net)		86.21	119.90	133.83
Other non-current assets	XII	435.10	544.63	366.33
<b>Total non-current assets (A)</b>		<b>2,791.03</b>	<b>2,593.58</b>	<b>1,945.92</b>
<b>B Current assets</b>				
<b>Financial assets</b>				
i. Investments	IX	737.37	127.05	182.43
ii. Trade receivables	XI	1,123.50	1,158.75	492.37
iii. Cash and cash equivalents	XIII	8.03	59.30	5.20
iv. Bank balances other than (iii) above	XIII	0.94	0.93	0.95
v. Loans	X	10.63	9.77	62.61
vi. Other financial assets	XIV	20.63	21.03	3.87
Other current assets	XII	589.51	579.84	314.81
<b>Total current assets (B)</b>		<b>2,490.61</b>	<b>1,956.67</b>	<b>1,062.24</b>
<b>Total assets (A+B)</b>		<b>5,281.64</b>	<b>4,550.25</b>	<b>3,008.16</b>
<b>EQUITY AND LIABILITIES</b>				
<b>C Equity</b>				
Equity share capital	XV	11.07	11.07	10.10
Other equity	XV	4,209.98	3,241.09	2,116.43
<b>Total equity (C)</b>		<b>4,221.05</b>	<b>3,252.16</b>	<b>2,126.53</b>
<b>Liabilities</b>				
<b>D Non-current liabilities</b>				
<b>Financial liabilities</b>				
i. Borrowings	XVI	-	-	1.26
ii. Trade payables				
Micro, small and medium enterprises	XVII	-	-	-
Others	XVII	-	-	183.22
Provisions	XIX	26.67	17.58	37.57
Deferred tax liabilities (net)	XX	310.05	329.09	181.89
<b>Total non-current liabilities (D)</b>		<b>336.72</b>	<b>346.67</b>	<b>403.94</b>
<b>E Current liabilities</b>				
<b>Financial liabilities</b>				
i. Trade payables				
Micro, small and medium enterprises	XVII	-	-	-
Others	XVII	396.56	663.54	308.60
ii. Other financial liabilities	XVIII	0.33	2.10	1.10
Other current liabilities	XXI	93.06	25.13	23.10
Provisions	XIX	166.71	169.59	127.86
Liabilities for current tax (net)		67.21	91.06	17.03
<b>Total current liabilities (E)</b>		<b>723.87</b>	<b>951.42</b>	<b>477.69</b>
<b>Total liabilities (D+E)</b>		<b>1,060.59</b>	<b>1,298.09</b>	<b>881.63</b>
<b>Total equity and liabilities (C+D+E)</b>		<b>5,281.64</b>	<b>4,550.25</b>	<b>3,008.16</b>

**Note:**

The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

As per our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of  
**ASK Investment Managers Limited**  
CIN No: U65993MH2004PLC147890

**Manoj Kumar Vijai**  
Partner  
Membership No: 046882

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

**Himanshu Bohara**  
Chief Financial Officer

**Lalatendu Acharya**  
Company Secretary

Mumbai  
Date : 28 July 2018

Mumbai  
Date : 27 July 2018

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Annexure II : Restated Ind AS Standalone Summary Statement of profit and loss**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

Particulars	Annexures	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
I Revenue from operations	XXII	3,394.74	2,560.02	1,486.43
II Other income	XXIII	71.45	74.96	72.37
<b>III Total income (I + II)</b>		<b>3,466.19</b>	<b>2,634.98</b>	<b>1,558.80</b>
<b>IV Expenses</b>				
Employee benefit expenses	XXIV	418.03	397.29	271.17
Finance costs	XXV	20.57	25.25	19.85
Depreciation and amortisation expenses	VII	30.71	23.87	11.49
Other expenses	XXVI	1,601.14	1,387.40	709.92
<b>Total expenses (IV)</b>		<b>2,070.45</b>	<b>1,833.81</b>	<b>1,012.43</b>
<b>V Profit before tax (III - IV)</b>		<b>1,395.74</b>	<b>801.17</b>	<b>546.37</b>
<b>VI Tax expense</b>	XXVII			
1. Current tax		505.97	202.62	19.77
2. Deferred tax		(19.06)	148.21	156.82
<b>Total tax expense (VI)</b>		<b>486.91</b>	<b>350.83</b>	<b>176.59</b>
<b>VII Profit for the year attributable to equity shareholders (V - VI)</b>		<b>908.83</b>	<b>450.34</b>	<b>369.78</b>
<b>VIII Other comprehensive income / (loss)</b>				
<b>Items that will not be reclassified to profit or loss</b>				
Remeasurements of defined benefit liability		0.07	(2.93)	(5.16)
Income tax related to items that will not be reclassified to profit or loss		(0.02)	1.01	1.71
<b>Other comprehensive income / (loss) (net of tax) (VIII)</b>		<b>0.05</b>	<b>(1.92)</b>	<b>(3.45)</b>
<b>IX Total comprehensive income for the year attributable to equity shareholders (VII + VIII)</b>		<b>908.88</b>	<b>448.42</b>	<b>366.33</b>
<b>X Earnings per equity share</b>	XXVIII			
1. Basic earnings per share		12.63	6.68	5.63
2. Diluted earnings per share		10.67	5.72	4.81

**Note:**

The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of  
**ASK Investment Managers Limited**  
CIN No: U65993MH2004PLC147890

**Manoj Kumar Vijai**  
Partner  
Membership No: 046882

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

**Himanshoo Bohara**  
Chief Financial Officer

**Lalatendu Acharya**  
Company Secretary

Mumbai  
Date : 28 July 2018

Mumbai  
Date : 27 July 2018

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Annexure III : Restated Ind AS Standalone Summary Statement of cash flows**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

<b>Particulars</b>	<b>For the year ended March 31, 2018</b>	<b>For the year ended March 31, 2017</b>	<b>For the year ended March 31, 2016 (Proforma)</b>
<b>Cash flow from operating activities</b>			
Profit before tax	1,395.74	801.17	546.37
<i>Adjustments to reconcile profit before tax to net cash generated from / (used in) operating activities</i>			
Depreciation and amortisation	30.71	23.87	11.49
Foreign exchange gain / (loss)	(0.00)	0.02	(0.05)
Finance costs	20.57	25.25	19.85
Dividend income	(31.01)	(13.76)	(16.06)
Interest income	(34.19)	(35.03)	(28.93)
Employee share based payments	9.61	9.09	3.32
Mark to market ("MTM") Gain / (Loss) on investments carried at FVTPL	13.36	(9.55)	(6.02)
Gain on sale of investments	(3.94)	(2.38)	(0.38)
Remeasurement of defined benefit plan	0.07	(2.93)	(5.16)
Provision for diminution of investments	35.50	-	-
Profit on sale of property, plant and equipment (net)	-	(0.74)	-
<b>Operating profit before working capital changes</b>	<b>1,436.42</b>	<b>795.01</b>	<b>524.43</b>
<i>Working capital adjustments</i>			
Decrease / (increase) in trade receivables	53.48	(401.26)	73.23
Decrease in loans	0.82	0.51	0.36
Increase in other financial assets	(0.41)	(20.40)	(7.80)
Decrease / (increase) in other assets	99.86	(443.32)	(297.81)
(Decrease) / increase in trade payables	(284.64)	149.97	91.58
(Decrease) / increase in other financial liabilities	(1.77)	1.00	0.09
Increase in provisions	3.31	18.23	18.01
Increase / (decrease) in other current liabilities	67.92	2.03	(8.17)
<b>Cash generated from operations</b>	<b>1,374.99</b>	<b>101.77</b>	<b>393.92</b>
Income taxes paid (net)	(496.13)	(114.67)	(228.20)
<b>Net cash generated from / (used in) operating activities</b>	<b>878.86</b>	<b>(12.90)</b>	<b>165.72</b>
<b>Cash flow from investing activities</b>			
Purchase of property, plant and equipment	(27.28)	(7.99)	(68.11)
Proceeds from sale of property, plant and equipment	-	1.86	0.00
Purchase of other intangible assets	(23.23)	(4.50)	(1.35)
Changes in capital work-in-progress	14.32	(14.09)	(1.15)
Interest received	15.15	6.82	4.02
Investment in subsidiary	(277.48)	(157.33)	(32.76)
Investment in the schemes of mutual fund	(4,066.07)	(2,014.84)	(1,672.70)
Proceeds from redemption of units in the scheme of mutual fund	3,489.82	2,099.40	1,683.97
Purchase of non-current investments	(70.39)	(37.58)	(14.61)
Proceeds from sale of non current investments	15.89	2.11	-
Proceeds from repayment of loan from related party	(0.86)	52.84	(61.90)
<b>Net cash used in investing activities</b>	<b>(930.13)</b>	<b>(73.30)</b>	<b>(164.59)</b>
<b>Cash flow from financing activities</b>			
Issue of equity shares (including securities premium)	-	141.56	-
Redemption of preference shares	-	(1.26)	-
Interest paid on preference shares	-	-	(0.08)
Finance charge on borrowings	-	-	(0.04)
<b>Net cash generated from / (used in) financing activities</b>	<b>-</b>	<b>140.30</b>	<b>(0.12)</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(51.27)</b>	<b>54.10</b>	<b>1.01</b>
Cash and cash equivalents at the beginning of the year	59.30	5.20	4.19
<b>Cash and cash equivalents at the end of the year</b>	<b>8.03</b>	<b>59.30</b>	<b>5.20</b>

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Annexure III : Restated Ind AS Standalone Summary Statement of cash flows (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Reconciliation of cash and cash equivalents with the balance sheet**

<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016 (Proforma)</b>
<b>Cash and cash equivalents as per the balance sheet (Annexure XIII)</b>			
Cash on hand	<b>0.06</b>	0.10	0.05
Bank balances - In current accounts	<b>7.97</b>	59.20	5.15
<b>Cash and cash equivalents as at the year end</b>	<b>8.03</b>	<b>59.30</b>	<b>5.20</b>

(Rs. 0.00 million indicates values are lower than Rs. 0.01 million)

**Notes:**

The above cash flow statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 - "Cash Flow Statements".

The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of  
**ASK Investment Managers Limited**  
CIN No: U65993MH2004PLC147890

**Manoj Kumar Vijai**  
Partner  
Membership No: 046882

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

Mumbai  
Date : 28 July 2018

**Himanshoo Bohara**  
Chief Financial Officer

**Lalatendu Acharya**  
Company Secretary

Mumbai  
Date : 27 July 2018

## ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

### Annexure IV : Restated Ind AS Standalone Summary Statement of changes in equity

for the year ended March 31, 2018

(All amounts are in Rs. million)

#### A. Equity share capital

Particulars	As at March 31, 2016 (Proforma)	Additions during the year	As at March 31, 2017	Additions during the year	As at March 31, 2018
Equity share capital	10.10	0.97	11.07	-	11.07

#### B. Other equity

Particulars	Reserves & Surplus					Items of OCI		Total equity
	Capital reserve	Securities premium account	Capital redemption reserve	General reserve	Share options outstanding account	Retained earnings	Remeasurements of the net defined benefit plans	
<b>Balance as at April 1, 2015 (Proforma)</b>	0.74	681.37	3.98	31.49	38.58	990.62	-	<b>1,746.78</b>
<b>Total comprehensive income for the year ended March 31, 2016</b>								
Profit for the year	-	-	-	-	-	369.78	-	369.78
Other comprehensive income for the year	-	-	-	-	-	-	(3.45)	(3.45)
<b>Total comprehensive income (net of tax)</b>	-	-	-	-	-	<b>1,360.40</b>	<b>(3.45)</b>	<b>2,113.11</b>
<b>Transfer / utilisations</b>								
Share based payment (refer Annexure XXXVIII - point 3)	-	-	-	-	3.32	-	-	3.32
<b>Balance as at March 31, 2016 (Proforma)</b>	<b>0.74</b>	<b>681.37</b>	<b>3.98</b>	<b>31.49</b>	<b>41.90</b>	<b>1,360.40</b>	<b>(3.45)</b>	<b>2,116.43</b>
<b>Total comprehensive income for the year ended March 31, 2017</b>								
Profit for the year	-	-	-	-	-	450.34	-	450.34
Other comprehensive income for the year	-	-	-	-	-	-	(1.92)	(1.92)
<b>Total comprehensive income (net of tax)</b>	-	-	-	-	-	<b>1,810.74</b>	<b>(5.37)</b>	<b>2,564.85</b>
<b>Transfer / utilisations</b>								
Transferred to capital redemption reserve on redemption of preference shares	-	-	1.26	(1.26)	-	-	-	-
Share options exercised (refer Annexure XXXVIII - point 3)	-	677.83	-	-	(35.57)	-	-	642.26
Share based payment (refer Annexure XXXVIII - point 3)	-	-	-	-	33.98	-	-	33.98
<b>Balance as at March 31, 2017</b>	<b>0.74</b>	<b>1,359.20</b>	<b>5.24</b>	<b>30.23</b>	<b>40.31</b>	<b>1,810.74</b>	<b>(5.37)</b>	<b>3,241.09</b>
<b>Total comprehensive income for the year ended March 31, 2018</b>								
Profit for the year	-	-	-	-	-	908.83	-	908.83
Other comprehensive income for the year	-	-	-	-	-	-	0.05	0.05
<b>Total comprehensive income (net of tax)</b>	-	-	-	-	-	<b>2,719.57</b>	<b>(5.32)</b>	<b>4,149.97</b>
<b>Transfer / utilisations</b>								
Share based payment (refer Annexure XXXVIII - point 3)	-	-	-	-	60.01	-	-	60.01
<b>Balance as at March 31, 2018</b>	<b>0.74</b>	<b>1,359.20</b>	<b>5.24</b>	<b>30.23</b>	<b>100.32</b>	<b>2,719.57</b>	<b>(5.32)</b>	<b>4,209.98</b>

## ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

### Annexure IV : Restated Ind AS Standalone Summary Statement of changes in equity (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Financial Information of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

As per our report of even date attached

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Manoj Kumar Vijai**

*Partner*

Membership No: 046882

Mumbai

Date : 28 July 2018

For and on behalf of the Board of Directors of  
**ASK Investment Managers Limited**

CIN No: U65993MH2004PLC147890

**Sunil Rohokale**

*CEO and Managing Director*

DIN: 01896946

**Bharat Shah**

*Director*

DIN: 00312394

**Himanshoo Bohara**

*Chief Financial Officer*

Mumbai

Date : 27 July 2018

**Lalatendu Acharya**

*Company Secretary*

**Notes to the financial Statements**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies**

**1 Reporting entity**

ASK Investment Managers Private Limited (the "Company") is a Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the business of providing equity and real estate asset management services and investment advisory services to individuals, body corporates and others. It also provides support services to its subsidiary companies. The Company is the holding Company of the ASK Group. The registered office of the Company is located at Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai - 400 030.

As per the approval received from Registrar of Companies, Mumbai, Maharashtra with effect from July 26, 2018 the status of the Company has been changed from Private Limited to Public Limited and consequently name of the Company has been changed to ASK Investment Managers Limited.

**2 Basis of preparation**

The Restated Ind AS Standalone Statement of Assets and Liabilities of the Company as at March 31, 2018, March 31, 2017 and March 31, 2016, Restated Ind AS Standalone Summary Statement of profit and loss, Restated Ind AS Standalone Summary Statement of changes in equity and Restated Ind AS Standalone Summary Statement of cash flows for the years ended March 31, 2018, March 31, 2017 and March 31, 2016 (hereinafter collectively referred to as "Restated Ind AS Standalone Financial Information") have been prepared under Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (the "Act"), to the extent applicable.

In accordance with Ind AS 101 "First-time Adoption of Indian Accounting Standard", the Company has presented a reconciliation from the presentation of Restated Standalone Financial Information under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP" or "Indian GAAP") to Ind AS of Restated Standalone Shareholders' equity as at March 31, 2017, March 31, 2016, and March 31, 2015 and of the Restated Ind AS Standalone Statement of profit and loss for the years ended March 31, 2017 and March 31, 2016.

The Restated Ind AS Standalone Financial Information have been prepared by management in connection with the proposed listing of equity shares of the Company, and for inclusion in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as the "Offer Documents") to be filed by the Company with the Securities and Exchange Board of India (the "SEBI"), Registrar of Companies, Maharashtra, situated in Mumbai and the concerned stock exchanges in accordance with the requirements of:

- a) Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Act;
- b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the SEBI on August 26, 2009, as amended to date in pursuance of provisions of Securities and Exchange Board of India Act, 1992 read along with SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as the "SEBI regulations") and
- c) Guidance note on reports in Company prospectus (revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI").

This Restated Ind AS Standalone Financial Information were authorised for issue by the Company's Board of Directors on July 27, 2018.

**A The Restated Ind AS Standalone Financial Information have been compiled from:**

- (a) Audited Standalone financial statements of the Company for the year ended March 31, 2018 which include the comparative Ind AS financial statements for the year ended March 31, 2017 prepared in accordance with Ind AS; and
- (b) Proforma Restated Ind AS Standalone financial statements ("Proforma SFS 2016") for the year ended March 31, 2016. These Proforma SFS 2016 have been prepared by making Ind AS adjustments to the audited Indian GAAP standalone financial statements for the year ended March 31, 2016 in accordance with the provisions of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (the "SEBI Circular") and the Guidance Note.

The standalone financial statements for the year ended March 31, 2018 have been prepared in accordance with Ind AS. The Company is covered under Phase II of Ind AS applicability, since the net worth of the Company exceeds the thresholds of Rs 250 crore as on March 31, 2017. Accordingly, the Company is required to prepare the financial statements on the basis of Ind AS from the financial year beginning on April 1, 2017 with comparatives for the year ended March 31, 2017. These standalone financial statements for the year ended March 31, 2018 are the Company's first Ind AS financial statements. Refer point 7 "First time adoption of Ind AS" for the details of first-time adoption exemptions availed by the Company.

**(i) Basis of measurement**

The Restated Ind AS Standalone Financial Information have been prepared on a historical cost basis, except for the following:

- (a) Certain financial assets and liabilities that are measured at fair value (refer accounting policy regarding financials instruments);
- (b) Net defined benefit asset / liability – plan assets are measured at fair value less present value of defined benefit obligation; and
- (c) Share-based payments - measured at fair value

**(ii) Functional and presentation currency**

The Restated Ind AS Standalone Financial Information have been presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded off to the nearest million, unless indicated otherwise. Rs. 0.00 million indicates values are lower than Rs. 0.01 million.

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**2 Basis of preparation (Continued)**

**B Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle or expected to be realised within twelve months after the reporting period
- Held primarily for the purpose of trading
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle and is due to be settled within twelve months after the reporting period;
- Held primarily for the purpose of trading;
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

**3 Use of key estimates and judgements**

The preparation of the Restated Ind AS Standalone Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures and the disclosure of contingent liabilities reported in Restated Ind AS Standalone Financial Information. Actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

**Significant judgements:**

**I. Determination of the estimated useful lives of tangible assets**

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are estimated by management based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

**II. Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period. Further details are disclosed in point 1 Annexure XXXVIII.

**III. Recognition of deferred tax assets / liabilities**

Deferred tax assets and liabilities are recognised for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases and unutilised business loss and depreciation carry forward and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry forward and unused tax credits could be utilised. Further details are disclosed in Annexure XX.

**IV. Recognition and measurement of provisions and contingencies**

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

**V. Discounting of long-term financial assets / liabilities**

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**3 Use of key estimates and judgements (Continued)**

**Significant judgements: (Continued)**

**VI. Fair valuation of employee share options**

The fair valuation of the employee share options is based on the Black-Scholes option pricing model used for valuation of options. Key assumptions and inputs for fair value made with respect to expected volatility includes share price, expected dividends and discount rate, under the Black-Scholes option pricing model. These assumptions / inputs and models are disclosed in point 3 Annexure XXXVIII.

**VII. Determining whether an arrangement contains a lease**

In determining whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

**VIII. Impairment of financial assets**

The Company recognises loss allowances for expected credit losses on its financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is "credit-impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

**4 Measurement of fair values**

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

**5 Standards issued but not yet effective**

**(i) Ind AS 115 - Revenue recognition**

The new standard, introduces the core principle to recognise revenue to depict the transfer of services to customers in amounts that reflect the consideration (that is, payment) to which the Company expects to be entitled in exchange for those services.

The standard contains a single model that applies to contracts with customers and two approaches to recognise revenue: at a point of time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised:

- identify the contract(s) with a customer (step 1);
- identify the performance obligations in the contract (step 2);
- determine the transaction price (step 3);
- allocate the transaction price to the performance obligations in the contract (step 4);
- recognise revenue when (or as) the Company satisfies a performance obligation (step 5).

The new standard also provides guidance for transactions that were not previously addressed comprehensively and improves guidance for multiple-element arrangements. In addition, enhanced disclosures about revenue are required. Ind AS 115 would be applicable for accounting periods beginning on or after April 1, 2018. The adoption of this standard is not expected to have significant impact on the Company's Restated Ind AS Standalone Financial Information.

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**5 Standards issued but not yet effective (Continued)**

**(ii) Ind AS 21 - The effects of changes in foreign exchange rates**

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 21, 'The effects of changes in foreign exchange rates'. The amendments are applicable to the Company from April 1, 2018. The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The adoption of the said amendments is not expected to have significant impact on the Company's Restated Ind AS Standalone Financial Information.

**(iii) Ind AS 12 - Income taxes**

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 12, 'Income taxes'. The amendments are applicable to the Company from April 1, 2018. The amendments explain how to apply the recognition and measurement requirements in Ind AS 12 Income taxes when there is uncertainty over income tax treatment. The amendments considers that:

- Tax law determines which deductions are offset against taxable income in determining taxable profits
- No deferred tax assets are recognised if the reversal of the deductible temporary difference will not lead to tax deductions.

The adoption of the said amendments is not expected to have significant impact on the Company's Restated Ind AS Standalone Financial Information.

**6 Significant accounting policies**

**a) Property, plant and equipment**

**i. Recognition and measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Restated Ind AS Standalone Statement of profit and loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Restated Ind AS Standalone Statement of profit and loss.

**ii. Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

**iii. Depreciation**

Depreciation on tangible fixed assets is provided in accordance with the provisions of Schedule II of the Act, on written down value method and recognised in Restated Ind AS Standalone Statement of profit and loss. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off).

Assets	Estimated useful life
Furniture and fixtures	10 years
Computer hardware	3 years
Office equipments	5 years

Assets costing less than Rs. 5,000 are fully depreciated in the year in which they are purchased.

Leasehold improvements are depreciated over the primary period of the lease on a straight-line basis or useful life of asset, whichever is lower.

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**6 Significant accounting policies (Continued)**

**b) Intangible assets**

**Recognition and measurement**

Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

The intangible assets are amortised over the estimated useful lives as given below:

- Computer software : 3 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

**c) Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

**d) Leases**

In determining whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease date if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

**Lease payments**

Payments made under operating leases are recognised in the Restated Ind AS Standalone Statement of profit and loss on a straight line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

**e) Revenue**

**i. Rendering of services**

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Company and such revenue can be reliably measured. Revenue is recognised as and when services are provided and includes asset management and advisory fees and financial advisory fees.

Performance linked portfolio management fees are charged on an annual basis on achievement of benchmark return on portfolio scheme and recovered either at the end of the quarter following the portfolio anniversary dates as may be applicable to the respective portfolio account or as per agreement entered with the client. Performance fees are recognised when the quantum of the fee can be reliably estimated and it is probable that the fee will be received.

**Notes to the financial Statements (Continued)**

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**6 Significant accounting policies (Continued)**

**e) Revenue (Continued)**

**ii. Recognition of dividend income, interest income or expense**

Dividend income is recognised on the date on which the Company's right to receive the payment is established.

Interest income or expense is recognised using the effective interest method.

The "effective interest rate" is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

**f) Foreign currency**

**Transactions and balances**

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate.

Exchange differences that arise on settlement of monetary items or on reporting at each closing date of the Company's monetary items at the closing rate are recognized as income and expenses in the period in which they arise. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of transactions.

Non-monetary items that are measured at fair value in a foreign currency shall be translated into functional currency using the exchange rates at the date when the fair value was determined. Exchange differences are recognised in the Restated Ind AS Statement of profit and loss.

**g) Employee benefit expenses**

**i. Short term employee benefits**

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

**ii. Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal and constructive obligation to pay further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognized as an expense in the Restated Ind AS Standalone Statement of profit and loss in the period during which the related services are rendered by employees.

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**6 Significant accounting policies (Continued)**

**g) Employee benefit expenses (Continued)**

**iii. Defined benefit plan**

The Company's gratuity scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method ("PUCM") which recognises each period of service that give rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present value of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields of government securities as at the balance sheet date.

Actuarial gains and losses are recognized immediately in the Restated Ind AS Standalone Statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income (OCI).

**iv. Compensated absences**

Liability toward long-term compensated absences are provided for on the basis of an actuarial valuation, using the PUCM, as at the date of the Balance Sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognised in the Restated Ind AS Standalone Statement of profit and loss.

**h) Client referral expense**

Client referral expense paid to acquire customer in equity portfolio management service is amortised over the period for which it is paid. Client referral expense paid to acquire customers in close ended fund is amortised over the term of the fund.

**i) Income tax**

Income tax expense comprises current and deferred tax. It is recognised in net profit of the Restated Ind AS Standalone Summary Statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the other comprehensive income "OCI".

**i. Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**ii. Deferred Tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- (i) temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit and loss; and
- (ii) temporary differences related to investments in subsidiaries and associates to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Such reductions are reversed when the probability of future taxable profits improves. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

**6 Significant accounting policies (Continued)**

**i. Current tax (Continued)**

**ii. Deferred Tax (Continued)**

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted as on the reporting date. Taxes relating to items recognised directly in equity or OCI is recognised in equity or OCI.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

**j) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency forward contracts.

Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

**Recognition and initial measurement**

Trade receivables are initially recognised when they are originated. All other financial assets and liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss ("FVTPL"), transaction costs that are directly attributable to its acquisition.

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**i. Financial assets**  
**Classification and subsequent measurement**

On initial recognition, a financial asset is classified as measured at:

- Amortised cost;
- Fair value through profit and loss ("FVTPL");
- Fair value through other comprehensive income ("FVOCI")

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets. The Company classifies its financial assets in the following measurement categories:

**Financial assets measured at amortised cost**

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at FVTPL.

**Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

**Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**6 Significant accounting policies (Continued)**

**j) Financial instruments**

**i. Financial assets (Continued)**

**Financial assets measured at FVTPL**

A financial asset which is not classified in above category is subsequently measured at FVTPL. Where assets are measured at fair value, gains and losses are recognized entirely in the Restated Ind AS Standalone Statement of profit and loss.

The assets classified in the aforementioned categories are subsequently measured as follows:

- a) **Financial assets at FVTPL** : These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Restated Ind AS Standalone Summary Statement of profit and loss.
- b) **Financial assets at Amortised cost** : These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Profit and loss. Any gain or loss on derecognition is recognised in Restated Ind AS Standalone Summary Statement of profit and loss.

**Derecognition**

The Company derecognise a financial asset when the contractual right to the cash flow from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition.

**Impairment of financial assets**

The Company recognises loss allowances for expected credit losses on its financial assets measured at amortised cost. At each reporting date, the Company assesses whether financials assets carried at amortised costs are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**ii. Financial Liabilities**

**Classification and subsequent measurement**

Financial liabilities are classified and measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as on initial recognition.

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable and incremental transaction cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate ("EIR"). The EIR amortisation is included as finance costs in the Restated Ind AS Standalone Statement of profit and loss.

The Company's financial liabilities include trade payables and other financial liabilities.

**Share capital**

**Ordinary shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

**Derecognition**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company derecognises financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and new financial liability with modified terms is recognised in Restated Ind AS Standalone Summary Statement of profit and loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Restated Ind AS Standalone Statement of Assets and Liabilities if there is enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**6 Significant accounting policies (Continued)**

**k) Investment in subsidiaries and joint venture**

Investment in subsidiaries and Joint venture is carried at cost less impairment if any in the Restated Ind AS Standalone financial statements.

**l) Share based payments**

a. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

b. That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

c. When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Restated Ind AS Standalone Summary Statement of profit and loss.

d. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

**m) Cash and cash equivalents**

Cash and cash equivalent in the Restated Ind AS Standalone Statement of Assets and Liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**n) Earnings per share**

The basic earnings per share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit / (loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**o) Provisions, contingent liabilities and**

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Restated Ind AS Standalone Statement of profit and loss.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability at a pre tax rate that reflects the current market assumptions of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each reporting date.

**Notes to the financial Statements (Continued)**

for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**p) Segment reporting**

The Company is considered to be a single segment company – engaged in the in the business of providing equity and real estate asset management services and investment advisory services to individuals, body corporates and others. Consequently, the Company has, in its primary segment, only one reportable business segment. As per Ind AS-108 'Operating segments', if a financial report contains both the consolidated financial statements of a parent that is within the scope of Ind AS -108 'Operating segments' as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS-108 'Operating segments' has been given in the Restated Ind AS Consolidated Financial Information.

**7 First time adoption of Ind AS**

The Company has prepared financial statements which comply with Ind AS applicable for year ended on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2016, the Company's date of transition to Ind AS. The transition was carried out from Previous GAAP. This note explains the adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2016 and the financial statements as at and for the year ended March 31, 2017.

For the purpose of Proforma SFS 2016, the Company has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e. April 1, 2016). Accordingly, Proforma SFS 2016 have been prepared by restating the Indian GAAP Standalone financial statements for the year ended March 31, 2016.

**A. Optional exemptions applied:**

Following exemptions and / or election applied to the Company for the first Ind AS financial statements and Proforma SFS 2016 :

**i. Deemed cost**

The Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets recognised as on transition date measured as per the Previous GAAP and use that carrying value as deemed cost.

**ii. Share based payment**

The Company is allowed to apply Ind AS 102, "Share-Based Payment", to equity instruments that remain unvested as of transition date. The Company has elected to avail this exemption to all such grants.

**iii. Investment in subsidiaries and joint venture**

The Company has considered the cost of investment of its subsidiaries and Joint venture as per previous GAAP as the deemed cost in its Restated Ind AS Standalone Financial Information.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**Standalone Ind AS Statement of reconciliation of equity as per Previous GAAP and Ind AS**

**B. Mandatory exceptions**

**(i) Estimates**

The estimates at March 31, 2016 and March 31, 2017 are consistent with those made for the same dates in accordance with the Indian GAAP (after adjustments to reflect any differences if any, in accounting policies). Key estimates considered in preparation of the Restated Ind AS Standalone Financial Information that were not required under the Previous GAAP are listed below:

- Fair valuation of financial instrument at FVTPL and / or FVOCI.
- Impairment of financial assets based on expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

**(ii) Derecognition of financial assets and liabilities**

As per Ind AS 101, an entity should apply the derecognition requirements of Ind AS 109, "Financial Instruments", prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the derecognition principles of Ind AS 109 prospectively.

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101.

**(i) Reconciliation of equity as per Previous GAAP and Ind AS as at March 31, 2017, as at March 31, 2016 and as at April 1, 2015 is as under:**

Particulars	Notes	As at	As at	As at
		March 31, 2017	March 31, 2016 (Proforma)	April 1, 2015 (Proforma)
<b>Equity as per Previous GAAP</b>		<b>2,570.18</b>	<b>1,747.20</b>	<b>1,700.82</b>
<b>Add / (Less):</b>				
Amortisation of client referral expenses	1	1,020.27	639.12	221.93
Present value of financial assets and liabilities	2	14.55	1.91	(8.81)
Fair valuation of investments carried at FVTPL	3	18.95	9.41	3.38
Fair valuation of ESOPs	4	24.89	-	-
Preference share capital considered as liability	5	-	(1.26)	(1.26)
Deferred tax (liabilities) on above adjustments (net)	6	(360.40)	(213.96)	(74.93)
<b>Total Ind AS adjustments</b>		<b>718.26</b>	<b>435.22</b>	<b>140.31</b>
<b>Correction of errors (refer Annexure VI)</b>		<b>(36.28)</b>	<b>(55.89)</b>	<b>(84.25)</b>
<b>Restated equity as per Ind AS</b>		<b>3,252.16</b>	<b>2,126.53</b>	<b>1,756.88</b>

**(ii) Reconciliation of profit after tax as reported under Previous GAAP to Ind AS for the years ended March 31, 2017 and March 31, 2016:**

Particulars	Notes	For the year ended	For the year ended
		March 31, 2017	March 31, 2016 (Proforma)
<b>Net profit as per Previous GAAP</b>		<b>181.03</b>	<b>46.45</b>
<b>Summary of Ind AS adjustments</b>			
Amortisation of client referral expenses	1	381.15	417.19
Present value of financial assets and liabilities	2	12.63	10.72
Fair valuation of investments carried at FVTPL	3	9.55	6.02
Fair valuation of ESOPs	4	(9.09)	(3.32)
Dividend on redeemable preference shares (including related tax)	5	-	(0.08)
Deferred tax (liabilities) on above adjustments (net)	6	(146.44)	(139.03)
<b>Total Ind AS adjustments</b>		<b>247.80</b>	<b>291.50</b>
<b>Correction of errors (refer Annexure VI)</b>		<b>19.59</b>	<b>28.38</b>
<b>Restated total comprehensive income as per Ind AS</b>		<b>448.42</b>	<b>366.33</b>

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**Standalone Ind AS Statement of reconciliation of equity as per Previous GAAP and Ind AS (Continued)**

**B. Mandatory exceptions (Continued)**

**(ii) Derecognition of financial assets and liabilities (Continued)**

**(iii) Reconciliation of cash flow for the year ended March 31, 2017**

Particulars	Notes	Previous GAAP	Ind AS adjustments	Ind AS
Net cash flow used in operating activities	8	(13.41)	(0.51)	(12.90)
Net cash flow used in investing activities	8	(72.79)	0.51	(73.30)
Net cash flow generated from financing activities		140.30	-	140.30
Opening cash and cash equivalents as on April 1, 2016		5.20	(0.00)	5.20
Closing cash and cash equivalents as on March 31, 2017		59.30	0.00	59.30

**Reconciliation of cash flow for the year ended March 31, 2016**

Particulars	Notes	Previous GAAP	Ind AS adjustments	Ind AS
Net cash flow generated from operating activities	8	165.84	0.12	165.72
Net cash flow used in investing activities	8	(164.71)	(0.12)	(164.59)
Net cash flow used in financing activities		(0.12)	-	(0.12)
Opening cash and cash equivalents as on April 1, 2015		4.19	-	4.19
Closing cash and cash equivalents as on March 31, 2016		5.20	(0.00)	5.20

(Rs. 0.00 million indicates values are lower than Rs. 0.01 million)

**Notes to the reconciliations**

**1 Amortisation of client referral fees:**

Under Previous GAAP, the Company had a policy of expensing the client referral fee in the year of accrual. Under Ind AS, client referral expense paid to acquire customer in equity portfolio management service is amortised over the period for which it is paid.

**2 Impact of present value in financial assets and liabilities:**

**(A) Fair valuation of security deposits:**

(i) As per Ind AS 109, all financial assets and liabilities are required to be measured at their respective fair value. The interest free refundable security deposits are financial assets and are thus required to be measured at present value using an appropriate discount rate. The difference between the fair value and the transaction price has been recognised as prepaid rent and is amortised over the period of the lease on straightline basis. Subsequently, these security deposits have been measured at amortised cost using the effective interest rate ("EIR") and the resultant interest is accounted as finance income.

(ii) Lease rent: Under Previous GAAP, the operating lease rentals are recognized as an expense on a straight lined basis over the lease period. Under Ind AS, where the escalation rate is in line with the general inflation rate, straight lining of lease rentals is not required.

**(B) Impact of discounting of trade receivables and payables:**

As per the the Previous GAAP, the non-current financial assets and liabilities were carried at cost and was not discounted to reflect the effect of time value of money.

As per Ind AS, at initial recognition, any financial asset and liability are recognised at their fair value. The fair values will need to be discounted to their present values. The carrying values will unwind and the change in carrying value will be recognised as an interest expense or income.

**3 Fair valuation of investments:**

Under the Previous GAAP, current investments are valued at the lower of cost or net realisable value. Long term investments are stated at cost of acquisition. Provision for diminution is made to recognise a decline, other than temporary, in the value of investments. Under Ind AS, investments have been measured at FVTPL. Difference between the carrying value and the fair value, shall be adjusted in retained earnings. Any fair value change subsequent to the date of transition, shall be recognised in the consolidated statement of profit and loss.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
*for the year ended March 31, 2018*

(All amounts are in Rs. million)

**Annexure V: Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies (Continued)**

**Standalone Ind AS Statement of reconciliation of equity as per Previous GAAP and Ind AS (Continued)**

**B. Mandatory exceptions (Continued)**

**Notes to the reconciliations (Continued)**

**4 Fair valuation of ESOPs:**

The Company has granted equity settled options to certain employees and key management personnel ("KMP"). The Company has accounted for these share based payment arrangement with reference to their intrinsic values under Previous GAAP. Under Ind AS, Company has opted to account for the unvested options as on the date of transition. Accordingly, the Grant date fair value of the option have been recognised as an expense over the vesting period. Expense upto the date of transition have been recognised in retained earnings.

**5 Classification and accounting fo redeemable preference shares:**

Under Ind AS, the redeemable preference shares issued by the Company are classified as financial liabilities with the dividend payout (if any) being reflected as finance cost. Accordingly, the dividend and tax thereon shall be classified as other current financial liabilities, instead of other current liabilities.

**6 Deferred tax liabilities / assets:**

Adjustments to deferred taxes and current taxes has been made in accordance with the above mentioned adjustments.

**7 Pursuant to the disclosure requirements as per Ind AS, the Company has re-classified certain assets and liabilities as at March 31, 2017 and March 31, 2016.**

**8 The difference between cash flow reported under Previous GAAP and under Ind AS, is primarily on account of reclassification.**

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
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**Annexure VI : Statement on correction of error in the Audited Ind AS Standalone Financial Statements**

The Company had recognised certain expenses which were relating to earlier years. These have been corrected by restating each of the affected financial statement line items in the Ind AS audited financial statements for the year ended March 31, 2018. Accordingly, no further restatement adjustments, as required by SEBI regulations, for the purpose of preparing Restated Ind AS Standalone Financial Information.

- (i) **The following table summarise the impacts on the Company's financial statements as at March 31, 2017, as at March 31, 2016 and as at April 1, 2015 is as under:**

Particulars	Notes	As at March 31, 2017	As at March 31, 2016 (Proforma)	As at April 1, 2015 (Proforma)
<b>Equity as per Ind AS</b>		<b>3,288.44</b>	2,182.42	1,841.13
<u>Correction of errors</u>				
(a) Employee benefit expense - Bonus and incentives	1	(26.27)	(60.94)	(137.72)
(b) Revenue from operations - Support service fee	1	-	5.57	34.81
(c) Other expenses - Client referral	2	(8.85)	(8.31)	(8.02)
(d) Tax adjustments of previous years	3	(13.32)	(13.26)	(11.71)
Deferred tax assets on above adjustments (net)	4	12.16	21.05	38.39
<b>Total adjustments</b>		<b>(36.28)</b>	<b>(55.89)</b>	<b>(84.25)</b>
<b>Restated equity as per Ind AS</b>		<b>3,252.16</b>	<b>2,126.53</b>	<b>1,756.88</b>

(Rs. 0.00 million indicates values are lower than Rs. 0.01 million)

- (ii) **The following table summarise the impacts on the Company's total comprehensive income for the year ended March 31, 2017 and March 31, 2016 is as under:**

Particulars	Notes	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
<b>Total comprehensive income as per Ind AS</b>		<b>428.83</b>	337.95
<u>Correction of errors</u>			
(a) Employee benefit expense - Bonus and incentives	1	34.67	77.43
(C) Sundry balances written off (Note C)			
(c) Recognition of Provisions (Note II C)			
(E) Service tax refund written back (Note D)			-
(d) Service tax refund / Income tax refund written back (Note II D)			-
(e) Effect of export receivable translation (Note II E)			
(b) Revenue from operations - Support service fee	1	(5.57)	(29.24)
(c) Other expenses - Client referral	2	(0.55)	(0.93)
(d) Tax adjustments of previous years	3	(0.06)	(1.54)
Deferred tax (liabilities) on above adjustments (net)	4	(8.90)	(17.34)
<b>Total adjustments</b>		<b>19.59</b>	<b>28.38</b>
<b>Restated total comprehensive income as per Ind AS</b>		<b>448.42</b>	<b>366.33</b>

**Notes**

- 1 **Employee benefit expense - Bonus and incentives and support service fee:**
- 2 **Other expenses - Client referral:**
- 3 **Tax adjustment for previous years:**
- 4 **Deferred tax impact on restated adjustments:**

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**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure VI : Statement on correction of error in the Audited Ind AS Standalone Financial Statements (Continued)**

iii Non adjusting items :

**Auditor's Comments in Companies (Auditor's Report) Order - Non adjusting items :-**

Certain information on deposit of tax dues and disputed tax dues in the Annexure to Auditors' Reports in terms of Companies (Auditor's Report) Order, 2003, as amended, for the years ended March 31, 2017 and March 31, 2016, which do not require any corrective adjustment in the Restated Ind AS Standalone Financial Information are as follows:

**March 31, 2018**

**Clause Viii (a) of the CARO**

The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Goods and Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

**Clause Viii (c) of the CARO**

According to the information and explanations given to us, the following dues of income tax have not been deposited on account of disputes:

Name of the statute	Nature of dues	Amount (Rs. in million)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income tax including Interest	0.12	Assessment Year 2015-16	Assessing Officer

**March 31, 2017**

**Clause Viii (a) of the CARO**

The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

**Clause Viii (c) of the CARO**

According to the information and explanations given to us, the following dues of income tax have not been deposited on account of disputes:

Name of the statute	Nature of dues	Amount (Rs. in million)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income tax including Interest	3.84	Assessment Year 2007-08	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income tax including Interest	17.84	Assessment Year 2008-09	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income tax including Interest	3.40	Assessment Year 2012-13	Income Tax Appellate Tribunal
The Income Tax Act, 1961	Income tax including Interest	1.38	Assessment Year 2013-14	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income tax including Interest	1.56	Assessment Year 2014-15	Commissioner of Income Tax (Appeal)

**March 31, 2016**

**Clause Viii (a) of the CARO**

The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

**Clause Viii (c) of the CARO**

According to the information and explanations given to us, the following dues of income tax have not been deposited on account of disputes:

Name of the statute	Nature of dues	Amount (Rs. in million)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income tax including Interest	3.84	Assessment Year 2007-08	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income tax including Interest	17.84	Assessment Year 2008-09	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income tax including Interest	NIL	Assessment Year 2012-13	Deputy Commissioner of Income Tax

ASK Investment Managers Limited  
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Notes to the financial Statements (Continued)  
as at March 31, 2018

(All amounts are in Rs. million)

Annexure VII: Restated Ind AS Standalone Summary Statement of property, plant and equipment and other intangible assets

A. Property, plant and equipment

Particulars	Leasehold improvements	Furniture and fixtures	Computer	Office equipment	Total
<b>As at March 31, 2016 (Proforma)</b>					
<b>Gross block</b>					
Deemed cost as at April 1, 2015 (Proforma)	1.78	2.81	0.95	0.16	5.70
Additions	26.52	15.30	15.42	10.87	68.11
Disposals	1.85	0.37	-	0.06	2.28
<b>Closing gross block as at March 31, 2016 (Proforma)</b>	<b>26.45</b>	<b>17.74</b>	<b>16.37</b>	<b>10.97</b>	<b>71.53</b>
<b>Accumulated depreciation</b>					
Depreciation charge during the year	2.79	2.48	3.40	1.32	9.99
Disposals	1.85	0.37	-	0.06	2.28
<b>Closing accumulated depreciation as at March 31, 2016 (Proforma)</b>	<b>0.94</b>	<b>2.11</b>	<b>3.40</b>	<b>1.26</b>	<b>7.71</b>
<b>Net block as at March 31, 2016 (Proforma)</b>	<b>25.51</b>	<b>15.63</b>	<b>12.97</b>	<b>9.71</b>	<b>63.82</b>
<b>As at March 31, 2017</b>					
<b>Gross block</b>					
	26.45	17.74	16.37	10.97	71.53
Additions	1.22	1.35	4.42	1.00	7.99
Disposals	-	2.08	0.04	0.08	2.20
<b>Closing gross block as at March 31, 2017</b>	<b>27.67</b>	<b>17.01</b>	<b>20.75</b>	<b>11.89</b>	<b>77.32</b>
<b>Accumulated depreciation</b>					
	0.94	2.11	3.40	1.26	7.71
Depreciation charge during the year	4.51	4.00	8.24	4.56	21.31
Disposals	-	1.05	0.03	0.04	1.12
<b>Closing accumulated depreciation as at March 31, 2017</b>	<b>5.45</b>	<b>5.06</b>	<b>11.61</b>	<b>5.78</b>	<b>27.90</b>
<b>Net block as at March 31, 2017</b>	<b>22.22</b>	<b>11.95</b>	<b>9.14</b>	<b>6.11</b>	<b>49.42</b>
<b>As at March 31, 2018</b>					
<b>Gross block</b>					
	27.67	17.01	20.75	11.89	77.32
Additions	14.78	3.20	6.70	2.61	27.29
Disposals	-	-	-	-	-
<b>Closing gross block as at March 31, 2018</b>	<b>42.45</b>	<b>20.21</b>	<b>27.45</b>	<b>14.50</b>	<b>104.61</b>
<b>Accumulated depreciation</b>					
	5.45	5.06	11.61	5.78	27.90
Depreciation charge during the year	6.22	3.86	7.54	3.84	21.46
Disposals	-	-	-	-	-
<b>Closing accumulated depreciation as at March 31, 2018</b>	<b>11.67</b>	<b>8.92</b>	<b>19.15</b>	<b>9.62</b>	<b>49.36</b>
<b>Net block as at March 31, 2018</b>	<b>30.78</b>	<b>11.29</b>	<b>8.30</b>	<b>4.88</b>	<b>55.25</b>

ASK Investment Managers Limited  
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Notes to the financial Statements (Continued)  
as at March 31, 2018

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Annexure VII: Restated Ind AS Standalone Summary Statement of property, plant and equipment and other intangible assets  
(Continued)

B. Other intangible assets

Particulars	Computer software
<b>As at March 31, 2016 (Proforma)</b>	
<b>Gross block</b>	
Deemed Cost as at April 1, 2015 (Proforma)	2.54
Additions	1.37
Disposals	-
<b>Closing gross block as at March 31, 2016 (Proforma)</b>	<b>3.91</b>
<b>Accumulated amortisation</b>	
Amortisation charge during the year	1.50
Disposals	-
<b>Closing accumulated amortisation as at March 31, 2016 (Proforma)</b>	<b>1.50</b>
<b>Net block as at March 31, 2016</b>	<b>2.41</b>
<b>As at March 31, 2017</b>	
<b>Gross block</b>	
	3.91
Additions	4.50
Disposals	-
<b>Closing gross block as at March 31, 2017</b>	<b>8.41</b>
<b>Accumulated amortisation</b>	
Amortisation charge during the year	1.50
Disposals	2.56
Disposals	-
<b>Closing accumulated amortisation as at March 31, 2017</b>	<b>4.06</b>
<b>Net block as at March 31, 2017</b>	<b>4.35</b>
<b>As at March 31, 2018</b>	
<b>Gross block</b>	
	8.41
Additions	23.18
Disposals	-
<b>Closing gross block as at March 31, 2018</b>	<b>31.59</b>
<b>Accumulated amortisation</b>	
	4.06
Amortisation charge during the year	9.25
Disposals	-
<b>Closing accumulated amortisation as at March 31, 2018</b>	<b>13.31</b>
<b>Net block as at March 31, 2018</b>	<b>18.28</b>

Notes:

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure VIII: Restated Ind AS Standalone Summary Statement of investment in subsidiaries and joint venture**

Particulars	No. of shares		As at		Amount	
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
<b>Investments measured at cost</b>						
<b>A. In equity shares of subsidiaries - unquoted, fully paid up</b>						
ASK Wealth Advisors Private Limited	70,695,225	70,695,225	66,279,900	1,056.08	1,056.08	662.80
ASK Property Investment Advisors Private Limited	24,902,624	24,825,784	23,270,588	522.57	461.86	242.72
ASK Capital Management Pte Limited	5,092,501	3,092,501	1,592,501	241.62	144.45	73.00
ASK Financial Holdings Private Limited	19,310,000	2,310,000	2,310,000	193.10	23.10	23.10
ASK Property Advisory Services Private Limited	20,000	20,000	20,000	0.20	0.20	0.20
ASK Trusteeship Services Private Limited	10,000	10,000	10,000	0.10	0.10	0.10
<b>B. In equity shares of joint venture - unquoted, fully paid up</b>						
ASK Pravi Capital Advisors Private Limited*	8,145,000	8,145,000	8,145,000	81.45	81.45	81.45
Less: Provision for diminution in value of investment				(35.50)	-	-
<b>Total</b>				<b>2,059.62</b>	<b>1,767.24</b>	<b>1,083.37</b>

\* During the year March 31, 2018 investments in joint venture was impaired due to permanent diminution in the carrying value (Refer Annexure XXVI).

<b>Aggregate amount of unquoted investments</b>	<b>2,059.62</b>	<b>1,767.24</b>	<b>1,083.37</b>
<b>Aggregate amount of impairment in value of investments</b>	<b>35.50</b>	<b>-</b>	<b>-</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

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**Notes to the financial Statements (Continued)**  
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(All amounts are in Rs. million)

**Annexure IX: Restated Ind AS Standalone Summary Statement of financial asset - Investments**

**Non-current investments:**

Particulars	As at					
	March 31, 2018	No. of units March 31, 2017	March 31, 2016 (Proforma)	March 31, 2018	Amount March 31, 2017	March 31, 2016 (Proforma)
<b>Investment measured at FVTPL, fully paid up</b>						
<b>A. Investment in equity - unquoted</b>						
Bharti Telecom Limited	8,165.00	8,165.00	8,165.00	1.22	1.08	1.08
<b>B. Investment in venture capital fund- unquoted</b>						
Class A1 units of ASK Pravi Private Equity Opportunities Fund	435.00	435.00	282.75	52.67	55.36	34.63
Class C units of ASK Select Focus Fund	50,000.00	-	-	47.57	-	-
Class B units of ASK Pravi Private Equity Opportunities Fund	4,250.00	4,250.00	2,750.00	0.05	0.05	0.03
<b>C. Investment in debentures - unquoted</b>						
10% redeemable debentures of Nobility Estates Private Limited	-	12.00	12.00	-	20.33	17.17
<b>D. Investment in debentures - quoted</b>						
13% redeemable debentures of ATS Heights Private Limited	84.00	80.00	-	13.05	8.07	-
10% redeemable debentures of Kumar Agro Products Private Limited	12.00	-	-	12.36	-	-
<b>Total (A+B+C+D)</b>				<b>126.92</b>	<b>84.89</b>	<b>52.91</b>
<b>Aggregate amount of unquoted investments</b>				<b>101.51</b>	<b>76.82</b>	<b>52.91</b>
<b>Aggregate amount of quoted investments</b>				<b>25.41</b>	<b>8.07</b>	<b>-</b>

**Current investments:**

Particulars	As at					
	March 31, 2018	No. of units March 31, 2017	March 31, 2016 (Proforma)	March 31, 2018	Amount March 31, 2017	March 31, 2016 (Proforma)
<b>Investments measured at FVTPL</b>						
<b>Investment in mutual funds - unquoted</b>						
Birla Sunlife Cash Plus - Daily Dividend - Direct Plan - Reinvestment Plan	6,320,583.342	-	-	633.78	-	-
Aditya Birla Sunlife Savings Fund - Daily Dividend - Direct Plan - Reinvestment Plan	666,503.384	-	-	66.78	-	-
ICICI Prudential Flexible Income - Direct Plan - Daily Dividend	348,126.139	-	-	36.81	-	-
Birla Sunlife Savings Fund - Daily Dividend - Regular Plan - Reinvestment Plan	-	685,613.246	1,273,527.437	-	68.86	127.73
Reliance Arbitrage Advantage Fund Dividend Plan Reinvestment	-	4,797,328.385	4,620,395.735	-	58.19	54.70
<b>Total</b>				<b>737.37</b>	<b>127.05</b>	<b>182.43</b>
<b>Aggregate amount of unquoted investments</b>				<b>737.37</b>	<b>127.05</b>	<b>182.43</b>

**Notes:**

- The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
- The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
*(formerly known as ASK Investment Managers Private Limited)*

**Notes to the financial Statements (Continued)**  
*as at March 31, 2018*

(All amounts are in Rs. million)

**Annexure X: Restated Ind AS Standalone Summary Statement of financial assets - Loans**

**Non-current financial assets - Loans**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<i>(Unsecured, considered good unless otherwise stated)</i>			
Other advances	0.26	0.26	0.26
<b>Total</b>	<b>0.26</b>	<b>0.26</b>	<b>0.26</b>

**Current financial assets - Loans**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<i>(Unsecured, considered good unless otherwise stated)</i>			
Loans to related parties	10.63	9.77	62.61
<b>Total</b>	<b>10.63</b>	<b>9.77</b>	<b>62.61</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
*(formerly known as ASK Investment Managers Private Limited)*

**Notes to the financial Statements (Continued)**  
*as at March 31, 2018*

(All amounts are in Rs. million)

**Annexure XI: Restated Ind AS Standalone Summary Statement of financial assets - Trade receivables**

**Non-current financial asset - Trade receivables**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<i>(Unsecured, considered good unless otherwise stated)</i>			
Trade receivables	-	-	237.43
<b>Total</b>	<b>-</b>	<b>-</b>	<b>237.43</b>

**Current financial assets - Trade receivables**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<i>(Unsecured, considered good unless otherwise stated)</i>			
Trade receivables	1,123.50	1,158.75	492.37
<b>Total</b>	<b>1,123.50</b>	<b>1,158.75</b>	<b>492.37</b>
<b>Due from related parties</b>			
ASK Wealth Advisors Private Limited	57.51	47.38	39.61
ASK Property Investment Advisors Private Limited	36.09	27.50	25.84
ASK Capital Management Pte Limited	16.96	-	48.65

**Notes:**

1. The Company's exposure to credit risk, currency risk and loss allowance related to trade receivables are disclosed in Annexure XXXVIII - point 2.
2. Terms and conditions of trade receivables from related parties refer Annexure XXXIV.
3. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
4. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XII: Restated Ind AS Standalone Summary Statement of Other assets**

**Other non-current assets**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Unamortised client referral expenses	428.22	501.12	348.36
Prepaid expenses	6.88	8.32	4.98
Balance with government authorities	-	35.19	12.99
<b>Total</b>	<b>435.10</b>	<b>544.63</b>	<b>366.33</b>

**Other current assets**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Unamortised client referral expenses	574.70	519.17	290.76
Balance with government authorities	5.48	55.53	19.80
Prepaid expenses	9.31	5.13	4.21
Advance to employees	0.02	0.01	0.04
<b>Total</b>	<b>589.51</b>	<b>579.84</b>	<b>314.81</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
*(formerly known as ASK Investment Managers Private Limited)*

**Notes to the financial Statements (Continued)**  
*as at March 31, 2018*

(All amounts are in Rs. million)

**Annexure XIII Restated Ind AS Standalone Summary Statement of cash and cash equivalents and other bank balances**

**Cash and cash equivalents**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Balance with banks:			
- In current account	7.97	59.20	5.15
Cash on hand	0.06	0.10	0.05
<b>Total</b>	<b>8.03</b>	<b>59.30</b>	<b>5.20</b>

**Other bank balances**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Deposits with more than 3 months but less than 12 months maturity	0.94	0.93	0.95
<b>Total</b>	<b>0.94</b>	<b>0.93</b>	<b>0.95</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
*(formerly known as ASK Investment Managers Private Limited)*

**Notes to the financial Statements (Continued)**

as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XIV : Restated Ind AS Standalone Summary Statement of financial assets - Others**

**Non-current financial assets - Others**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Security deposits*	8.47	7.65	4.41
<b>Total</b>	<b>8.47</b>	<b>7.65</b>	<b>4.41</b>

\* Security deposits primarily include deposits given towards rented premises

**Current financial assets - Others**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Other advances			
- Portfolio management expense	19.46	19.66	2.71
- Others	1.17	1.37	1.16
<b>Total</b>	<b>20.63</b>	<b>21.03</b>	<b>3.87</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XV : Restated Ind AS Standalone Summary Statement of share capital**

**Share capital**

**[a] Authorised:**

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Number	Amount	Number	Amount	Number	Amount
Equity shares of the par value of Rs. 10 each	8,750,000	87.50	8,750,000	87.50	8,750,000	87.50
Preference shares of Rs. 10 each	1,251,000	12.51	1,251,000	12.51	1,251,000	12.51
<b>Total</b>	<b>10,001,000</b>	<b>100.01</b>	<b>10,001,000</b>	<b>100.01</b>	<b>10,001,000</b>	<b>100.01</b>

**[b] Issued, subscribed and paid up**

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Number	Amount	Number	Amount	Number	Amount
Equity shares of Rs.10 each fully paid up	1,106,772	11.07	1,106,772	11.07	1,010,010	10.10
<b>Total</b>	<b>1,106,772</b>	<b>11.07</b>	<b>1,106,772</b>	<b>11.07</b>	<b>1,010,010</b>	<b>10.10</b>

**[c] Reconciliation of number of shares outstanding at the beginning and end of the year:**

**Equity shares**

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Outstanding at the beginning of the year	1,106,772	11.07	1,010,010	10.10	1,010,010	10.10
Shares issued on exercise of employee stock options	-	-	61,752	0.62	-	-
Shares issued on exercise of employee stock options for other than cash	-	-	35,010	0.35	-	-
<b>Outstanding at the end of the year</b>	<b>1,106,772</b>	<b>11.07</b>	<b>1,106,772</b>	<b>11.07</b>	<b>1,010,010.00</b>	<b>10.10</b>

**[d] Rights, preferences and restrictions attached to equity shares:**

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders, if any. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to number of equity shares held.

[e] Pursuant to Shareholder's resolution passed at the Extraordinary General Meeting ("EGM") held on May 10, 2018, the equity share capital (Authorised, issued and paid-up) of the Company was subdivided from Rs. 10/- (Rupees ten) each to equity shares of Rs. 2/- (Rupees two) each. Further at the same meeting, the Shareholders approved issuance of bonus shares to the existing shareholders in the ratio of 12:1 i.e. twelve bonus equity shares for each existing equity shares. The record date for the sub-division and bonus shares is May 10, 2018.

The revised authorised share capital of the Company now stands at 100,000,000 equity shares of Rs 2/- each.

**[f] Details of shareholders holding more than 5% of the aggregate shares in the Company:**

Name of the shareholder	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Number of Shares	% holding	Number of Shares	% holding	Number of Shares	% holding
<b>Equity shares of Rs.10/- each fully paid</b>						
Asit Koticha	330,155	29.83%	330,155	29.83%	606,000	60.00%
Sameer Koticha	226,985	20.51%	226,985	20.51%	404,000	40.00%
AI Global Investments (Cyprus) PCC Limited	549,592	49.66%	549,592	49.66%	-	-

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XV : Restated Ind AS Standalone Summary Statement of share capital (Continued)**

**[g] Shares reserved for issuance under stock option scheme of the Company**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
	Number of Shares	Number of Shares	Number of Shares
Employee stock option schemes - 2012 (ESOP 2012)	224,326	224,326	274,703
Employee stock option schemes - 2014 (ESOP 2014)	19,003	19,003	3,188
	<u>243,329</u>	<u>243,329</u>	<u>277,891</u>

**[h] Aggregate number of shares issued during last five years pursuant to stock option plans of the Company**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015	March 31, 2014
	Equity shares:				
Issued under various stock option plans of the Company	-	96,762	-	-	-

**[i] Aggregate number of bonus shares issued and shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:**

- 1,000,000 equity shares of Rs. 10 each, fully paid up have been allotted as bonus shares during financial year 2012-2013.
- 35,010 equity shares of Rs. 10 each, fully paid up have been issued for consideration other than cash during the financial year 2016-2017.
- No shares have been bought back during the period of five years immediately preceding the reporting date.

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XV : Restated Ind AS Standalone Summary Statement of other equity**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Retained earnings	2,719.57	1,810.74	1,360.40
Securities premium account	1,359.20	1,359.20	681.37
Shares options outstanding account	100.32	40.31	41.90
General reserve	30.23	30.23	31.49
Capital redemption reserve	5.24	5.24	3.98
Capital reserve	0.74	0.74	0.74
Other comprehensive income	(5.32)	(5.37)	(3.45)
<b>Total</b>	<b>4,209.98</b>	<b>3,241.09</b>	<b>2,116.43</b>

**Nature and purpose of other reserves:**

**Retained earnings**

Retained earnings represents surplus / accumulated earnings of the Company and are available for distribution to shareholders.

**Securities premium account**

The securities premium account is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the

**Share options outstanding account**

The shares options outstanding account is used to recognise the grant date fair value of options issued to employees under stock option schemes of the Company.

**General reserve**

General Reserve represents appropriation of retained earnings and are available for distribution to shareholders. During the year March 31, 2017, an amount of Rs. 1.26 million was transferred from General reserve to Capital redemption reserve on account of redemption of preference shares.

**Capital redemption reserve**

Capital redemption reserve is created on redemption of preference share capital. Capital redemption reserve includes transfer from General reserves on redemption of preference shares.

**Capital reserves**

Capital reserves was created during the financial year 2011-2012, during the amalgamation of ASK Investment Holdings Private Limited with the Company. Out of the total reserves created Rs.10 million was utilised towards issue of bonus shares during the financial year 2012-2013.

**Other comprehensive income**

Other comprehensive income consist of remeasurement gains / losses on defined benefit plans.

**Other reserves movement**

**(i) Retained earnings**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	1,810.74	1,360.40	990.62
Net profit for the year	908.83	450.34	369.78
<b>Closing balance</b>	<b>2,719.57</b>	<b>1,810.74</b>	<b>1,360.40</b>

**(ii) Securities premium account**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	1,359.20	681.37	681.37
Issues of equity shares	-	677.83	-
<b>Closing balance</b>	<b>1,359.20</b>	<b>1,359.20</b>	<b>681.37</b>

**(iii) Share options outstanding account**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	40.31	41.90	38.58
Exercise of options	-	(35.57)	-
Employee stock option expense	60.01	33.98	3.32
<b>Closing balance</b>	<b>100.32</b>	<b>40.31</b>	<b>41.90</b>

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XV : Restated Ind AS Standalone Summary Statement of other equity (Continued)**

**Other reserves movement (Continued)**

**(iv) General reserve**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	30.23	31.49	31.49
Transferred to Capital redemption reserve on account of redemption of preference shares	-	(1.26)	-
<b>Closing balance</b>	<b>30.23</b>	<b>30.23</b>	<b>31.49</b>

**(v) Capital redemption reserve**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	5.24	3.98	3.98
Transferred from general reserve on account of redemption of preference shares	-	1.26	-
<b>Closing balance</b>	<b>5.24</b>	<b>5.24</b>	<b>3.98</b>

**(vi) Capital reserve**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	0.74	0.74	0.74
<b>Closing balance</b>	<b>0.74</b>	<b>0.74</b>	<b>0.74</b>

**(vii) Other comprehensive income**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Opening balance	(5.37)	(3.45)	-
Actuarial gain / (loss) on remeasurement of defined benefit plan	0.05	(1.92)	(3.45)
<b>Closing balance</b>	<b>(5.32)</b>	<b>(5.37)</b>	<b>(3.45)</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XVI : Restated Ind AS Standalone Summary Statement of non-current financial liabilities - Borrowings**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<b>Unsecured</b>			
5% Cumulative redeemable preference shares of Rs.10 each (refer note 1)	-	-	1.19
5% Bonus cumulative redeemable preference Shares of Rs.10 each (refer note 2)	-	-	0.07
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1.26</b>

**Notes:**

**1. 5% Cumulative redeemable preference shares of Rs. 10 each:**

The preference shares of the Company are redeemable at par at the end of 10 years from the date of allotment, but may be redeemed at any time after a period of 12 months from the date of allotment at the option of the company. These shares carried fixed cumulative dividend of 5% per annum. The Company has fully redeemed these shares at par.

**2. 5% Bonus cumulative redeemable preference shares of Rs. 10 each:**

The preference shares of the Company were redeemable at par at the end of 10 years from the date of allotment, but may be redeemed at any time from the date of allotment at the option of the Company. These shares carried fixed cumulative dividend of 5% per annum. The Company has fully redeemed these shares at par.

3. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.

4. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XVII : Restated Ind AS Standalone Summary Statement of financial liabilities - Trade payables**

**Non-current financial liabilities - Trade payables**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Trade payables*			
Micro, small and medium enterprises**	-	-	-
Others	-	-	183.22
<b>Total</b>	<b>-</b>	<b>-</b>	<b>183.22</b>

**Current financial liabilities - Trade payables**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Trade payables*			
Micro, small and medium enterprises**	-	-	-
Others	396.56	663.54	308.60
<b>Total</b>	<b>396.56</b>	<b>663.54</b>	<b>308.60</b>

\*The carrying amount of trade payables as at reporting date approximates fair value.

\*\*The Company has not received any information from suppliers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been given.

**Due to related parties**

ASK Wealth Advisors Private Limited	<b>134.94</b>	162.54	243.69
ASK Property Investment Advisors Private Limited	<b>4.00</b>	254.36	88.87

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XVIII : Restated Ind AS Standalone Summary Statement of other financial liabilities**

**Other current financial liabilities**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Salary payable	0.33	2.10	1.02
Dividend on redeemable preference shares classified as liability (including related tax there on)	-	-	0.08
<b>Total</b>	<b>0.33</b>	<b>2.10</b>	<b>1.10</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
*as at March 31, 2018*

(All amounts are in Rs. million)

**Annexure XIX : Restated Ind AS Standalone Summary Statement of provisions**

**Non-current liabilities - Provisions**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<b>Provision for employee benefits</b>			
Gratuity	23.38	15.14	13.81
Compensated absences	3.29	2.44	1.43
Bonus	-	-	22.33
<b>Total</b>	<b>26.67</b>	<b>17.58</b>	<b>37.57</b>

**Current liabilities - Provisions**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
<b>Provision for employee benefits</b>			
Gratuity	7.67	5.89	2.35
Compensated absences	0.82	0.56	0.32
Bonus	158.22	163.14	125.19
<b>Total</b>	<b>166.71</b>	<b>169.59</b>	<b>127.86</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**

as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XX : Restated Ind AS Standalone Summary Statement of deferred tax liabilities (net)**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
<b>Deferred tax assets</b>			
Difference between depreciation and amortisation as per books of account and tax depreciation	9.15	6.45	4.52
Provision for employee benefits	12.84	20.47	26.98
Fair valuation of security deposits	0.28	0.17	0.08
Fair valuation of investments	10.45	-	-
ESOP fair valuation	7.69	4.29	1.10
	A	31.38	32.68
<b>Deferred tax liabilities</b>			
Amortisation of brokerage	(350.46)	(353.10)	(211.31)
Fair valuation of investments	-	(6.56)	(3.11)
Others	-	(0.81)	(0.15)
	B	(360.47)	(214.57)
<b>Deferred tax liabilities (net)</b>	(A+B)	(310.05)	(181.89)

**Deferred tax movement**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Opening balance	(329.09)	(181.89)	(26.78)
Tax credit / (charge) during the year recognised in Restated Ind AS Standalone Summary Statement of profit and loss	19.06	(148.21)	(156.82)
Tax (charge) / credit during the year recognised in other comprehensive income	(0.02)	1.01	1.71
<b>Closing balance</b>	(310.05)	(329.09)	(181.89)

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to the financial Statements (Continued)**  
as at March 31, 2018

(All amounts are in Rs. million)

**Annexure XXI : Restated Ind AS Standalone Summary Statement of other current liabilities**

**Other current liabilities**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Statutory dues	92.10	25.13	22.76
Advance fees	0.96	-	0.34
<b>Total</b>	<b>93.06</b>	<b>25.13</b>	<b>23.10</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXII : Restated Ind AS Standalone Summary Statement of revenue from operations**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Asset management, advisory and other fees	3,161.48	2,368.11	1,333.23
Support service fees	233.26	191.91	153.20
<b>Total</b>	<b>3,394.74</b>	<b>2,560.02</b>	<b>1,486.43</b>

**Annexure XXIII : Restated Ind AS Standalone Summary Statement of other income**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Interest income from loans and advances	1.39	5.55	2.82
Interest income from others	20.69	33.09	30.19
Dividend income	31.01	13.76	16.06
MTM gain / (loss) on investments carried at FVTPL*	4.34	13.20	7.60
Net foreign exchange gain	8.93	3.41	11.99
Miscellaneous income	5.09	5.95	3.71
<b>Total</b>	<b>71.45</b>	<b>74.96</b>	<b>72.37</b>

\*Realised gain on sale of investment in March 31, 2018 is Rs. 3.94 million (March 31, 2017 Rs. 2.38 million and March 31 (Proforma) , 2016 Rs. 0.38 million).

**Annexure XXIV : Restated Ind AS Standalone Summary Statement of employee benefit expenses**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Salaries and wages	380.52	366.13	254.26
Contribution to provident and other funds			
- Defined contribution plan - Provident fund (refer Annexure XXXVIII - point 1)	13.14	10.98	9.69
- Defined benefit plan - Gratuity (refer Annexure XXXVIII - point 1)	10.08	3.49	1.49
Share-based payments (equity settled schemes)	9.61	9.09	3.32
Staff welfare expenses	4.68	7.60	2.41
<b>Total</b>	<b>418.03</b>	<b>397.29</b>	<b>271.17</b>

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXV : Restated Ind AS Standalone Summary Statement of finance costs**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Unwinding of discount on provisions / liabilities	20.57	25.25	19.77
Dividend on redeemable preference shares (including related tax)	-	-	0.08
<b>Total</b>	<b>20.57</b>	<b>25.25</b>	<b>19.85</b>

**Annexure XXVI : Restated Ind AS Standalone Summary Statement of other expenses**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Client referral	1,342.96	964.90	540.79
Lease rent (refer Annexure XXIX)	36.44	32.23	30.72
Rates and taxes	10.79	12.62	15.74
Legal and professional fees (refer note 1 below)	26.27	185.75	11.52
Payment to auditors (refer Annexure XXXIII)	1.97	1.86	1.12
Investment advisory fees	8.19	103.76	36.24
Director's sitting fees	0.36	1.08	0.42
Provision for diminution of investment	35.50	-	-
Membership and subscription fees	8.64	6.49	4.59
Printing and stationery	4.11	4.14	3.18
Postage and communication expenses	7.06	7.84	5.50
Electricity charges	3.79	4.27	4.71
Travelling and conveyance expenses	13.70	10.55	8.60
Repairs and maintenance	18.10	9.26	6.97
Advertisement and business promotion	52.36	20.43	22.70
Insurance charges	2.79	2.42	1.90
Recruitment charges	6.23	5.73	7.59
Donation	0.39	0.30	0.30
Contribution towards corporate social responsibility (refer Annexure XXXI)	0.90	0.80	0.60
Bad debts written off	3.94	-	0.02
Service tax credit written off	3.39	3.98	-
Office expenses	4.15	4.21	3.23
Miscellaneous expenses	9.11	4.78	3.48
<b>Total</b>	<b>1,601.14</b>	<b>1,387.40</b>	<b>709.92</b>

**Notes:**

1. Legal and professional fees for the year ended March 31, 2017 include expense of Rs.170.80 incurred by the Company for identifying strategic investor into the Company.
2. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
3. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

## ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

### Notes to the financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

#### Annexure XXVII : Restated Ind AS Standalone Summary Statement of tax expense

(a) **Tax expense**

Particulars	For the year ended	For the year ended	For the year ended
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Income tax expense	505.97	202.62	19.77
Deferred income tax liability / (asset) net			
Deferred tax on origination and reversal of temporary differences	(19.06)	148.21	156.82
<b>Tax expense for the year</b>	<b>486.91</b>	<b>350.83</b>	<b>176.59</b>

(b) **Amounts recognised in other comprehensive income**

Particulars	For the year ended March 31, 2018			For the year ended March 31, 2017			For the year ended March 31, 2016 (Proforma)		
	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax
<b>Items that will not be reclassified to profit or loss</b>									
Remeasurements of the defined benefit plans	0.07	(0.02)	0.05	(2.93)	1.01	(1.92)	(5.16)	1.71	(3.45)
	<b>0.07</b>	<b>(0.02)</b>	<b>0.05</b>	<b>(2.93)</b>	<b>1.01</b>	<b>(1.92)</b>	<b>(5.16)</b>	<b>1.71</b>	<b>(3.45)</b>

iii. **Reconciliation of effective tax rate**

Particulars	For the year ended March 31, 2018		For the year ended March 31, 2017		For the year ended March 31, 2016 (Proforma)	
	INR	% terms	INR	% terms	INR	% terms
<b>Profit before tax as per Restated Ind AS Standalone Summary Statement of profit and loss (A)</b>	<b>1,395.74</b>		<b>801.17</b>		<b>546.37</b>	
Statutory tax rate	34.608%		34.608%		33.063%	
<b>Tax using the Company's domestic tax rate (B)</b>	<b>483.04</b>		<b>277.27</b>		<b>180.65</b>	
<b>Tax effect of:</b>						
Expenses not allowed for tax purpose	4.82	0.35%	60.78	7.59%	0.90	0.16%
Income not considered for tax purpose / exempt income	(10.73)	(0.77%)	(4.76)	(0.59%)	(5.31)	(0.97%)
(Short) / excess provision for tax	0.00	0.00%	0.78	0.10%	(0.02)	0.00%
Interest under section 234 A, B and C	7.35	0.53%	8.67	1.08%	-	-
Change in tax rate	2.43	0.17%	8.50	1.06%	(1.20)	(0.22%)
Other adjustments	-	-	(0.41)	(0.05%)	1.57	0.29%
<b>Effective tax rate</b>	<b>486.91</b>	<b>34.89%</b>	<b>350.83</b>	<b>43.79%</b>	<b>176.59</b>	<b>32.32%</b>
Current tax	505.97		202.62		19.77	
Deferred tax	(19.06)		148.21		156.82	
<b>Tax expense</b>	<b>486.91</b>		<b>350.83</b>		<b>176.59</b>	

(Rs. 0.00 million indicates values are lower than Rs. 0.01 million)

**Notes:**

- The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
- The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

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Notes to the financial Statements (Continued)  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXVIII : Restated Ind AS Standalone Summary Statement of earnings per equity share**

Basic EPS is calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

**Earnings per share (Before split of shares and bonus)**

**i. Profit attributable to equity holders (for Basic EPS)**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Profit attributable to equity holders	908.83	450.34	369.78
<b>Profit attributable to equity holders of the company</b>	<b>908.83</b>	<b>450.34</b>	<b>369.78</b>

**ii. Weighted average number of ordinary shares**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Issued ordinary shares at the beginning of the year	1,106,772	1,010,010	1,010,010
Effect of shares issued for cash	-	10,551	-
Effect of exercise of share options	-	17,257	-
<b>Weighted average number of shares at the end of the year for basic EPS</b>	<b>1,106,772</b>	<b>1,037,818</b>	<b>1,010,010</b>
<b>Effect of dilution:</b>			
Potential equity shares	203,241	172,508	173,153
	<b>1,310,013</b>	<b>1,210,326</b>	<b>1,183,163</b>

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Basic earnings per share	821.15	433.93	366.11
Diluted earnings per share	693.75	372.08	312.53

**Earnings per share (after split of shares and bonus)**

**i. Profit attributable to equity holders (for Basic EPS)**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Profit attributable to equity holders	908.83	450.34	369.78
<b>Profit attributable to equity holders of the company</b>	<b>908.83</b>	<b>450.34</b>	<b>369.78</b>

**ii. Weighted average number of ordinary shares**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Issued ordinary shares at the beginning of the year	71,940,180	65,650,650	65,650,650
Effect of shares issued for cash	-	685,812	-
Effect of exercise of share options	-	1,121,687	-
<b>Weighted average number of shares at the end of the year for basic EPS</b>	<b>71,940,180</b>	<b>67,458,149</b>	<b>65,650,650</b>
<b>Effect of dilution:</b>			
Potential equity shares	13,210,680	11,212,994	11,254,968
	<b>85,150,860</b>	<b>78,671,143</b>	<b>76,905,618</b>

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXVIII : Restated Ind AS Standalone Summary Statement of earnings per equity share (Continued)**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Basic earnings per share	12.63	6.68	5.63
Diluted earnings per share	10.67	5.72	4.81

**Note:**

Pursuant to Shareholder's resolution passed at the Extraordinary General Meeting ("EGM") held on May 10, 2018, the equity share capital (Authorized, Issued and Paid-up) of the Company was subdivided from Rs. 10/- (Rupees ten) each to equity shares of Rs. 2/- (Rupees two) each. Further at the same meeting, the Shareholders approved issuance of Bonus shares to the existing shareholders in the ratio of 12:1 i.e. twelve bonus equity shares for each existing equity shares. The record date for the sub-division and bonus shares is May 10, 2018. Accordingly, the exercise price and the outstanding employee stock options have been adjusted proportionately.

Ind AS 33 "Earnings per share", requires an adjustment in the calculation of basic and diluted earnings per share for all the periods presented if the number of equity or potential equity shares outstanding change as a result of share sub-division and bonus. The weighted average numbers of shares and consequently the basic and diluted earnings per share have accordingly been adjusted in the Restated Ind AS Standalone Financial Information.

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**Notes to the financial Statements (Continued)**  
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(All amounts are in Rs. million)

**Annexure XXIX Restated Ind AS Standalone Summary Statement of operating leases**

**A. Leases as lessee**

The Company has taken various office premises under operating lease or leave and license agreement. These are generally cancellable at the option of the lessor / lessee and ranges between 11 months to 5 years under leave and license, or longer for other lease and are renewable by mutual consent or mutually agreeable terms. The Company has not sub-leased any of the above assets taken on lease. There are no provisions relating to contingent rent. The terms of renewal / purchase option and escalation clauses are those normally prevalent in similar agreements. There are no undue restrictions or onerous clauses in the agreements.

**i. Future minimum lease payments**

The future minimum lease payments under non-cancellable leases were payable as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Less than one year	14.29	24.98	23.21
Between one and five years	15.38	14.31	25.37
<b>Total</b>	<b>29.67</b>	<b>39.29</b>	<b>48.58</b>

**ii. Amounts recognised in the Restated Ind AS Standalone Summary Statement of profit and loss**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Lease rent	36.44	32.23	30.72

**Annexure XXX : Restated Ind AS Standalone Summary Statement of contingent liabilities and capital commitments**

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
	<b>Claim not acknowledged as debts:</b>			
a.	Income tax demand in respect of which the Company has preferred an appeal with higher authorities	25.13	28.03	21.69
b.	Bank Guarantee to the extent not provided for	0.92	0.92	0.94
c.	Uncalled capital commitments in respect of AIFs	50.00	-	15.23
d.	Estimated amount of contracts remaining to be executed on capital account and not provided	0.14	1.89	1.19
	<b>Total</b>	<b>76.19</b>	<b>30.84</b>	<b>39.05</b>

The outflows in respect of the above regulatory matters are determinable only on receipt of judgements / decisions from such forums / authorities. Further, based on the Company's evaluation, it believes that it is not probable that the claim will materialise and therefore, no provision has been recognised for the above.

**Annexure XXXI : Restated Ind AS Standalone Summary Statement of corporate social responsibility**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Amount required to be spent	5.93	3.45	3.06
Amount spent during the year			
(i) Construction / acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	0.90	0.80	0.60

**Annexure XXXII : Restated Ind AS Standalone Summary Statement of earnings in foreign currency (on accrual basis)**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Investment advisory fees	452.46	354.00	244.84
Offshore distribution fees	14.22	42.82	53.17
Interest on loan	0.38	0.35	1.07
Expenses recoverable from offshore fund	-	0.02	0.20
Expenses recoverable from ASK Capital Pte Ltd	0.66	0.18	-
<b>Total</b>	<b>467.72</b>	<b>397.37</b>	<b>299.28</b>

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXII : Restated Ind AS Standalone Summary Statement of earnings in foreign currency (on accrual basis) (Continued)**

**Expenditure in foreign currency (on accrual basis)**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016 (Proforma)
Salaries and wages	29.16	44.87	32.26
Staff welfare expenses	0.69	0.70	0.57
Legal and professional fees	0.60	0.53	0.37
Traveling expenses	2.24	2.78	2.26
Miscellaneous expenses	7.87	6.70	2.03
<b>Total</b>	<b>40.56</b>	<b>55.58</b>	<b>37.49</b>

**Annexure XXXIII : Restated Ind AS Standalone Summary Statement of payment to auditors**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016 (Proforma)
Auditor's remuneration			
- Audit fees	1.80	1.70	1.10
In other capacity			
- Certification services *	11.98	9.31	5.29
Out of pocket expenses	0.11	0.13	0.01
<b>Total (A)</b>	<b>13.89</b>	<b>11.14</b>	<b>6.40</b>
Less: Fees towards certification of portfolio management service accounts (B)	11.92	9.28	5.28
<b>Total (A-B)</b>	<b>1.97</b>	<b>1.86</b>	<b>1.12</b>

\* Includes fees of Rs 11.92 million (March 31, 2017 Rs. 9.28 million and March 31, 2016 Rs. 5.28 million) for certification of portfolio management service accounts directly charged to portfolio management services client.

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

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## Notes to the financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

### Annexure XXXIV Restated Ind AS Standalone Summary Statement of related party disclosure

Related party disclosures, as required by notified Ind AS 24 - "Related Party Disclosures" are given below:

#### A) Names of related parties and nature of relationship

	March 31, 2018		March 31, 2017		March 31, 2016 (Proforma)	
	Name of Related Party	Nature of Relationship	Name of Related Party	Nature of Relationship	Name of Related Party	Nature of Relationship
<b>Key management personnel (KMP)</b>	Asit Koticha	Director	Asit Koticha	Director	Asit Koticha	Director
	Sameer Koticha	Director	Sameer Koticha	Director	Sameer Koticha	Director
	Sunil Rohokale	CEO & Managing Director	Sunil Rohokale	CEO & Managing Director	Sunil Rohokale	CEO & Managing Director
	Bharat Shah	Director	Bharat Shah	Director	Bharat Shah	Director
	Shweta Jalan	Director (w.e.f. December 28, 2016)	Shweta Jalan	Director (w.e.f. December 28, 2016)		
	Vinod Padikkal	Director (w.e.f. March 17, 2017)	Vinod Padikkal	Director (w.e.f. March 17, 2017)		
<b>Relatives of KMP</b>	Kishore Koticha	Relative of Director	Kishore Koticha	Relative of Director	Kishore Koticha	Relative of Director
	Pramoda Koticha	Relative of Director	Pramoda Koticha	Relative of Director	Pramoda Koticha	Relative of Director
	Monik Koticha	Relative of Director	Monik Koticha	Relative of Director	Monik Koticha	Relative of Director
	Sneh Koticha Contractor	Relative of Director	Sneh Koticha Contractor	Relative of Director	Sneh Koticha Contractor	Relative of Director
	Arvind Shah	Relative of Director	Arvind Shah	Relative of Director	Arvind Shah	Relative of Director
	Jatin Koticha	Relative of Director	Jatin Koticha	Relative of Director		
	Apurva Mazumdar	Relative of Director				
Varsha Ghelani	Relative of Director					
<b>Enterprises owned, controlled or where significant influence can be exercised by key management personnel or their relatives where there are transactions.</b>	Sameer Koticha (HUF)	Enterprises where the reporting entity exercises significant influence	ASK Securities Advisory Services Private Limited	Enterprises where the reporting entity exercises significant influence	ASK Securities Advisory Services Private Limited	Enterprises where the reporting entity exercises significant influence
	ASK Foundation	Enterprises where the reporting entity exercises significant influence	Prushti Developers Private Limited	Enterprises where the reporting entity exercises significant influence	Prushti Developers Private Limited	Enterprises where the reporting entity exercises significant influence
	ASK Pravi Private Equity Opportunities Fund	Enterprises where the reporting entity exercises significant influence	Fortress Constructions Private Limited	Enterprises where the reporting entity exercises significant influence	Fortress Constructions Private Limited	Enterprises where the reporting entity exercises significant influence
	ASK Select Focus Fund	Enterprises where the reporting entity exercises significant influence	Sameer Koticha (HUF)	Enterprises where the reporting entity exercises significant influence	Sameer Koticha (HUF)	Enterprises where the reporting entity exercises significant influence
			ASK Foundation	Enterprises where the reporting entity exercises significant influence	ASK Foundation	Enterprises where the reporting entity exercises significant influence
			ASK Pravi Private Equity Opportunities Fund	Enterprises where the reporting entity exercises significant influence		Enterprises where the reporting entity exercises significant influence
					ASK Pravi Private Equity Opportunities Fund	Enterprises where the reporting entity exercises significant influence

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**Notes to the financial Statements (Continued)**  
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**Annexure XXXIV Restated Ind AS Standalone Summary Statement of related party disclosure (Continued)**

Related party disclosures, as required by notified Ind AS 24 - "Related Party Disclosures" are given below: (Continued)

**A) Names of related parties and nature of relationship (Continued)**

**Direct subsidiaries:**

Name of subsidiary	Country	Holding (%)	Holding (%)	Holding (%)
		As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
ASK Wealth Advisors Private Limited	India	100	100	94.68
ASK Property Investment Advisors Private Limited	India	98.12	98.12	92.58
ASK Property Advisory Services Private Limited	India	100	100	100
ASK Trusteeship Services Private Limited	India	100	100	100
ASK Capital Management Pte Ltd	Singapore	100	100	100
ASK Financial Holdings Private Limited	India	100	100	100

**Indirect subsidiaries:**

Subsidiaries of the wholly owned subsidiary, ASK Wealth Advisors Private Limited

Name of subsidiary	Country	Holding (%)	Holding (%)	Holding (%)
		As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
ASK Family Office and Investment Advisors Private Limited	India	100.00	100.00	100.00
ASK Wealth Advisors (UK) Private Limited (w.e.f January 26, 2018)^	UK	100.00	-	-

^ During the year, ASK Wealth Advisors Private Limited ('ASKWA') incorporated a wholly owned subsidiary 'ASK Wealth Advisors (UK) Private Limited' on January 26, 2018 in the United Kingdom. However, due to change in the business strategy, ASKWA filed an application for striking off the name of the subsidiary from the records of Registrar of Companies of England and Wales on February 20, 2018. Subsequently, the subsidiary got dissolved on May 29, 2018. There were no transactions or business activity carried out by the subsidiary during the above period.

**Joint venture:**

Name of joint venture	Country	Holding (%)		
		March 31, 2018	March 31, 2017	Holding (%) As at March 31, 2016 (Proforma)
ASK Pravi Capital Advisors Private Limited	India	50	50	50

**B) Transactions with related parties**

**Transactions with key management personnel**

The table below describes the compensation to key management personnel which comprise directors and executive officers under Ind AS 24:

**(a) Key management personnel compensation**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
Short term employee benefits (Refer note 3)	139.16	130.45	79.37
<b>Total compensation</b>	<b>139.16</b>	<b>130.45</b>	<b>79.37</b>

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXIV Restated Ind AS Standalone Summary Statement of related party disclosure (Continued)**

Related party disclosures, as required by notified Ind AS 24 - "Related Party Disclosures" are given below: (Continued)

**Annexure XXXIV Restated Ind AS Standalone Summary Statement of related party disclosure (Continued)**

Related party disclosures, as required by notified Ind AS 24 - "Related Party Disclosures" are given below: (Continued)

(a) **Key management personnel compensation (Continued)**

The Company's material related party transactions and outstanding balances with its subsidiaries with whom the Company routinely enters into transactions in the ordinary course of business.

Transactions with related parties are as follows:

Sr. No	Nature of transactions	For the year ended March 31st	Subsidiaries	Joint venture	KMP/ KMP exercising significant influence/ Close member of KMP	Entities where the reporting entity exercises significant influence	
1	Services received	2018	482.50	-	-	-	
		2017	565.07	-	-	-	
		2016	315.98	-	-	-	
2	Services rendered	2018	250.22	-	0.97	5.38	
		2017	240.29	-	1.51	-	
		2016	230.10	-	1.14	-	
3	Investments purchased (refer note 3)	2018	277.48	-	-	50.00	
		2017	658.99	-	-	15.25	
		2016	32.76	-	-	14.27	
4	Loan given	2018	279.92	-	-	-	
		2017	364.20	-	-	-	
		2016	177.89	-	-	-	
5	Repayment of loan given	2018	279.75	-	-	-	
		2017	415.76	-	-	-	
		2016	117.05	-	-	-	
6	Managerial remuneration (refer note 1 and 2)	2018	-	-	139.16	-	
		2017	-	-	130.45	-	
		2016	-	-	79.37	-	
7	Other transactions :						
		Other income	2018	1.36	-	-	0.16
		2017	5.55	-	-	0.50	
	2016	2.82	-	-	0.24		
	Donation	2018	-	-	-	0.90	
	2017	-	-	-	-	0.80	
	2016	-	-	12.81	-	0.60	
	Reimbursements received from parties	2018	4.21	-	2.71	0.01	
	2017	1.36	-	1.11	-	-	
	2016	0.75	-	0.13	-	-	
	Recovery of expenses	2018	3.33	-	-	-	
	2017	3.22	-	-	-	-	
	2016	3.56	-	-	-	-	
	Dividend paid on preference shares	2018	-	-	-	-	
	2017	-	-	-	-	-	
	2016	-	-	0.06	-	-	

**Note:**

- The future liability for gratuity and compensated absences is provided on an actuarial basis for the Company as a whole. Accordingly, the amount pertaining to KMP's is not ascertainable separately and not included above.
- Managerial remuneration includes bonus on accrual basis.
- Includes Rs. NIL (March 31, 2017 Rs. 501.66 million and March 31, 2016 NIL) against issuance of equity shares of the Company for consideration other than cash.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXIV Restated Ind AS Standalone Summary Statement of related party disclosure (Continued)**

Related party disclosures, as required by notified Ind AS 24 - "Related Party Disclosures" are given below: (Continued)

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXIV Restated Ind AS Standalone Summary Statement of related party disclosure (Continued)**

Related party disclosures, as required by notified Ind AS 24 - "Related Party Disclosures" are given below:

Sr. No	Nature of Transactions	Balance as on March 31	Subsidiaries	Joint venture	KMP/ KMP exercising significant influence/ Close member of KPM	Entities where the reporting entity exercises significant influence
8	Payable	2018	77.43	-	0.60	-
		2017	342.02	-	1.03	-
		2016	260.85	-	0.42	-
9	Receivable	2018	49.71	-	0.28	7.01
		2017	0.18	-	1.34	1.29
		2016	48.72	-	3.94	0.79
10	Investments (at cost)	2018	2,013.67	81.45	-	94.68
		2017	1,685.79	81.45	-	44.68
		2016	1,001.92	81.45	-	29.44
11	Loans	2018	10.63	-	-	-
		2017	9.77	-	-	-
		2016	62.61	-	-	-
12	Number of options outstanding	2018	-	-	0.16	-
		2017	-	-	0.16	-
		2016	-	-	0.21	-
13	Number of preference shares redeemed	2018	-	-	-	-
		2017	-	-	0.13	-
		2016	-	-	-	-

**C) Terms and conditions of transactions with related parties**

The transactions with related parties are made on arm's length basis. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXV : Restated Ind AS Standalone Summary Statement of capitalisation**

Particulars	As at March 31, 2018	As Adjusted for issue
<b>Debt:</b>		
Non-current borrowings	-	
Current borrowings	-	
<b>Total debt (A)</b>	-	
		(Refer note 1 below)
<b>Shareholder's funds (equity):</b>		
Equity share capital	11.07	
Other equity (as restated)	4,209.98	
<b>Total shareholder's funds (B)</b>	<b>4,221.05</b>	
<b>Debt / equity ratio (A/B)</b>	-	

**Notes:**

1. The corresponding figures (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.
2. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
3. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXVI : Restated Ind AS Standalone Summary Statement of tax shelter**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
<b>A. Restated profit before tax</b>	<b>1,395.74</b>	<b>801.17</b>	<b>546.37</b>
B. Statutory tax rate	34.61%	34.61%	33.06%
C. Tax using the Company's statutory tax rate	<b>483.04</b>	<b>277.27</b>	<b>180.65</b>
<b>Adjustments</b>			
<i>Tax impact of permanent differences due to:</i>			
Expenses not allowed for tax purpose	4.82	60.78	0.90
Income not considered for tax purpose/Exempt Income	(10.73)	(4.76)	(5.31)
(Short) / excess provision for tax	0.00	0.78	(0.02)
Interest under section 234 A, B and C	7.35	8.67	-
Due to change in tax rate	2.43	8.50	(1.20)
Other adjustments	-	(0.41)	1.57
<b>D. Total tax impact of permanent differences</b>	<b>3.87</b>	<b>73.56</b>	<b>(4.06)</b>
<i>Tax impact of temporary differences</i>			
Property, plant and equipment & intangible assets	2.70	1.93	(0.67)
Employee benefits	4.53	2.39	1.17
Amortisation of brokerage expense	2.64	(141.79)	(134.50)
Provision for bonus	-	(1.66)	(12.65)
Provision for performance fees	(12.16)	(7.24)	(4.69)
Fair valuation of security deposits	0.11	0.09	0.09
Fair valuation of investments	17.01	(3.45)	(1.94)
Others	4.23	1.52	(3.63)
<b>E. Tax impact of timing differences</b>	<b>19.06</b>	<b>(148.21)</b>	<b>(156.82)</b>
<b>F. Net adjustments (D+E)</b>	<b>22.93</b>	<b>(74.65)</b>	<b>(160.88)</b>
<b>G. Current tax (C+F)</b>	<b>505.97</b>	<b>202.62</b>	<b>19.77</b>
<b>H. Deferred tax (credit) / charge</b>	<b>(19.06)</b>	<b>148.21</b>	<b>156.82</b>
<b>I. Tax expense (G+H)</b>	<b>486.91</b>	<b>350.83</b>	<b>176.59</b>

(Rs. 0.00 million indicates values are lower than Rs. 0.01 million)

**Notes:**

- The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
- The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
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**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXVII : Restated Ind AS Standalone Summary Statement of accounting ratios**

Particulars	For the years ended		
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Restated Ind AS standalone profit for the year (A)	908.83	450.34	369.78
Restated Ind AS net profit after tax and adjustments, available for equity shareholders (B)	908.83	450.34	369.78
Restated Ind AS Standalone net worth at the end of the year (C)	4,221.05	3,252.16	2,126.53
Weighted average number of equity shares outstanding during the year (refer note 4 below) (D)	71,940,180	67,458,149	65,650,650
Weighted average number of diluted potential equity shares outstanding during the year (refer 4 below) (E)	85,150,860	78,671,143	76,905,618
Earnings per equity share (Rs.)			
- Basic (B) / (D) (refer note 2 (a) below)	12.63	6.68	5.63
- Diluted (B) / (E) (refer note 2 (b) below)	10.67	5.72	4.81
Return on net worth (%) (refer note 2 (c) below) (B) / (C)	21.53%	13.85%	17.39%
Net asset value per share (Rs.) (refer note 2 (d) below) (C) / (D)	58.67	48.21	32.39

**Notes:**

The above statement should be read with the notes on adjustments for Restated Ind AS Standalone Summary Statement of the Assets and Liabilities, Restated Ind AS Standalone Summary Statement of profit and loss and Restated Ind AS Standalone Summary Statement of cash flows.

2) The ratios have been computed as follows:

- a) Earning per share (Basic) = 
$$\frac{\text{Restated Ind AS net profit after tax and adjustments, available for equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$$
- b) Earning per share (Diluted) = 
$$\frac{\text{Restated Ind AS profit for the period / year}}{\text{Weighted average number of diluted potential equity shares outstanding during the year}}$$
- c) Return on net worth (%) = 
$$\frac{\text{Restated Ind AS net profit after tax and adjustments, available for equity shareholders}}{\text{Restated net worth at the end of the year}}$$
- d) Net asset value per share (Rs.) = 
$$\frac{\text{Restated Ind AS net worth at the end of the year}}{\text{Total number of equity shares outstanding at the end of the year}}$$

3) In accordance the SEBI Regulations, net worth means "the aggregate value of the paid-up share capital, share premium account, reserves and surplus (excluding revaluation reserve) as reduced by the aggregate value of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account".

4) Weighted average number of shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during year, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

5) The Company does not have any revaluation reserves or extra-ordinary items.

6) Earnings per share calculations are in accordance with Ind AS 33 - "Earnings per share".

7) The figures disclosed above are based on the Restated Ind AS Standalone Financial Information of the Company.

## ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

### Notes to the financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

#### Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information

##### 1 Employee benefits

###### (a) Defined contribution plan - Provident funds

In accordance with Employees' Provident Fund and Miscellaneous Provisions Act, 1952, employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which, both the employee and the Company contribute monthly at a determined rate. These contributions are made to a recognised provident fund administered by Regional Provident Fund Commissioner. The employees contribute 12% of their basic salary and the Company contributes an equal amount.

The Company recognised Rs.13.14 (March 31, 2017 : 10.98, March 31, 2016 : 9.69) for provident fund and other retirement benefit contributions in the Restated Ind AS Standalone Summary Statement of profit and loss.

###### (b) Defined benefit plan

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, a defined benefit plan covering all employees. The plan provides a lump sum payment to vested employees at retirement or termination of employment in accordance with the rules laid down in the Payment of Gratuity Act, 1972. The gratuity benefit is partially provided through funded plan and annual expense is charged to the Statement of Profit and Loss on the basis of actuarial valuation.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2018. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Restated Ind AS Financial Information as at balance sheet date:

Particulars	Note	As at	As at	As at
		March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Present value of funded obligations (A)		33.04	23.04	17.64
Fair value of plan assets (B)		1.99	2.01	1.48
Present value of funded obligations (A-B)		31.05	21.03	16.16
<b>Net deficit/ (assets) are analysed as:</b>				
Liabilities		31.05	21.03	16.16
Assets		-	-	-
<b>Of the above funded obligation:</b>				
Current	XIX	7.67	5.89	2.35
Non-current	XIX	23.38	15.14	13.81

# ASK Investment Managers Limited

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## Notes to the financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

### Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information (Continued)

#### 1 Employee benefits (Continued)

##### (c) Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Particulars	Defined benefit obligation			Fair value of plan assets			Net defined benefit (asset) liability		
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
<b>Opening balance</b>	<b>23.04</b>	<b>17.64</b>	<b>14.73</b>	<b>2.01</b>	<b>1.48</b>	1.96	<b>21.03</b>	<b>16.16</b>	<b>12.77</b>
Adjustment to Opening fair value of plan assets	-	-	-	(0.00)	(0.02)	-	<b>0.00</b>	0.02	-
Included in profit and loss							-	-	-
Current service cost	2.78	2.27	1.24	-	-	-	<b>2.78</b>	2.27	1.24
Past service cost (non-vested benefits)	0.11	-	-	-	-	-	<b>0.11</b>	-	-
Past service cost (vested benefits)	5.79	-	-	-	-	-	<b>5.79</b>	-	-
Interest cost (income)	1.54	1.28	0.39	0.13	0.13	0.13	<b>1.41</b>	1.15	0.26
	<b>33.26</b>	<b>21.19</b>	<b>16.36</b>	<b>2.14</b>	<b>1.59</b>	<b>2.09</b>	<b>31.12</b>	<b>19.60</b>	<b>14.27</b>
<b>Included in OCI</b>									
Remeasurement loss (gain):									
Actuarial loss (gain) arising from:	-	-	-	-	-	-	-	-	-
Experience	0.89	0.30	-	-	-	-	<b>0.89</b>	0.30	-
Financial assumptions	(0.93)	2.61	5.18	-	-	-	<b>(0.93)</b>	2.61	5.18
Expected return from plan assets	-	-	-	0.03	(0.02)	0.02	<b>(0.03)</b>	0.02	(0.02)
	<b>(0.04)</b>	<b>2.91</b>	<b>5.18</b>	<b>0.03</b>	<b>(0.02)</b>	<b>0.02</b>	<b>(0.07)</b>	<b>2.93</b>	<b>5.16</b>
<b>Other</b>									
Contributions paid by the employer	-	-	-	-	1.50	3.27	-	(1.50)	(3.27)
Benefits paid	(0.18)	(1.06)	(3.90)	(0.18)	(1.06)	(3.90)	-	-	-
<b>Closing balance</b>	<b>33.04</b>	<b>23.04</b>	<b>17.64</b>	<b>1.99</b>	<b>2.01</b>	<b>1.48</b>	<b>31.05</b>	<b>21.03</b>	<b>16.16</b>
<b>Represented by</b>									
Net defined benefit liability							<b>31.05</b>	21.03	16.16
							<b>31.05</b>	<b>21.03</b>	<b>16.16</b>

(Rs 0 million indicates values are lower than Rs 0.1 million)

## ASK Investment Managers Limited

(formerly known as ASK Investment Managers Private Limited)

### Notes to the financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

#### Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information (Continued)

##### 1 Employee benefits (Continued)

##### (d) Components of defined benefit plan cost:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016 (Proforma)
<b>Recognised in Restated Ind AS Standalone Summary</b>			
<b>Statement of profit and loss</b>			
Current service cost	2.78	2.27	1.24
Interest cost / (income) (net)	1.41	1.28	0.39
Expected return on plan assets	-	-	-
Past service cost (non-vested benefits)	0.11	-	-
Past service cost (vested benefits)	5.79	-	-
Unrecognised Past Service Cost- non vested benefits	(0.06)	-	-
<b>Total</b>	<b>10.03</b>	<b>3.55</b>	<b>1.63</b>
<b>Recognised in OCI</b>			
Remeasurement of net defined benefit liability/(asset)	(0.04)	2.91	5.18
Return on plan assets excluding net interest	(0.03)	0.02	(0.02)
<b>Cumulative post employment (gains) recognised in OCI</b>	<b>(0.07)</b>	<b>2.93</b>	<b>5.16</b>

##### (e) Defined benefit obligations

##### i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016 (Proforma)
Discount rate	7.31%	6.69%	7.46%
Salary escalation rate	10.00%	10.00%	10.00%
Attrition rates	PS: 0 to 40 : 15%	PS: 0 to 40 : 15%	PS: 0 to 40 : 15%
Mortality	IALM(2006-08)Ult.	IALM(2006-08)Ult.	IALM(2006-08)Ult.

##### Notes:

##### 1. Discount rate

The discount rate are based on the benchmark yields available on Government Bonds at the valuation date with terms matching that of the liabilities.

##### 2. Salary escalation rate

The estimates of future salary increases takes into account the inflation, seniority, promotion and other relevant factors.

3. Assumptions regarding future mortality experience are set in accordance with the statistics published by the Life Insurance Corporation of India.

## ASK Investment Managers Limited

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### Notes to the financial Statements (Continued)

for the year ended March 31, 2018

(All amounts are in Rs. million)

#### Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information (Continued)

##### 1 Employee benefits (Continued)

##### (e) Defined benefit obligations (Continued)

##### ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
Discount rate (+/- 1%)	31.61	34.73	10.22	11.28	8.75	9.60
Salary escalation rate (+/- 1%)	34.17	32.08	10.96	10.50	9.31	9.00

The above sensitivity analysis have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.

##### iii. Asset liability comparisons

Particulars	March 31, 2014	March 31, 2015	March 31, 2016	March 31, 2017	March 31, 2018
PVO at end of the year	6.51	6.78	17.64	23.04	<b>33.04</b>
Plan Assets	1.48	1.96	1.48	2.01	<b>1.99</b>
Surplus / (deficit)	(5.03)	(4.82)	(16.16)	(21.03)	<b>(31.05)</b>
Experience adjustments on plan assets	(0.01)	0.02	0.01	(0.02)	<b>0.03</b>

##### (f) Compensated absences

The Company provides for accumulated compensated absences as at the balance sheet date using projected unit credit method based on actuarial valuation. The leave encashment on separation is paid on basic salary.

ASK Investment Managers Limited  
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Notes to the financial Statements (Continued)  
for the year ended March 31, 2018

(All amounts are in Rs. million)

Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information (Continued)

2. Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The carrying value and fair value of financial instruments by categories as of March 31, 2018, March 31, 2017 and March 31, 2016 (Proforma) are as

March 31, 2018	Carrying amount			Fair value			Total
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Financial assets</b>							
Cash and cash equivalents	-	8.03	8.03	-	-	-	-
Other bank balances	-	0.94	0.94	-	-	-	-
<b>Current investments:</b>							
- Investment in mutual funds	737.37	-	737.37	737.37	-	-	737.37
Trade receivables	-	1,123.50	1,123.50	-	-	-	-
Other current financial assets	-	20.63	20.63	-	-	-	-
<b>Non-current investments:</b>							
- Investment in debentures	25.41	-	25.41	-	12.36	13.05	25.41
- Investment in equity instruments	1.22	-	1.22	-	-	1.22	1.22
- Investment in venture capital funds	100.29	-	100.29	-	-	100.29	100.29
Trade receivables	-	-	-	-	-	-	-
Loans	-	10.89	10.89	-	-	-	-
	<b>864.29</b>	<b>1,163.99</b>	<b>2,028.28</b>	<b>737.37</b>	<b>12.36</b>	<b>114.56</b>	<b>864.29</b>
<b>Financial liabilities</b>							
Trade payables	-	396.56	396.56	-	-	-	-
Other current financial liabilities	-	0.33	0.33	-	-	-	-
	<b>-</b>	<b>396.89</b>	<b>396.89</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

March 31, 2017	Carrying amount			Fair value			Total
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Financial assets</b>							
Cash and cash equivalents	-	59.30	59.30	-	-	-	-
Other bank balances	-	0.93	0.93	-	-	-	-
<b>Current investments:</b>							
- Investment in mutual funds	127.05	-	127.05	127.05	-	-	127.05
Trade receivables	-	1,158.75	1,158.75	-	-	-	-
Other current financial assets	-	21.03	21.03	-	-	-	-
<b>Non-current investments:</b>							
- Investment in debentures	28.40	-	28.40	-	8.07	20.33	28.40
- Investment in equity instruments	1.08	-	1.08	-	-	1.08	1.08
- Investment in venture capital funds	55.41	-	55.41	-	-	55.41	55.41
Loans	-	10.03	10.03	-	-	-	-
	<b>211.94</b>	<b>1,250.04</b>	<b>1,461.98</b>	<b>127.05</b>	<b>8.07</b>	<b>76.82</b>	<b>211.94</b>
<b>Financial liabilities</b>							
Trade payables	-	663.54	663.54	-	-	-	-
Other Current financial liabilities	-	2.10	2.10	-	-	-	-
	<b>-</b>	<b>665.64</b>	<b>665.64</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

March 31, 2016 (Proforma)	Carrying amount			Fair value			Total
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Financial assets</b>							
Cash and cash equivalents	-	5.20	5.20	-	-	-	-
Other bank balances	-	0.95	0.95	-	-	-	-
<b>Current investments:</b>							
- Investment in mutual funds	182.43	-	182.43	182.43	-	-	182.43
Trade receivables	-	492.37	492.37	-	-	-	-
Other current financial asset	-	3.87	3.87	-	-	-	-
<b>Non-current investments:</b>							
- Investment in debentures	17.17	-	17.17	-	-	17.17	17.17
- Investment in equity instruments	1.08	-	1.08	-	-	1.08	1.08
- Investment in venture capital funds	34.66	-	34.66	-	-	34.66	34.66
Trade receivables	-	237.43	237.43	-	-	-	-
Loans	-	62.87	62.87	-	-	-	-
	<b>235.34</b>	<b>802.69</b>	<b>1,038.03</b>	<b>182.43</b>	<b>-</b>	<b>52.91</b>	<b>235.34</b>
<b>Financial liabilities</b>							
Non-current borrowings	-	1.26	1.26	-	-	-	-
Trade payables	-	491.81	491.81	-	-	-	-
Other financial liabilities	-	1.10	1.10	-	-	-	-
	<b>-</b>	<b>494.17</b>	<b>494.17</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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**Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**B. Measurement of fair values**

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

**Financial instruments measured at fair value**

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in debentures and venture capital funds	The valuation model considers the present value of expected payments using an appropriate discount rate	Investment specific risk adjusted discount rate provided by independent valuer.  Expected net project cash flows.	The estimated fair value would increase/(decrease) if there is a change in discount rate and/ or net estimated project cash flows.
Investment in equity - unquoted	Adjusted net asset value	The adjusted net asset value has been calculated by giving an illiquidity discount on the net asset of the entity's subsidiary company.	The estimated fair value would increase/(decrease) if there is a change in the net asset value of the subsidiary company.

**Transfers between Levels 1 and 2**

There were no transfers between level 1 and level 2.

**C. Financial instruments not measured at fair value**

The financial assets not measured at FVTPL include cash and cash equivalents, other bank balances, trade receivables and other financial asset. These are financial assets whose carrying amounts approximate fair value, due to their short-term nature.

Additionally, financial liabilities such as trade payables and other financial liabilities are not measured at FVTPL, whose carrying amounts approximate fair value, because of their short-term nature.

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**Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**D. Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

**i. Risk management framework**

The Company's activities expose it to a variety of financial risks : credit risk, liquidity risk and market risk. The Company manages these risks to seek minimum impact on its financial performance. The Company's principal financial asset include trade receivables.

**ii. Credit risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss.

The Company manages credit risk by periodically monitoring exposures with reference to their ageing and underlying credit risk mitigants.

The carrying amount of following financial assets represents the maximum credit exposure.

**Trade receivables**

In context of trade receivables and accrued income exposures from investment management business, the Company has a contractual right to remit / release customers funds after deducting any amounts due from customer. Thus, the Company does not estimate any credit risk in relation to such

Maximum exposure to credit risk for trade receivables by stream of revenue is as follows:

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Asset management, advisory and other fees	1,031.04	1,083.87	664.35
Support service fees	92.46	74.88	65.45
	<u>1,123.50</u>	<u>1,158.75</u>	<u>729.80</u>

**Impairment**

Ageing of trade receivables that were not impaired is as follows:

**i) Asset management, advisory and other fees**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Neither past due nor impaired			
Upto 180 days	1,015.07	1,076.87	664.35
180 days and more	15.97	7.00	-
Carrying amount of receivables	<u>1,031.04</u>	<u>1,083.87</u>	<u>664.35</u>

**ii) Support service fees**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Neither past due nor impaired			
Upto 180 days	92.46	74.88	65.45
Carrying amount of receivables	<u>92.46</u>	<u>74.88</u>	<u>65.45</u>

These comprises primarily receivables from Intra Group entities. Thus, the Company believes there is no credit risk.

**Cash and cash equivalents and other bank balances**

The cash and cash equivalents and other bank balances are held with reputed banks.

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**Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**iii. Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements.

As at March 31, 2018, the Company had a working capital of Rs. 1,766.75 million including cash and cash equivalents of Rs. 8.03 million and current investments of Rs. 737.37 million.

As at March 31, 2017, the Company had a working capital of Rs. 1,005.25 million including cash and cash equivalents of Rs. 59.30 million and current investments of Rs.127.05 million.

As at March 31, 2016 (Proforma), the Company had a working capital of Rs. 584.55 million including cash and cash equivalents of Rs. 5.20 million and current investments of Rs. 182.43 million.

The Company monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

As at March 31, 2018	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade payables	396.56	396.56	396.56	-	-	-
Other current financial liabilities	0.33	0.33	0.33	-	-	-

As at March 31, 2017	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade payables	663.54	663.54	663.54	-	-	-
Other current financial liabilities	2.10	2.10	2.10	-	-	-

As at March 31, 2016 (Proforma)	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade payables	491.82	491.82	308.60	183.22	-	-
Other current financial liabilities	1.10	1.10	1.10	-	-	-
5% Cumulative redeemable preference shares	1.19	1.19	-	1.19	-	-
5% Bonus cumulative redeemable preference shares	0.07	0.07	-	0.07	-	-

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**Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**iv. Market risk**

The primary market risk to the Company is foreign exchange risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

The objective of market risk management is to avoid excessive exposure in foreign currency revenues and costs.

The currency profile of financial assets and financial liabilities as at March 31, 2018, March 31, 2017 and March 31, 2016 (Proforma) are as below:

**Currency risk**

The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. The Company is exposed to currency risk on account of its trade receivables and trade payables denominated in foreign currency. The functional currency of the Company is Indian Rupee. The Company does not hedge foreign currency risk.

**Exposure to currency risk (exposure in different currencies converted to functional currency i.e. Rs.)**

The currency profile of financial assets and financial liabilities as at March 31, 2018, March 31, 2017 and March 31, 2016 (Proforma) are as below:

Particulars	March 31, 2018			
	USD	AED	GBP	SGD
<b>Financial assets</b>				
Cash and cash equivalents	0.01	1.27	-	-
Other bank balances	-	0.94	-	-
Trade receivables	134.82	-	1.99	14.22
Loans	10.14	-	-	-
Other financial assets	0.66	-	-	-
	<b>145.63</b>	<b>2.21</b>	<b>1.99</b>	<b>14.22</b>
<b>Financial liabilities</b>				
Trade payables	-	0.35	-	-
	<b>-</b>	<b>0.35</b>	<b>-</b>	<b>-</b>

Particulars	March 31, 2017			
	USD	AED	GBP	SGD
<b>Financial assets</b>				
Cash and cash equivalents	0.01	38.63	-	-
Other bank balances	-	0.93	-	-
Trade receivables	165.33	-	18.36	-
Loans	9.46	-	-	-
Other financial assets	0.18	-	-	-
	<b>174.98</b>	<b>39.56</b>	<b>18.36</b>	<b>-</b>
<b>Financial liabilities</b>				
Trade payables	-	0.38	-	-
	<b>-</b>	<b>0.38</b>	<b>-</b>	<b>-</b>

Particulars	March 31, 2016 (Proforma)			
	USD	AED	GBP	SGD
<b>Financial assets</b>				
Cash and cash equivalents	0.01	1.30	-	-
Other bank balances	-	0.95	-	-
Trade receivables	108.54	-	2.06	48.65
Loans	9.94	-	-	-
	<b>118.49</b>	<b>2.25</b>	<b>2.06</b>	<b>48.65</b>
<b>Financial liabilities</b>				
Trade payables	-	1.35	-	-
	<b>-</b>	<b>1.35</b>	<b>-</b>	<b>-</b>

The following significant exchange rates have been applied during the year.

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**Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information (Continued)**

**2. Financial instruments – Fair values and risk management (Continued)**

**iv. Market risk**  
**iv. Market risk (Continued)**

Particulars	Average rate			Year-end spot rate		
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
<b>INR</b>						
USD	65.07	64.81	66.43	65.07	64.81	66.36
AED	17.55	17.94	17.81	17.73	17.64	18.03
GBP	91.20	81.01	94.62	91.20	81.39	94.42
SGD	47.17	46.74	46.21	48.82	45.52	47.96

**Sensitivity analysis**

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against GBP/USD/AED at end of the year would have affected the measurement of financial instruments denominated in GBP/USD/AED and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in Rs. March 31, 2018	Profit and loss & Equity	
	Strengthening	Weakening
<b>5% Movement</b>		
USD	7.28	(7.28)
AED	0.09	(0.09)
GBP	0.10	(0.10)
SGD	0.71	(0.71)
	<b>8.18</b>	<b>(8.18)</b>

Effect in Rs. March 31, 2017	Profit and loss & Equity	
	Strengthening	Weakening
<b>5% Movement</b>		
USD	8.75	(8.75)
AED	1.96	(1.96)
GBP	0.92	(0.92)
SGD	-	-
	<b>11.63</b>	<b>(11.63)</b>

Effect in Rs. March 31, 2016 (Proforma)	Profit and loss & Equity	
	Strengthening	Weakening
<b>5% Movement</b>		
USD	5.92	(5.92)
AED	0.05	(0.05)
GBP	0.10	(0.10)
SGD	2.43	(2.43)
	<b>8.50</b>	<b>(8.50)</b>

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**Notes to the financial Statements (Continued)**  
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**Annexure XXXVIII Notes to Restated Ind AS Standalone Financial Information (Continued)**

**Interest rate risk**

The Company is exposed to interest risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing debentures will fluctuate because of fluctuations in the interest rates.

**Exposure to interest rate risk**

The Company's interest rate risk arises from interest bearing debentures and preference share borrowings. Such instruments exposes the Company to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to management of the Company is as follows.

Particulars	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
<b>Fixed-rate instruments</b>			
<u>Non-current investments:</u>			
- Investment in debentures	25.41	28.40	17.17
<u>Non-current financial liabilities:</u>			
- Borrowings	-	-	(1.26)
<b>Total (net)</b>	<b>25.41</b>	<b>28.40</b>	<b>15.91</b>

**Fair value sensitivity analysis for fixed-rate instruments**

The Company's fixed rate debentures are carried at fair value through profit and loss, thus any change in addition to change in interest rate risk, will impact the fair valuation of the investments.

**Cash flow sensitivity analysis for variable-rate instruments**

The Company does not have any financial instruments at variable rates.

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### Notes to the financial Statements (Continued)

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#### Annexure XXXVIII : Notes to Restated Ind AS Standalone Financial Information (Continued)

### 3 Share-based payment arrangements:

#### A. Description of share-based payment arrangements

##### i. Share option plans (Equity settled)

On February 1, 2012 and April 1, 2014, the Company has established share option plans that entitle the employees and the key management personnel to purchase the shares of the Company. Under these plans, holders of the vested options are entitled to purchase shares at the exercise price of the shares determined at the respective date of grant of options. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Grant date/ employees entitled	Number of instruments		Vesting conditions	Method of settlement	Contractual life of options
	Key Management Personnel	Employees			
Options granted on February 18, 2013	113,700 ^	-	These options shall vest immediately	Equity settled	15 years
Options granted on November 14, 2013	-	26,257	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	6 years (subsequently modified to 15 years)
Options granted on January 31, 2014	8,900 ^	-	These options shall vest immediately	Equity settled	15 years
Options granted on February 18, 2014	89,150	-	These options shall vest immediately	Equity settled	15 years
Options granted on February 16, 2015	36,696	-	These options shall vest immediately	Equity settled	15 years
Options granted on October 4, 2015	-	3,188	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years (subsequently modified to 15 years)
Options granted on October 28, 2016	12,986	-	These options shall vest immediately	Equity settled	15 years
Options granted on October 28, 2016 and December 1, 2016	13,367	-	These options shall vest within one year from the date of grant	Equity settled	15 years
Options granted to employees on January 10, 2017	-	2,448	Subject to continued employment with the Group Company from the date of grant of option till the date of vesting.	Equity settled	7 years
<b>Total share options granted till date</b>	<b>274,799</b>	<b>31,893</b>			

^ Of the options granted on February 18, 2013, 58,900 options were cancelled and 67,800 options were issued on January 31, 2014.

##### ii. Modifications to share options granted

#### A. Description of modifications to share options

##### (a) Increase in exercise period :

The exercise period of the options granted to the employees under the above ESOP schemes was initially for 6 to 7 years. However, in the financial year 2016-2017, the exercise period was increased to 15 years for outstanding options, accordingly the increase in fair value of the options will be recognised as an expense in the remaining vesting period.

##### (b) Swap of share options:

During the financial year 2016-2017, the Company granted 12,986 stock options to key management personnel of ASK Property Investment Advisors Private Limited (ASK PIA), subsidiary of the Company in lieu of surrender of 780,670 options held by the key management personnel in ASK PIA. The contractual life of the options is 15 years. Principles of modification accounting are applied since the options have been granted as a replacement for another share based option within the Group. Accordingly, the Company has recognised the incremental fair value.

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### Notes to the financial Statements (Continued)

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#### Annexure XXXVIII : Notes to Restated Ind AS Standalone Financial Information (Continued)

##### 3 Share-based payment arrangements: (Continued)

##### B. Measurement as a result of modification

###### (a) Increase in exercise period :

The incremental fair value granted as a result of increase in exercise period as on the date of modification ranges from Rs. 11.21 to Rs. 138.98 per option. The incremental fair value has been ascertained using the Black - Scholes Option pricing model.

###### (b) Swap of share options:

###### Swap of ASK PIA shares for ASK IM shares :

The incremental fair value as a result of swap of share options on the date of swap is Nil. The incremental fair value has been ascertained using the Black and Scholes option pricing model.

For information on the inputs used in the measurement of fair value of the modified equity-settled share based payment options refer below table :

Particulars	For the year ended March 31, 2017
Incremental fair value as on date of modification	NIL
Share price as on grant date	Rs. 14,329.00
Exercise price	Rs. 15,532.63
Expected volatility (weighted average volatility)	40.32%
Expected life (expected weighted average life)	4.42 years
Expected dividends	0.43%
Risk- free interest rate (based on government bonds)	6.64%

##### B. Measurement of fair values

###### Equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using Black-Scholes Option pricing model.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment options granted during the year are as follows:

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016 (Proforma)	
	Share option plans for KMP	Share option plans for Employees	Share option plans for KMP	Share option plans for Employees	Share option plans for KMP	Share option plans for Employees
Fair value as on grant date	-	-	Rs. 5,632.32	Rs. 5,670.69	-	Rs. 3,473.69
Share price as on grant date	-	-	Rs. 14,329.00	Rs. 14,329.00	-	Rs. 8,108.30
Exercise price	-	-	Rs. 15,532.63	Rs. 15,532.63	-	Rs. 8,108.30
Expected volatility (weighted average volatility)	-	-	43.78%	44.54%	-	40.51%
Expected life (expected weighted average life)	-	-	4.32 years	4.21 years	-	5.00 years
Expected dividends	-	-	0.53%	0.54%	-	1.04%
Risk- free interest rate (based on government bonds)	-	-	6.00%	6.25%	-	7.17%
Method used to determine expected volatility	The expected volatility is based on price volatility of listed companies in same or similar industry.					

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### Notes to the financial Statements (Continued)

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#### Annexure XXXVIII : Notes to Restated Ind AS Standalone Financial Information (Continued)

##### 3 Share-based payment arrangements: (Continued)

##### C. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option programmes were as follows.

	Number of options March 31, 2018	Weighted average exercise price March 31, 2018	Number of options March 31, 2017	Weighted average exercise price March 31, 2017	Number of options March 31, 2016 (Proforma)	Weighted average exercise price March 31, 2016 (Proforma)
<b>(A) Equity-settled share-based payments:</b>						
Options outstanding as at the beginning of the year	243,329	Rs. 4,778.81	277,891	Rs. 3,101.91	274,703	Rs. 3,043.81
Add: Options granted during the year	-	-	28,801	Rs. 15,532.63	3,188	Rs. 8,108.30
Less: Options lapsed during the year	-	-	1,611	Rs. 3,073.91	-	-
Less: Options exercised during the year	-	-	61,752	Rs. 2,292.58	-	-
Options outstanding as at the year end	<b>243,329</b>	<b>Rs. 4,778.81</b>	<b>243,329</b>	<b>Rs. 4,778.81</b>	<b>277,891</b>	<b>Rs. 3,101.91</b>

The options outstanding as at March 31, 2018 had an exercise price in the range of Rs. 2,078.90 to Rs. 15,532.63 (March 31, 2017 : Rs. 2,078.90 to Rs. 15,532.63, March 31, 2016 : Rs. 2,078.90 to Rs. 8,108.30) and a weighted-average contractual life of 11.33 years (March 31, 2017 : 12.30 years and March 31, 2016 : 12.01 years).

##### D. Expense recognised in statement of profit and loss

Refer Annexure XXIV on Employee benefit expense, for share based payment expense charged to Statement of profit and loss.

##### E. Refer Annexure XXXX for subsequent events

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**Annexure XXXVIII : Notes to Restated Ind AS Standalone Financial Information (Continued)**

**4 Disclosure on Specified Bank Notes:**

During the previous year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes ("SBN") held and transaction during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	0.01	0.10	0.11
(+) Permitted receipts	-	0.20	0.20
(-) Permitted payments	-	0.19	0.19
(-) Amount deposited in Banks	0.01	-	0.01
Closing cash in hand as on December 30, 2016	-	<b>0.11</b>	<b>0.11</b>

No disclosure on SBN has been made for the financial year ended March 31, 2018 as they do not pertain to the current year.

For the purpose of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the November 8, 2016.

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Standalone Statement of Assets and Liabilities of the Company.
2. The above statement should be read with Notes to Restated Ind AS Standalone Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

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**Annexure XXXIX : Restated Ind AS Standalone Summary Statement of capital management**

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through the optimization of the debt and equity balance.

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's capital management is to maximize shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total liabilities less cash and cash equivalent.

Particulars	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)
Total liabilities	<b>1,060.59</b>	1,298.09	881.63
Less - Cash and cash Equivalents	<b>(8.03)</b>	(59.30)	(5.20)
<b>Adjusted net debt</b>	<b>1,052.56</b>	<b>1,238.79</b>	<b>876.43</b>
Total equity	<b>4,221.05</b>	3,252.16	2,126.53
Adjusted net debt to equity ratio	<b>0.25</b>	0.38	0.41

**Notes:**

1. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.
2. The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V and information appearing from Annexure VII to Annexure XXXX.

**ASK Investment Managers Limited**  
(formerly known as ASK Investment Managers Private Limited)

**Notes to the financial Statements (Continued)**  
for the year ended March 31, 2018

(All amounts are in Rs. million)

**Annexure XXXX : Restated Ind AS Standalone Summary Statement of subsequent events**

**Subsequent events**

- (a) AI Global Investments (Cyprus) PCC Limited transferred 3,29,755 equity shares out of 5,49,592 equity shares to its wholly owned subsidiary Sherlockal Holdings Limited on May 4, 2018.
- (b) The Authorized share capital of the Company was altered pursuant to Shareholder's approval vide EGM dated May 10, 2018 resulting in to 10,00,00,000 equity shares of Rs. 2/- each.
- (c) The Company has granted 2,724,827 Employee Stocks Options (ESOPs) under ESOP 2014 Scheme to the employees of the subsidiaries in lieu of surrendering their ESOPs held in the respective subsidiaries mentioned below.

Name of the subsidiaries	ESOPs granted to employees	ESOPs surrendered by employees
ASK Wealth Advisors Private Limited	2,649,669	7,512,791
ASK Property Investment Advisors Private Limited	75,158	160,665

- (d) The Board of Directors of the Company at its meeting dated June 1, 2018 recommended a share based employee benefit scheme named Employee Stock Appreciation Rights Plan 2018 i.e. ESAR 2018, which was approved by the Shareholders vide EGM dated June 21, 2018.
- (e) Preferential allotment of 2,67,345 equity shares of Rs. 2/- each was made to Mr. Amit Bhagat, CEO & Managing Director of ASK Property Investment Advisors Private Limited for consideration other than cash pursuant Share Swap Option Agreement dated October 28, 2016. This allotment was approved by the Shareholders vide EGM dated June 21, 2018.
- (f) Above does not have any impact on the financial statements for the year ended March 31, 2018.

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of  
**ASK Investment Managers Limited**  
CIN No: U65993MH2004PLC147890

**Manoj Kumar Vijai**  
Partner  
Membership No: 046882

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

Mumbai  
Date : 28 July 2018

**Himanshoo Bohara**  
Chief Financial Officer

**Lal Tendu Acharya**  
Company Secretary

Mumbai  
Date : 27 July 2018

**Private and confidential**

The Board of Directors  
ASK Investment Managers Limited  
Birla Aurora, 16 Level, Office Floor 9  
Dr. Annie Besant Road, Worli  
MUMBAI 400 030

Auditor's Report on Restated Previous GAAP Consolidated Financial Information as at and for the years ended 31 March 2015 and 31 March 2014 in connection with the Initial Public Offering of ASK Investment Managers Limited.

Dear Sirs

- 1) We have examined the attached Restated Previous GAAP Consolidated Financial Information of ASK Investment Managers Limited (formerly ASK Investment Managers Private Limited) (the "Company") and its subsidiaries and joint venture (together referred as the "Group") which comprise of the restated Previous GAAP consolidated summary statement of assets and liabilities as at 31 March 2015 and 31 March 2014, the restated Previous GAAP consolidated summary statement of profit and loss, and the restated Previous GAAP consolidated summary statement of cash flows for each of the years ended 31 March 2015 and 31 March 2014 read together with the summary of significant accounting policies, the annexures and notes thereto and other restated previous GAAP consolidated financial information explained in paragraph 7 below (collectively, together with the notes and annexures thereto, the "Restated Previous GAAP Consolidated Financial Information"), for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offer (the "IPO"). The Restated Previous GAAP Consolidated Financial Information have been approved by the Board of Directors of the Company at its meeting held on 27 July 2018 and is prepared in terms of the requirements of :
  - a. section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Companies Act");
  - b. the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (the "SEBI ICDR Regulations"); and
  - c. the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "ICAI") (the "Guidance Note").
- 2) The preparation of the Restated Previous GAAP Consolidated Financial Information is the responsibility of management of the Company for the purpose set out in paragraph 10 below. Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Previous GAAP Consolidated Financial Information. Management is also responsible for identifying and ensuring that the Company complies with the Companies Act, the SEBI ICDR Regulations and the Guidance Note.

- 3) We have examined such Restated Previous GAAP 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 5 June 2018 in connection with the proposed issue of equity shares of the Company; and
  - b. the Guidance Note.
- 4) The Restated Previous GAAP Consolidated Financial Information have been compiled by management from the audited consolidated financial statements of the Group as at and for the years ended 31 March 2015 and 31 March 2014 prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, and which have been approved by the Board of Directors at their meeting held on 31 August 2015 and 25 September 2014, respectively.
- 5) The audits of the consolidated financial statements of the Group for the financial years ended 31 March 2015 and 31 March 2014 were conducted and reported upon by the previous auditors Deloitte Haskins & Sells, Chartered Accountants, and accordingly reliance has been placed on the Restated Previous GAAP Consolidated Financial Information examined by them for the years ended 31 March 2015 and 31 March 2014. The financial report included for these years, i.e. years ended 31 March 2015 and 31 March 2014 are based solely on the report dated 28 July 2018 submitted by Deloitte Haskins & Sells, Chartered Accountants. Deloitte Haskins & Sells, Chartered Accountants, have also confirmed that the Restated Previous GAAP Consolidated Financial Information:
  - a) have been made after incorporating adjustments for change in accounting policies regrouping/ reclassification retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting years;
  - b) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
  - c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Previous GAAP Consolidated Financial Information in the respective financial years and do not contain any qualification requiring adjustments.
- 6) Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:
  - a. The restated Previous GAAP consolidated summary statement of assets and liabilities of the Group as at 31 March 2015 and 31 March 2014 examined and reported upon by previous auditors Deloitte Haskins & Sells, Chartered Accountants, on which reliance has been placed by us, as set out in Annexure I of the Restated Previous GAAP Consolidated Financial Information to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in in Annexure IV A to the Restated Previous GAAP Consolidated Financial Information.

- b. The restated Previous GAAP consolidated summary statement of profit and loss of the Group for each of years ended 31 March 2015 and 31 March 2014 examined and reported upon by previous auditors Deloitte Haskins & Sells, Chartered Accountants, on which reliance has been placed by us, as set out in Annexure II of the Restated Previous GAAP Consolidated Financial Information to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure IV A to the Restated Previous GAAP Consolidated Financial Information.
  - c. The restated Previous GAAP consolidated summary statement of cash flows of the Group for each of the year ended 31 March 2015 and 31 March 2014 examined and reported upon by previous auditors Deloitte Haskins & Sells, Chartered Accountants, on which reliance has been placed by us, as set out in Annexure III to the Restated Previous GAAP Consolidated Financial Information have been arrived at after making adjustments and regroupings/reclassifications as in our opinion were appropriate and more fully described in the notes appearing in Annexure IV A to the Restated Previous GAAP Consolidated Financial Information.
  - d. Based on the above and according to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors Deloitte Haskins & Sells, Chartered Accountants, we further report that the Restated Previous GAAP Consolidated Financial Information:
    - i. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
    - ii. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
    - iii. do not contain any extra-ordinary items that need to be disclosed separately and do not contain any qualification requiring adjustments.
- 7) We have also examined the following other Restated Previous GAAP Consolidated Financial Information of the Group as set out in the Annexures prepared by management and approved by the Board of Directors of the Company at its meeting held on 27 July 2018 for each of the years ended 31 March 2015 and 31 March 2014.

Annexure - V : Restated Previous GAAP Consolidated summary statement of share capital
Annexure - VI : Restated Previous GAAP Consolidated summary statement of reserves and surplus
Annexure - VII : Restated Previous GAAP Consolidated summary statement of long - term Borrowings
Annexure - VIII : Restated Previous GAAP Consolidated summary statement of Long trade Provisions
Annexure - IX : Restated Previous GAAP Consolidated summary statement of other Long Term Liabilities
Annexure - X : Restated Previous GAAP Consolidated summary statement of Trade Payables, Other Current Liability and Short-Term Provision
Annexure - XI : Restated Previous GAAP Consolidated summary Statement of Fixed Assets
Annexure - XII : Restated Previous GAAP Consolidated summary statement of non - current investments
Annexure - XIII : Restated Previous GAAP Consolidated summary statement of deferred tax assets and liability
Annexure - XIV : Restated Previous GAAP Consolidated summary statement of long - term loans and advances and Other Non-Current Assets (unsecured, considered good)
Annexure - XV : Restated Previous GAAP Consolidated summary statement of current investments
Annexure - XVI : Restated Previous GAAP Consolidated summary Statement of Trade Receivables and Cash and bank balances
Annexure - XVII : Restated Previous GAAP Consolidated summary Statement of Short – term Loans and Other Current Assets

Annexure - XVIII : Restated Previous GAAP Consolidated summary Statement of Revenue from operations
Annexure - XIX : Restated Previous GAAP Consolidated summary Statement of Other Income
Annexure - XX : Restated Previous GAAP Consolidated summary Statement of Expenses
Annexure - XXI : Earnings Per Share
Annexure - XXII : Restated Previous GAAP Consolidated summary Statement of contingent liability and capital and other commitments
Annexure - XXIII : Restated Previous GAAP Consolidated summary Statement of Accounting Ratios
Annexure - XXIV : Statement of Dividend Declared and Paid
Annexure - XXV : Other notes forming part of restated previous GAAP consolidated financial information

According to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors Deloitte Haskins & Sells, Chartered Accountants, in our opinion, the Restated Previous GAAP Consolidated Financial Information of the Group as at and for the years ended 31 March 2015 and 31 March 2014, and the above mentioned other restated Previous GAAP consolidated financial information contained in Annexures V to XXV of the Restated Previous GAAP Consolidated Financial Information accompanying this report, read with restated summary of significant accounting policies disclosed in Annexure IV B of the Restated Previous GAAP Consolidated Financial Information have been prepared after making adjustments and regroupings as considered appropriate as disclosed in Annexure IV A and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note.

- 8) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the previous auditors Deloitte Haskins & Sells, Chartered Accountants, nor should this report be construed as a new opinion on any of the consolidated financial statements referred to herein.
- 9) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 10) Our report is intended solely for use of management for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus, to be filed with the Securities and Exchange Board of India, the National stock exchange of India Limited, BSE Limited where the equity shares are proposed to be listed and Registrar of Companies, Maharashtra situated in Mumbai in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

**For B S R & Co. LLP**  
*Chartered Accountants*  
Firm's Registration No: 101248W/W-100022

**Manoj Kumar Vijai**  
*Partner*  
Membership No: 046882

Mumbai  
28 July 2018

Annexure I - Restated Previous GAAP Consolidated Summary Statement of Assets and Liabilities

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	Annexure No.	As at	
		March 31, 2015	March 31, 2014
<b>I EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	V	11.36	11.36
Reserves and surplus	VI	832.59	379.75
		<b>843.95</b>	<b>391.11</b>
Minority Interest		16.18	8.78
<b>Non-current liabilities</b>			
Long-term borrowings	VII	1.32	20.63
Long-term provisions	VIII	80.08	35.98
Other long term liabilities	IX	0.84	0.45
		<b>82.24</b>	<b>57.06</b>
<b>Current liabilities</b>			
Trade payables	X(a)		
(i) Due to micro and small enterprises		0.01	0.10
(ii) Due to others		160.05	41.60
Other current liabilities	X (b)	197.51	68.46
Short-term provisions	X (c)	289.82	95.18
		<b>647.39</b>	<b>205.34</b>
<b>TOTAL</b>		<b>1,589.76</b>	<b>662.29</b>
<b>II ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	XI	14.02	25.77
Intangible assets		3.55	8.66
Capital work-in-progress		2.21	-
		<b>19.78</b>	<b>34.43</b>
Non-current investments	XII	29.75	10.71
Deferred tax assets	XIII	48.15	17.25
Long-term loans and advances	XIV (a)	247.51	187.85
Other non-current assets	XIV (b)	272.61	96.39
		<b>598.02</b>	<b>312.20</b>
<b>Current assets</b>			
Current investments	XV	354.80	97.73
Trade receivables	XVI (a)	549.68	126.45
Cash and bank balances	XVI (b)	22.45	74.76
Short-term loans and advances	XVII (a)	44.07	16.70
Other current assets	XVII (b)	0.96	0.02
		<b>971.96</b>	<b>315.66</b>
<b>TOTAL</b>		<b>1,589.76</b>	<b>662.29</b>

**Note:**

The above statement should be read with the basis of preparation and significant accounting policies appearing in Annexure IV B and Statement of material adjustments and regroupings appearing in Annexure IV A to the restated consolidated financial information.

As per our report of even date

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

On behalf of Board of Directors

**Manoj Kumar Vijai**  
Partner  
Membership No: 046882

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

**Himanshoo Bohara**  
Chief Financial Officer

**Lalatendu Acharya**  
Company Secretary

Mumbai  
Date : July 28, 2018

Mumbai  
Date : July 27, 2018

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure II - Restated Previous GAAP Consolidated Summary Statement of Profit and Loss

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	Annexure No.	For the year ended	
		March 31, 2015	March 31, 2014
<b>I INCOME</b>			
Revenue from operations	XVIII	1,844.91	780.60
Other income	XIX	14.75	14.91
<b>Total income</b>		<b>1,859.66</b>	<b>795.51</b>
<b>II EXPENDITURE</b>			
Employee benefits expense	XX (a)	702.12	444.52
Finance cost	XX (b)	10.74	7.43
Depreciation and amortization expenses	XI	24.30	11.39
Other expenses	XX (c)	509.85	207.78
Goodwill on consolidation written off		10.01	-
<b>Total expenses</b>		<b>1,257.02</b>	<b>671.12</b>
<b>III RESTATED CONSOLIDATED PROFIT BEFORE TAX (I- II)</b>		<b>602.64</b>	<b>124.39</b>
<b>IV Tax expense</b>			
- Income taxes			
- Current tax		222.03	30.01
for earlier year		-	0.32
- MAT Credit		(0.01)	-
- Deferred tax (credit)/ charge		(30.90)	0.51
<b>V RESTATED CONSOLIDATED PROFIT BEFORE MINORITY INTEREST (III- IV)</b>		<b>411.52</b>	<b>93.55</b>
Less: Minority interest		(8.51)	(6.35)
<b>VI RESTATED CONSOLIDATED PROFIT AFTER TAX</b>		<b>403.01</b>	<b>87.20</b>
<b>VII Earnings per equity share</b>	<b>XXI</b>		
Basic earnings per share (₹)		6.14	1.33
Diluted earnings per share (₹)		5.68	1.30

**Note:**

The above statement should be read with the basis of preparation and significant accounting policies appearing in Annexure IV B and Statement of material adjustments and regroupings appearing in Annexure IV A to the restated consolidated financial information.

As per our report of even date

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

On behalf of Board of Directors

**Manoj Kumar Vijai**  
Partner  
Membership No: 046882

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

Mumbai  
Date : July 28, 2018

**Himanshoo Bohara**  
Chief Financial Officer

**Lalatendu Acharya**  
Company Secretary

Mumbai  
Date : July 27, 2018

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure III - Restated Previous GAAP Consolidated Summary Statement of Cash Flows

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Particulars	For the year ended	
	March 31, 2015	March 31, 2014
<b>A Cash flows from operating activities</b>		
<b>Restated profit before tax and minority interest</b>	<b>602.64</b>	<b>124.39</b>
<u>Adjustments for:</u>		
Depreciation and amortisation expense	24.30	11.39
Loss on sale of fixed assets	1.02	0.01
Goodwill written off	10.01	-
Finance cost	10.74	7.44
Bad debts	5.31	4.45
Advances written Off	-	3.09
Dividend income	(11.86)	(6.01)
Dividend income from venture capital fund ASK Pravi Private Equity Opportunities Fund	(0.21)	(0.34)
Interest on debentures	(0.94)	-
Interest income	(0.19)	(0.08)
Loss on sale/write-off of Investments	-	0.42
Employees' stock options (grants) expense	38.58	-
Credit balances written back	-	(3.65)
<b>Operating profit before working capital changes</b>	<b>679.40</b>	<b>141.11</b>
<u>Changes in working capital</u>		
Increase in long term provisions	44.10	35.37
Increase in other long term liabilities	0.39	0.45
Increase in trade payables	118.35	7.59
Increase in other current liabilities	128.59	33.06
Increase in short term provisions	114.89	6.26
Decrease / (Increase) in long term advances	(2.36)	1.52
(Increase) / Decrease in trade receivables	(428.51)	17.08
(Increase) / Decrease in short term loans and advances	(27.37)	28.15
Increase in other assets	(176.22)	(25.65)
<b>Cash flows (used in) operating activities</b>	<b>451.26</b>	<b>244.94</b>
Foreign exchange loss on consolidation	(0.95)	(0.39)
Income tax paid (net of refund)	(199.41)	(19.57)
<b>Net cash generated from operating activities</b>	<b>250.90</b>	<b>224.98</b>
<b>B Cash flows from investing activities</b>		
Purchase of fixed assets	(10.87)	(7.05)
Proceeds from sale of fixed assets	0.08	0.32
Purchase of non current Investments	(19.04)	(5.65)
Purchase of current investments mutual fund	(1,885.40)	(777.39)
Sale of current investments mutual fund	1,640.19	757.01
Interest received	0.19	0.08
<b>Net cash (used in) / generated from investing activities</b>	<b>(274.85)</b>	<b>(32.68)</b>
<b>C Cash flows from financing activities</b>		
Proceeds from issue of share capital to minority shareholders	13.95	8.51
Paid to minority shareholders for stake buyout	(12.72)	-
Redemption of preference shares	-	(1.19)
Refund of share application money	-	(28.46)
Proceedings/(Repayment) of borrowing (Net)	(18.69)	(104.03)
Payment of dividend and tax there on	(0.03)	(0.08)
Finance cost	(10.91)	(8.31)
<b>Net cash generated from financing activities ( C)</b>	<b>(28.40)</b>	<b>(133.56)</b>
Net (decrease)/increase in cash and cash equivalents ( A + B + C )	(52.35)	58.74
Cash and cash equivalents at the beginning of the year	72.88	14.14
	<b>20.53</b>	<b>72.88</b>

Notes:

(All amounts in Millions Rupees except for share data or as otherwise stated)		
1) Components of cash and cash equivalents	As at	
	March 31, 2015	March 31, 2014
Cash on hand	0.10	0.11
Balance with banks		
- Current accounts	20.43	72.77
	<b>20.53</b>	<b>72.88</b>

- 2) The above statement should be read with the basis of preparation and significant accounting policies appearing in Annexure IV B and Statement of material adjustments and regroupings appearing in Annexure IV A to the restated financial information.

As per our report of even date

For B S R & Co. LLP  
*Chartered Accountants*  
Firm's Registration No: 101248W/W-100022

On behalf of Board of Directors

**Manoj Kumar Vijai**  
*Partner*  
Membership No: 046882

**Sunil Rohokale**  
*CEO and Managing Director*  
DIN: 01896946

**Bharat Shah**  
*Director*  
DIN: 00312394

Mumbai  
Date : July 28, 2018

**Himanshoo Bohara**  
*Chief Financial Officer*

**Lalatendu Acharya**  
*Company Secretary*

Mumbai  
Date : July 27, 2018

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**  
**Annexure IV A : Statement on material adjustment to the audited Previous GAAP Consolidated Financial Statements**

**I. Material adjustments**

Summarised below are the restatement adjustments made to the audited consolidated financial statements for the year ended March 31, 2015 and March 31, 2014 and their impact on the profit of the Group:

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	For the year ended	
	March 31, 2015	March 31, 2014
<b>Profit after tax (as per Audited Consolidated Financial Statements) - (i)</b>	542.51	96.66
<b>Restatement Adjustments:</b>		
(a) Expenses relating to Asset Management Company ('AMC') business and preliminary expenses (Note A)	0.06	25.71
(b) Employee benefit expense - Bonus and incentives (Note B)	(158.54)	(27.78)
(c) Tax adjustments of previous years (Note C)	(0.04)	1.80
(d) Deferred tax impact on above adjustments (Note D)	27.53	(2.84)
<b>Total impact of restatement adjustments - (ii)</b>	<b>(130.99)</b>	<b>(3.11)</b>
<b>Profit after tax (as restated) - (iii) = (i) + (ii)</b>	<b>411.52</b>	<b>93.55</b>

**Opening reserve reconciliation**

	₹ in million
<b>Surplus in the Statement of Profit and Loss as at April 1, 2013 (as per Audited Consolidated Financial Statements) - (i)</b>	<b>(332.13)</b>
<b>Adjustment on account of Restatements:-</b>	
(a) Expenses relating to AMC business and preliminary expenses (Note A)	(25.77)
(b) Employee benefit expense - Bonus and incentives (Note B)	(82.53)
(c) Tax adjustments of previous years (Note C)	(8.60)
(d) Deferred tax impact on above adjustments (Note D)	13.70
(e) Change in Minority Interest, due to restatement adjustments	2.43
<b>Total impact of restatement adjustments - (ii)</b>	<b>(100.77)</b>
<b>Surplus in the Statement of Profit and Loss as at April 1, 2013 (as restated) - (iii) = (i) + (ii)</b>	<b>(432.90)</b>

**Notes :**

- A) **AMC business expenses:** During the year ended 31 March, 2014, the Group had charged certain expenses related to AMC business to the statement of profit and loss, which is related to earlier year. All such expenses have been adjusted in the year to which it relates.

**Preliminary expenses of subsidiaries :** During the year ended March 31, 2014 and 2015, the subsidiaries had charged certain preliminary expenses to the Statement of Profit and Loss, which pertained to earlier year. All such expenses have been adjusted in the year to which it pertains.

- B) **Bonus and incentives :** The Group had recognized bonus expense relating to years ended 31 March, 2014 and 2015, in the subsequent years. These have been restated and recorded in the financial years ended 31 March, 2014 and 2015 i.e. to the year to which it relates.

- C) **Tax adjustment for previous year :** During the year ended 31 March, 2014 and subsequent years, the Group had recorded certain tax expenses of prior years in the statement of profit and loss. These have been adjusted in the years to which it relates.

- D) **Deferred tax on restated adjustments :** Deferred tax has been computed on restated adjustments as detailed above and adjusted in the restated profits or losses of respective years. The tax rate applicable to the respective years has been used to calculate the deferred tax impact on the restatement adjustments.

**II. Material regroupings:**

Appropriate adjustments have been made in the Restated Previous GAAP Consolidated Financial Information, wherever required by reclassification of corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited consolidated financial statements of the Company as at March 31, 2015.

**III. Significant Changes in Estimate**

Pursuant to the enactment of the Companies Act, 2013, during the year ended 31 March, 2015, the management has reviewed and re-estimated the useful lives and residual values of all its fixed assets which has resulted in higher charge of depreciation amounting to ₹ 12.35 million in that year.

For the purpose of Restated Previous GAAP Consolidated Financial Information these changes in estimates have not been restated.

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**  
**Basis of Preparation and Significant Accounting Policies**  
**Annexure IV B : Notes forming part of the Previous GAAP consolidated financial statements**

**1 Corporate Information**

ASK Investment Managers Limited (the "Company") together with its subsidiaries and jointly controlled entity (the "Group") is engaged in the business of providing equity and real estate portfolio management services under Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993 and investment advisory services to individuals and body corporates. The Company was incorporated in India on August 9, 2004. The address of registered office and the principal place of business of the Company is Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai - 400 030, India.

Pursuant to a special resolution passed by the shareholders of the Company on July 14, 2018, the Company was converted into a public limited company, the name of the Company was changed to 'ASK Investment Managers Limited' and the RoC issued a fresh certificate of incorporation consequent to conversion into a public limited company dated July 26, 2018.

**2 Basis of preparation**

The Company is proposing an Initial Public Offering (IPO) of its equity shares of face value of INR 2 each ('the Issue') under the Securities and Exchange Board of India ('SEBI') Issue of Capital and Disclosure Requirement Regulations 2009 as amended from time to time ('SEBI Regulations') and the relevant provisions of the Companies Act, 2013 ('the Act').

The Restated Previous GAAP Consolidated Summary Statement of Assets and Liabilities of the Company as at March 31, 2015 and March 31, 2014 and the Restated Previous GAAP Consolidated Summary Statement of Profit and Loss and the Restated Previous GAAP Consolidated Summary Statement of Cash flows, for years ended March 31, 2015 and March 31, 2014 (together referred as 'Restated Previous GAAP Consolidated Financial Information') and Other Previous GAAP Consolidated Financial Information have been compiled by the Management from the Audited Consolidated Financial Statements of the Company for the respective years ("Audited Consolidated Financial Statements") for the purpose of inclusion in the prospectus to be filed by the Company with the SEBI in connection with the Issue and listing of equity shares of the Company with Bombay Stock Exchange Limited(BSE) and National Stock Exchange of India Limited(NSE) (together 'the stock exchanges').

These Restated Previous GAAP Consolidated Financial information have been prepared to comply in all material respects the requirements of Section 26 of the Act and the SEBI Regulations 2009 and Guidance Note on reports in company prospectuses issued by the Institute of Chartered Accountants of India ('ICAI').

These Restated Previous GAAP Consolidated Financial information has been approved by the Board of Directors of the Company in their meeting held on July 27, 2018

These Restated Previous GAAP Consolidated Financial Information have been prepared and presented under the historical cost convention on an accrual basis of accounting and comply with the Accounting Standards specified under Companies (Accounting Standards) Rules 2006, as amended from time to time, read with the relevant provisions of the Act, as applicable. The accounting policies adopted by the company are applied consistently and are in accordance with generally accepted accounting principles and provisions of the Act.

**3 Significant Accounting Policies**

The Company has followed the same accounting policies in the preparation of the Restated Previous GAAP Consolidated Financial Information as those followed in preparation of the Audited Consolidated Financial Statements as on March 31, 2017. These Restated Previous GAAP Consolidated Financial Information should be read in conjunction with respective Audited Consolidated Financial Statements and the related notes.

**i) Operating Cycle**

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The normal operating cycle of the Company is considered to be of 12 months.

**ii) Presentation and disclosure in the financial statements**

The financial statements are presented and prepared according to Part I and Part II of Schedule III notified under the Act.

All assets and liabilities have been classified as current or non-current as per the normal operating cycle of the Company and other criteria as set out in the Schedule III to the Act.

**iii) Principles of Consolidation**

The consolidated financial statements have been prepared on the following basis:

- a) In respect of subsidiary companies, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after as far as possible eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Accounting Standard 21 -Consolidated Financial Statements.
- b) In respect of jointly controlled entity the financial statements have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, incomes and expenses on a proportionate basis to the extent of the Company's equity interest in such entity as per Accounting Standard 27 "Financial Reporting of Interests in Joint Ventures". The intra-group balances, intra-group transactions and unrealized profits or losses have been eliminated to the extent of the company's share in the entity.
- c) The financial statements of the subsidiary incorporated outside India which are in the nature of non-integral foreign operations are converted on the following basis: (a) Income and expenses are converted at the average rate of exchange applicable for the year and (b) All assets and liabilities are translated at the closing rate as on the Balance Sheet date. The exchange difference arising out of the year end translation is debited or credited as "Foreign Currency Translation Reserve" forming part of "Reserves and Surplus".

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**  
**Basis of Preparation and Significant Accounting Policies**  
**Annexure IV B : Notes forming part of the Previous GAAP consolidated financial statements**

- d) The financial statements of the subsidiaries and jointly controlled entity used in the consolidation are drawn up to the same reporting date as that of the Company, i.e. March 31, 2015 and March 31, 2014.
- e) Excess of cost over the Company's share in equity and reserves of the subsidiaries at the date of acquisition of shares is recognised in the consolidated financial statements as Goodwill, whereas excess of company's share in equity and reserves of the subsidiaries over the cost of acquisition is treated as Capital Reserve.
- f) Minority interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to the Group.
- g) Minority interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and equity of the Company's shareholders.
- h) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

**iv) List of Subsidiaries**

Name of the company	Country of Incorporation	% holding	
		as on March 31, 2015	as on March 31, 2014
<b>Subsidiaries</b>			
ASK Property Investment Advisors Pvt. Ltd.	India	92.58%	91.50%
ASK Property Advisory Services Pvt. Ltd.	India	100.00%	100.00%
ASK Trusteeship Services Pvt. Ltd.	India	100.00%	100.00%
ASK Financial Holdings Pvt. Ltd.	India	100.00%	100.00%
ASK Wealth Advisors Private Ltd.	India	94.68%	94.68%
ASK Capital Management PTE Ltd.	Singapore	100.00%	100.00%
<b>Sub-Subsidiaries</b>			
Subsidiary of ASK Wealth Advisors Pvt. Ltd. ASK Insurance Broking and Risk Management Services Pvt. Ltd.	India	100.00%	100.00%
<b>Jointly controlled entity</b>			
ASK Pravi Capital Advisors Pvt. Ltd.	India	50.00%	50.00%

**v) Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles in India requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future years.

**vi) Current / non-current classification**

All assets and liabilities are classified into current and non-current.

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

**vii) Fixed assets and depreciation**

**(a) Tangible assets:**

Tangible assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost represents cost of acquisition and other incidental expense related to acquisition, construction and installation and any directly attributable cost of bringing the assets in its working condition for its intended use. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

**(b) Intangible assets:**

Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase/completion is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

**(c) Depreciation/Amortisation**

**Financial Year 2013-14**

Leasehold Improvements and other Fixed Assets located at leased premises other than from promoters group are depreciated over the period of lease.

Depreciation on Fixed Assets [excluding those stated above], is provided on written down value method at the rates specified in Schedule XIV to the Companies Act, 1956.

Computer softwares are amortized at the rate of 40% on the written down value method. Other intangible assets are amortized over their useful life. The maximum period over which these can be amortized has been restricted to 10 years.

Assets individually costing Rs. 5,000 or less are fully depreciated in the year of purchase.

The Group provides pro-rata depreciation from the day the asset is ready to use and for any asset sold, till the date of sale.

**Financial Year 2014-15**

Leasehold Improvements and other Fixed Assets located at leased premises other than from promoters group are depreciated over the period of lease.

For the following categories of assets, [excluding those stated above], depreciation on tangible fixed assets has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

<b>Asset (Tangible)</b>	<b>Estimated useful life</b>
Furniture and fixtures	3 to 10 years
Computer hardware	3 to 6 years
Vehicles	8 years
Office equipment	3 to 5 years

Intangible assets are amortised over the estimated useful life as determined by the management and the same is in line with Schedule II to the Companies Act, 2013 which is mentioned as under:

<b>Assets (Intangible)</b>	<b>Estimated useful life</b>
Computer software	3 to 6 years

Assets individually costing Rs. 5,000 or less are fully depreciated in the year of purchase.

The Group provides pro-rata depreciation from the day the asset is ready to use and for any asset sold, till the date of sale.

**vii) Impairment of fixed assets**

The Group assesses at the each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists; the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciable historical cost.

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**  
**Basis of Preparation and Significant Accounting Policies**  
**Annexure IV B : Notes forming part of the Previous GAAP consolidated financial statements**

**viii) Revenue**

Fixed portfolio management fees are recognized on an accrual basis, in accordance with the terms of contract between the Group and the client. Performance linked portfolio management fees are recognised on an annual basis on achievement of benchmark return on portfolio scheme and recovered either at the end of the quarter following the portfolio anniversary dates as may be applicable to the respective portfolio account or as per agreement entered with the client.

Investment advisory fees, investment management fees and brokerage fees are recognized on an accrual basis in accordance with terms of the contract.

Financial advisory is recognized on an accrual basis at the time the services are rendered and an enforceable right to receive has arisen.

Commission income is accounted on an accrual basis in accordance with the terms of agreement with the counterparty.

Trusteeship fees are recognized on an accrual basis at the time the services are rendered and an enforceable right to receive has arisen.

Interest income is recognized on a time proportion basis.

Dividend income is recognized when the right to receive dividend is established.

Profit earned on sale of investments is recognised on trade date basis. Cost of investments is determined on first in first out basis.

**ix) Foreign currency transactions and translations**

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any, arising out of transactions settled during the year are recognized in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet dated at the closing exchange rates on that date. Non-monetary items of the Company are carried at historical cost. The exchange differences, if any are recognized in the statement of profit or loss and related assets and liabilities are accordingly restated in the balance sheet.

**x) Investments**

Investments are classified as long term or current based on intention of management at time of purchase. Investments that are intended to be held for not more than one year from the date on which such investments are made, are classified as current. All other investments are classified as long-term investments.

Long-term investments are stated at cost of acquisition. Provision for diminution is made to recognize a decline, other than temporary, in the value of investments.

Current investments are valued at the lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each individual investment.

**xi) Employee benefits**

**a) Provident fund**

The Group makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Group's contribution is recognized as an expense in the statement of profit and loss.

**b) Gratuity**

The Groups gratuity scheme is a defined benefit plan. The Group's net obligation in respect of the gratuity benefit is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method which recognises each period of service that give rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discount rate used for determining the present value are based on the market yields of government bonds as at the balance sheet date.

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

**c) Compensated absences**

The Group accrues the liability for compensated absences based on actuarial valuation as at the balance sheet date conducted by an independent actuary.

**d) Employee stock option scheme**

The Group has constituted Employee Stock Option Plan 2012 and Employee Stock Option Plan 2014. These plans provide for grant of options to employees of the Company and its subsidiaries to acquire equity shares of the Company that vest in a graded manner and that are to be exercised within a specified period. Employee Stock Options granted are accounted under 'intrinsic value method' as stated in the guidance note on Employee Share Based Payments issued by ICAI.

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**  
**Basis of Preparation and Significant Accounting Policies**  
**Annexure IV B : Notes forming part of the Previous GAAP consolidated financial statements**

**xii) Operating leases**

Company as a lessee

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on straight line basis over the lease term.

**xiii) Earnings per share**

The basic earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders by weighted average number of equity shares outstanding during the reporting year.

Diluted Earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the company by the weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities.

**xiv) Taxation**

**Current taxes**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rate as per the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum alternate tax (MAT) paid in accordance with tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax.

Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Group.

**Deferred taxes**

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax asset in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to tax on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off. Deferred tax assets are reviewed as at the each balance sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

**xv) Provisions and contingencies**

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingencies arising from claims, litigations, fines, penalties etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Contingent assets are not recognized in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

**xvi) Service tax input credit**

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing/ utilizing the credits.

**xvii) Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with original maturity of 3 months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**xviii) Restated Statement of Cash Flow**

The Restated Statement of Cash Flow has been prepared in accordance with indirect method. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure V : Restated Previous GAAP Consolidated Summary Statement of Share Capital

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As At			
	March 31,2015		March 31,2014	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised share capital</b>				
Equity shares of Rs. 10 each	8,750,000	87.50	8,750,000	87.50
Preference Shares of Rs.10 each	1,251,000	12.51	1,251,000	12.51
	<b>10,001,000</b>	<b>100.01</b>	<b>10,001,000</b>	<b>100.01</b>
<b>Issued, subscribed and fully paid up</b>				
Equity shares of Rs. 10 each	1,010,010	10.10	1,010,010	10.10
5% Cumulative Redeemable Preference Shares of Rs.10 each	119,350	1.19	119,350	1.19
5% Bonus Cumulative Redeemable Preference Shares (2013) of Rs.10 each	6,901	0.07	6,901	0.07
	<b>1,136,261</b>	<b>11.36</b>	<b>1,136,261</b>	<b>11.36</b>

**a) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year**

**i) Equity shares of Rs. 10 each**

At the beginning of the year	1,010,010	10.10	1,010,010	10.10
Add: Shares issued during the year	-	-	-	-
At the end of the year	<b>1,010,010</b>	<b>10.10</b>	<b>1,010,010</b>	<b>10.10</b>

**ii) 5% cumulative redeemable preference shares of Rs. 10 each**

At the beginning of the year	119,350	1.19	119,350	1.19
At the end of the year	<b>119,350</b>	<b>1.19</b>	<b>119,350</b>	<b>1.19</b>

**iii) 5% bonus cumulative redeemable preference shares of Rs. 10 each**

At the beginning of the year	6,901	0.07	-	-
Add: Issued during the year	-	-	126,251	1.26
Less: Bonus Shares issued partly redeemed subsequently	-	-	(119,350)	(1.19)
At the end of the year	<b>6,901</b>	<b>0.07</b>	<b>6,901</b>	<b>0.07</b>

**b) Rights, preferences and restrictions attached to equity shares/ preference shares**

**Equity Shares**

- (i) The Company has one class of equity shares having a par value of Rs. 10/- per share. The shares rank pari passu in all respects including voting rights and entitlement to dividends.

**Preference Shares**

- (i) The 5% cumulative redeemable preference shares of the company were redeemable at par at the end of 10 years from the date of allotment, but may be redeemed at any time after a period of 12 months from the date of allotment at the option of the company. These shares would carry fixed cumulative dividend of 5% per annum.
- (ii) The 5% bonus cumulative redeemable preference shares of the company would be redeemable at par at the end of 10 years from the date of allotment, but may be redeemed at any time from the date of allotment at the option of the company. These shares would carry fixed cumulative dividend of 5% per annum. The Company has partly redeemed these shares at par in the previous year. These shares carry fixed cumulative dividend of 5% per annum.

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure V : Restated Previous GAAP Consolidated Summary Statement of Share Capital

c) Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	As at			
	March 31,2015		March 31,2014	
	Number of shares	%	Number of shares	%
<b>Equity shares of Rs. 10 each fully paid</b>				
Asit Koticha	606,000	60.00%	606,000	60.00%
Sameer Koticha	404,000	40.00%	404,000	40.00%
<b>Preference shares of Rs. 10 each fully paid</b>				
Asit Koticha	75,750	60.00%	75,750	60.00%
Sameer Koticha	50,500	40.00%	50,500	40.00%

d) Aggregate number and class of shares allotted as fully paid up bonus shares for the period of 5 years immediately preceding the balance sheet date:

Particulars	Aggregate number of shares	
	March 31,2015	March 31,2014
<b><u>Equity shares with voting rights</u></b>		
Fully paid up by way of bonus shares	1,000,000	1,000,000
<b><u>Preference shares</u></b>		
Fully paid up by way of bonus shares	126,251	126,251

e) As at 31 March 2015 274,703 shares (Previous year 238,007) of Rs. 10 each were reserved for issuance towards outstanding Employees Stock Option granted (Refer point 4 of Annexure XXV).

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure VI : Restated Previous GAAP Consolidated Summary Statement of Reserves and Surplus

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
<b><u>Capital redemption reserve</u></b>		
Balance as at beginning of the year	3.98	4.05
Less: Used for issue of bonus preference shares during the year	-	(1.26)
Add : Transferred from General Reserve account towards redemption of Bonus Preference Shares	-	1.19
<b>Balance as at end of the year</b>	<b>3.98</b>	<b>3.98</b>
<b><u>Shares options outstanding account</u></b>		
Balance as at beginning of the year	-	-
Add : Amounts recorded on modification	38.58	-
<b>Balance as at end of the year</b>	<b>38.58</b>	<b>-</b>
<b><u>Securities premium account</u></b>		
Balance as at beginning of the year	683.40	683.40
<b>Balance as at end of the year</b>	<b>683.40</b>	<b>683.40</b>
<b><u>General reserve</u></b>		
Balance as at beginning of the year	31.50	32.69
Less : Transferred to Capital Redemption Reserve account towards redemption of Preference Shares	-	(1.19)
<b>Balance as at end of the year</b>	<b>31.50</b>	<b>31.50</b>
<b><u>Foreign currency translation reserve</u></b>		
Balance as at beginning of the year	(1.19)	(1.05)
Add: Change during the year	(1.03)	(0.14)
<b>Balance as at end of the year</b>	<b>(2.22)</b>	<b>(1.19)</b>
<b><u>Surplus in the Statement of Profit and Loss</u></b>		
Balance as at beginning of the year (as restated)	(338.68)	(432.90)
Add : Restated profit for the year	403.01	87.20
Add : Adjustment of Minority Interest	12.35	7.09
Less : Preference Dividend	(0.06)	(0.06)
Less : Tax on Preference Dividend	(0.01)	(0.01)
<b>Balance as at end of the year</b>	<b>76.61</b>	<b>(338.68)</b>
<b><u>Capital reserve</u></b>		
Balance as at beginning of the year	0.74	0.74
<b>Balance as at end of the year</b>	<b>0.74</b>	<b>0.74</b>
	<b>832.59</b>	<b>379.75</b>

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure VII -Restated Previous GAAP Consolidated Summary Statement of Long-Term Borrowings**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
<b>Long-term borrowings</b>		
<b>Term loans (secured)</b>		
From bank	0.36	0.63
From financial institution	0.96	-
<b>Unsecured loans</b>		
Term loan from bank	-	20.00
	<b>1.32</b>	<b>20.63</b>

**Maturity Profile**

1. Term Loan from HDFC Bank Outstanding : Repayable in 48 no of monthly instalment of Rs. 0.03 million from June 2013 to May 2017. Balance no of instalments payable 26. The loan bears interest of 10%.
2. Term Loan from BMW Financials Services Outstanding : Repayable in 36 no of monthly instalment of Rs. 0.06 million from Sep 2014 to Aug 2017. Balance no of instalments payable 29. The loan bears interest of 10%.
3. In previous year ICICI Bank Term Loan the repayment terms would be applicable on completion of full disbursement.

**Annexure VIII - Restated Previous GAAP Consolidated Summary Statement of Long Term Provisions**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
<b>Provision for employee benefits</b>		
- Provision for compensated absences (Refer point 8 of Annexure XXV)	2.97	3.42
- Other long term benefits	10.79	10.89
Provision for income tax	-	-
Provision for fringe benefit tax (Net of advance tax Rs. 1.32 million ; Previous year : Rs. 1.32 million)	0.12	0.12
Provision for performance fee	66.20	21.55
	<b>80.08</b>	<b>35.98</b>

**Annexure IX - Restated Previous GAAP Consolidated Summary Statement of Other Long Term Liabilities**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
Security deposit received	0.84	0.45
	<b>0.84</b>	<b>0.45</b>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure X - Restated Previous GAAP Consolidated Summary Statement of Trade Payables, Other Current Liabilities and Short-Term Provisions

(a) Trade payables

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
Total outstanding dues of micro enterprises and small enterprises	0.01	0.10
Others	160.05	41.60
	<b>160.06</b>	<b>41.70</b>

(b) Other current liabilities

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
Current maturities of long term debt	0.88	0.25
Interest accrued but not due on borrowings	0.04	0.20
Statutory liabilities	61.03	21.15
Income received in advance (unearned revenue)	133.89	46.28
Others	1.67	0.58
	<b>197.51</b>	<b>68.46</b>

(c) Short-term provisions

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
<u>Provision for Employee Benefits</u>		
- Provision for compensated absences (Refer point 8 of Annexure XXV)	0.09	0.10
- Provision for gratuity	7.21	6.18
Provision for proposed preference dividend	0.06	0.02
Provision for tax on proposed dividend	0.01	-
Provision for income tax	79.58	-
Provision for lease rent	0.12	0.12
Provision for bonus	202.75	88.76
	<b>289.82</b>	<b>95.18</b>

Note (a)

Provision for income tax is net of advance tax	142.47	-
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ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XI - Restated Previous GAAP Consolidated Summary Statement of Fixed Assets

**March 31, 2015** (All amounts in Millions Rupees except for share data or as otherwise stated)

Owned assets	Leasehold improvements	Furniture and fixtures	Computer Hardware	Office Equipments	Vehicles	Total
<b>Cost</b>						
At April 1, 2014	12.45	45.34	31.43	10.79	1.50	101.51
Additions	0.67	0.04	2.67	0.05	2.29	5.72
Disposals	(1.71)	(0.05)	(0.83)	(0.02)	-	(2.61)
Exchange differences	(0.15)	(0.01)	-	(0.05)	-	(0.21)
<b>At March 31, 2015</b>	<b>11.26</b>	<b>45.32</b>	<b>33.27</b>	<b>10.77</b>	<b>3.79</b>	<b>104.41</b>
<b>Depreciation</b>						
At April 1, 2014	8.12	33.02	28.22	6.27	0.11	75.74
Charge for the year	0.76	6.98	4.15	4.00	0.36	16.25
Disposals	(0.63)	(0.03)	(0.83)	(0.02)	-	(1.51)
Exchange differences	(0.05)	(0.01)	-	(0.03)	-	(0.09)
<b>At March 31, 2015</b>	<b>8.20</b>	<b>39.96</b>	<b>31.54</b>	<b>10.22</b>	<b>0.47</b>	<b>90.39</b>
<b>Net block</b>						
<b>At March 31, 2015</b>	<b>3.06</b>	<b>5.36</b>	<b>1.73</b>	<b>0.55</b>	<b>3.32</b>	<b>14.02</b>

**March 31, 2014** (All amounts in Millions Rupees except for share data or as otherwise stated)

Owned assets	Leasehold improvements	Furniture and fixtures	Computer Hardware	Office Equipments	Vehicles	Total
<b>Cost</b>						
At April 1, 2013	12.28	45.33	33.00	11.36	-	101.97
Additions	-	0.03	0.78	0.27	1.50	2.58
Disposals	(0.01)	(0.03)	(2.35)	(0.89)	-	(3.28)
Exchange differences	0.18	0.01	-	0.05	-	0.24
<b>At March 31, 2014</b>	<b>12.45</b>	<b>45.34</b>	<b>31.43</b>	<b>10.79</b>	<b>1.50</b>	<b>101.51</b>
<b>Depreciation</b>						
At April 1, 2013	7.20	30.02	28.33	6.05	-	71.60
Charge for the year	0.89	3.02	2.11	0.91	0.11	7.04
Disposals	-	(0.02)	(2.22)	(0.70)	-	(2.94)
Exchange differences	0.03	-	-	0.01	-	0.04
<b>At March 31, 2014</b>	<b>8.12</b>	<b>33.02</b>	<b>28.22</b>	<b>6.27</b>	<b>0.11</b>	<b>75.74</b>
<b>Net block</b>						
<b>At March 31, 2014</b>	<b>4.33</b>	<b>12.32</b>	<b>3.21</b>	<b>4.52</b>	<b>1.39</b>	<b>25.77</b>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XI - Restated Previous GAAP Consolidated Summary Statement of Fixed Assets

<b>March 31, 2015</b>		<b>(All amounts in Millions Rupees except for share data or as otherwise stated)</b>	
<b>Owned assets</b>		<b>Softwares</b>	<b>Total</b>
<b>Cost</b>			
At April 1, 2014		37.43	<b>37.43</b>
Additions		2.94	<b>2.94</b>
Disposals		-	-
Exchange differences		-	-
<b>At March 31, 2015</b>		<b>40.37</b>	<b>40.37</b>
<b>Amortization</b>			
At April 1, 2014		28.77	<b>28.77</b>
Charge for the year		8.05	<b>8.05</b>
Disposals		-	-
Exchange differences		-	-
<b>At March 31, 2015</b>		<b>36.82</b>	<b>36.82</b>
<b>Net block</b>			
<b>At March 31, 2015</b>		<b>3.55</b>	<b>3.55</b>
<b>March 31, 2014</b>			
<b>Owned assets</b>		<b>Softwares</b>	<b>Total</b>
<b>Cost</b>			
At April 1, 2013		32.95	<b>32.95</b>
Additions		4.48	<b>4.48</b>
Disposals		-	-
Exchange differences		-	-
<b>At March 31, 2014</b>		<b>37.43</b>	<b>37.43</b>
<b>Amortization</b>			
At April 1, 2013		24.42	<b>24.42</b>
Charge for the year		4.35	<b>4.35</b>
Exchange differences		-	-
<b>At March 31, 2014</b>		<b>28.77</b>	<b>28.77</b>
<b>Net block</b>			
<b>At March 31, 2014</b>		<b>8.66</b>	<b>8.66</b>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XII - Restated Consolidated Summary Statement of Non-Current Investments

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	Number of shares/units as at		Amount as at	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
<b>A. Investment in Debentures</b>				
Investment in debentures of Nobility Estates Pvt. Ltd.	12.00	-	12.00	-
<b>B. Investment in Venture Capital Fund</b>				
Class A1 units of ASK Pravi Private Equity Opportunities Fund of the Face Value of Rs.100,000/- each fully paid-up	150.00	105.00	15.14	10.64
Class B units of ASK Pravi Private Equity Opportunities Fund of the Face Value of Rs.10/- each fully paid-up	4,250.00	4,250.00	0.04	0.04
Class D of ASK Real Estate Special Opportunities Fund of the face value of Rs.10,000 each fully paid-up	3.00	3.00	0.03	0.03
Class C of ASK Real Estate Special Opportunities Fund-II of the face value of Rs.100,000 each fully paid-up	25.00	-	2.50	-
Class Z of ASK Real Estate Special Opportunities Fund-II of the face value of Rs.10 each fully paid-up	0.40	-	0.04	-
			<b>29.75</b>	<b>10.71</b>
Aggregate amount of listed but not quoted investments			12.00	-
Aggregate amount of unquoted investments			17.75	10.71

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XIII : Restated Previous GAAP Consolidated Summary Statement of Deferred tax assets and liabilities

(All amounts in Millions Rupees except for share data or as otherwise stated)

Taxation	As at	
	March 31, 2015	March 31, 2014

**Deferred tax asset comprises of:**

Deferred tax asset arising on account of timing differences on:

Depreciation and amortization	5.19	2.42
Expenses allowable on payment basis under Income Tax Act, 1961	42.96	14.83
	<b>48.15</b>	<b>17.25</b>
<b>Deferred tax assets (net)</b>	<b>48.15</b>	<b>17.25</b>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XIV - Restated Previous GAAP Consolidated Summary Statement of Long-term Loans and Advances and Other Non-Current Assets (unsecured, considered good)

a) Long-term loans and advances (unsecured and considered good)

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
Advance payment of taxes		
Income tax	228.00	170.89
Fringe benefit tax	0.04	0.04
Balances with government authorities		
- Service Tax credit receivable	11.80	8.96
Deposits	5.36	5.34
MAT credit receivable	0.01	-
Excess gratuity contribution over net obligation	0.04	0.07
Loans and advances to related parties	1.00	1.00
Income receivable from ASK Pravi Fund	0.55	0.34
Advance to others	0.26	0.85
Prepaid expenses	0.45	0.36
	<b>247.51</b>	<b>187.85</b>
<b>Note (a):</b> Advance income tax is net of provision for tax of	501.30	494.31

b) Other non-current assets (unsecured and considered good)

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
Long term trade receivable	272.61	96.39
	<b>272.61</b>	<b>96.39</b>

Annexure XV - Restated Previous GAAP Consolidated Summary Statement of Current Investments

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
Unquoted (At lower of cost or fair value)		
<u>Units in mutual funds</u>		
Birla Sunlife Savings Fund -Regular Daily Dividend - Reinvestment Plan of the Face Value of Rs.10/- each	354.80	97.73
	<b>354.80</b>	<b>97.73</b>

Annexure XVI - Restated Previous GAAP Consolidated Summary Statement of Trade Receivables and Cash and bank balances

(a) Trade receivables

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
<b>(Unsecured, considered good)</b>		
Outstanding for a period exceeding six months from the date they became due for payment	4.88	6.66
Other trade receivables	544.80	119.79
	<b>549.68</b>	<b>126.45</b>

(b) Cash and bank balances

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
<u>Cash and cash equivalents</u>		
Cash on hand (including foreign currency notes)	0.10	0.11
<u>Balances with Banks:</u>		
- Current accounts	20.43	72.77
	20.53	72.88
<u>Other bank balances</u>		
In deposit accounts with residual maturity of more than 12 months	1.92	1.88
	1.92	1.88
	<b>22.45</b>	<b>74.76</b>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XVII - Restated Previous GAAP Consolidated Summary Statement of Short-term Loans and Advances and Other Current Assets

a) Short-term loans and advances (Unsecured and considered good)

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Prepaid expenses	5.18	4.37
Loans and advances to related parties (Refer point 1 of Annexure XXV)	1.94	1.15
Loans and advances to employees	0.12	0.10
<u>Balances with Government authorities</u>		
- Service Tax credit receivable	24.68	3.29
- Advance Taxes	3.46	4.92
Other advances	8.69	2.87
	<b>44.07</b>	<b>16.70</b>

b) Other current assets

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Interest accrued on loans to related parties	0.02	0.02
Interest accrued on debentures	0.94	-
	<b>0.96</b>	<b>0.02</b>

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XVIII - Restated Previous GAAP Consolidated Summary Statement of Revenue from operations**

**Revenue from Operations**

**(All amounts in Millions Rupees except for share data or as otherwise stated)**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<u>Income from Services</u>		
Fund management, advisory and other fees	1,635.64	558.56
Financial product distribution and wealth advisory fees	209.27	222.04
	<b>1,844.91</b>	<b>780.60</b>

**Annexure XIX - Restated Previous GAAP Consolidated Summary Statement of Other Income**

**(All amounts in Millions Rupees except for share data or as otherwise stated)**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>	<b>Nature</b>
Net gain on foreign currency transactions and translation	0.95	1.05	Recurring
Credit Balances Written Back	-	3.65	Non recurring
Dividend income from current investments	11.86	6.01	Recurring
Miscellaneous Income	0.40	0.13	Recurring
Interest on Income Tax Refund	0.20	4.07	Recurring
Interest from banks on Fixed Deposits	0.19	0.08	Recurring
Dividend income from Venture Capital Fund	0.21	0.34	Recurring
Interest On Debentures	0.94	-	Recurring
Profit / (Loss) on sale of Mutual Fund	-	(0.42)	Non recurring
	<b>14.75</b>	<b>14.91</b>	

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XX - Restated Previous GAAP Consolidated Summary Statement of Expenses

a) Employee benefit expense

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Salaries, wages and bonus	672.73	415.08
Contribution to provident and other funds	21.50	21.65
Staff welfare expenses	7.89	7.79
	<b>702.12</b>	<b>444.52</b>

b) Finance costs

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Interest on borrowings	2.55	6.05
Interest on service and income tax	8.19	1.38
	<b>10.74</b>	<b>7.43</b>

c) Other expenses

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Membership and subscription fees	5.69	4.10
Printing and stationery	2.62	1.61
Postage and communication expenses	6.87	6.15
Electricity charges	6.43	6.15
Travelling and conveyance charges	20.51	14.33
Repairs and maintenance	8.05	7.83
Seminar fees	0.07	0.01
SEBI fees	0.17	0.17
Lease rent	44.22	44.90
Rates and taxes	3.24	1.19
Legal and professional	21.29	18.19
Auditors remuneration - Audit fees	3.02	3.03
Books and periodicals	0.26	0.24
Advertisement and business promotion	18.37	11.16
Insurance charges	2.23	2.19
Recruitment charges	13.05	2.34
Loss on sale / write off of fixed assets (Net)	1.02	0.01
Client referral/marketing fees	327.98	60.08
Client compensation expenses	-	0.25
Directors sitting fees	0.48	0.57
Donation	0.40	0.40
Advances recoverable written off	-	3.04
Bad trade receivables written off	5.31	4.45
Office expenses	7.48	5.35
Miscellaneous expenses	7.81	5.09
Brokerage on lease premises	-	0.14
Service tax cenvat credit written off	3.28	4.81
<b>Total</b>	<b>509.85</b>	<b>207.78</b>

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXI**

**Earnings Per Share (Before split of shares and bonus)**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
1 Calculation of weighted average number of equity shares - Basic		
(a) Number of Shares at the beginning of the year	1,010,010	1,010,010
(b) Shares issued during the year	-	-
<b>Total shares outstanding at the end of the year</b>	<b>1,010,010</b>	<b>1,010,010</b>
<b>Weighted average number of equity shares outstanding at the end of the year</b>	<b>1,010,010</b>	<b>1,010,010</b>
2 Calculation of weighted average number of equity shares - Diluted		
(a) Weighted Average number of shares at the beginning of the year	1,010,010	1,010,010
(b) Add: Potential equity shares	81,799	17,738
<b>Weighted average number of equity shares outstanding at the end of the year</b>	<b>1,091,809</b>	<b>1,027,748</b>
3 <b>Restated profit for the year</b>	<b>403.01</b>	<b>87.20</b>
Less: Preference dividend and tax thereon	0.08	0.07
<b>Restated net profit after tax and adjustments, available for equity shareholders</b>	<b>402.93</b>	<b>87.13</b>
4 <b>Earnings per share</b>		
Basic	398.94	86.27
Diluted	369.05	84.78

**Earnings per share (After split of shares and bonus)**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
1 Calculation of weighted average number of equity shares - Basic		
(a) Number of shares at the beginning of the year	65,650,650	65,650,650
(b) Shares issued during the year	-	-
<b>Total shares outstanding at the end of the year</b>	<b>65,650,650</b>	<b>65,650,650</b>
<b>Weighted average number of equity shares outstanding at the end of the year</b>	<b>65,650,650</b>	<b>65,650,650</b>
2 Calculation of weighted average number of equity shares - Diluted		
(a) Weighted average number of equity shares outstanding at the end of the year	65,650,650	65,650,650
(b) Add: Potential equity shares	5,316,933	1,152,995
<b>Weighted average number of equity shares outstanding at the end of the year</b>	<b>70,967,583</b>	<b>66,803,645</b>
3 <b>Restated profit for the year</b>	<b>403.01</b>	<b>87.20</b>
Less: Preference dividend and tax thereon	0.08	0.07
<b>Restated net profit after tax and adjustments, available for equity shareholders</b>	<b>402.93</b>	<b>87.13</b>
4 <b>Earnings per share</b>		
Basic	6.14	1.33
Diluted	5.68	1.30

Pursuant to Shareholder's resolution passed at the Extraordinary General Meeting (EGM) held on May 10, 2018, the equity share capital (Authorized, Issued and Paid-up) of the Company was subdivided from Rs. 10/- (Rupees ten) each to equity shares of Rs. 2/- (Rupees two) each. Further at the same meeting, the Shareholders approved issuance of Bonus shares to the existing shareholders in the ratio of 12:1 i.e twelve bonus equity shares for each existing equity shares. Accordingly, the exercise price and the outstanding employee stock options have been adjusted proportionately.

Accounting Standard 20 on "Earnings per share", requires an adjustment in the calculation of basic and diluted earnings per share for all the periods presented if the number of equity or potential equity shares outstanding change as a result of share split and bonus. Pursuant to the shareholders' consent to the share split and bonus at the EGM mentioned above, the weighted average numbers of shares and consequently the basic and diluted earnings per share have been accordingly adjusted in the financial statements for all the periods presented in accordance with Accounting Standard 20 on "Earnings per share".

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXII : Restated Previous GAAP Consolidated Summary Statement of contingent liabilities and capital and other commitments**

**a) Contingent liabilities:**

(All amounts in Millions Rupees except for share data or as otherwise stated)

<b>Particulars</b>	<b>Notes</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
Income tax demand in respect of which the Company has preferred on Appeal with higher authorities. Based on judicial pronouncements, the Group's claim is likely to be accepted by judicial authorities:			
AY 2011-12	1	1.99	-
AY 2008-09		4.09	1.02
AY 2010-11		0.25	0.76
AY 2012-13	2	6.72	0.20

**Notes:**

- 1 Total demand of Rs. 1.99 million will be adjusted towards Refund claimed for Rs. 20.42 million
- 2 Total demand of Rs. 6.72 million will be adjusted towards Refund claimed for Rs. 25.76 million

Further, in the opinion of the management, the Company has strong grounds and hence is likely to get succeed in each of the above assessments. In view thereof, no provision has been made in the books of account for the said demands.

**Service Tax**

The Service Tax Department has raised show cause notice during the year on the Company for FY 2009-10 raising a service tax demand amounting to Rs. 20.94 million. Notice is raised on ground that export of services amounting to Rs. 198.43 million shown under Service tax return for period April 2009 - September 2009 is deemed by department as not qualifying for export of services.

In the opinion of the management, the Company has strong grounds to show that services disclosed in return qualify for export of services and hence is likely to get succeed in above assessment. In view thereof, no provision has been made in the books of account for the said demand.

**b) Capital and other commitments:**

(All amounts in Millions Rupees except for share data or as otherwise stated)

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
Uncalled liability towards funds (ASK Pravi Private Equity Opportunities Fund)	62.50	19.50

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXIII - Restated Previous GAAP Consolidated Summary Statement of Accounting Ratios**

Particulars	For the year ended	
	March 31, 2015	March 31, 2014
Restated Consolidated Profit for the year (A)	403.01	87.20
Less: Preference dividend and tax thereon	0.08	0.07
Restated net profit after tax and adjustments, available for equity shareholders (B)	<b>402.93</b>	<b>87.13</b>
Restated Consolidated net worth at the end of the year (C)	843.95	391.11
Weighted average number of equity shares outstanding during the year (refer note 4 below) (D)	65,650,650	65,650,650
Weighted average number of dilutive potential equity shares outstanding during the year (refer 4 below) (E)	70,967,583	66,803,645
Outstanding number of shares at the end of the year (F)	1,010,010	1,010,010
Earnings per equity share (Rs.)		
- Basic (B) / (D) (refer note 2 (a) below)	6.14	1.33
- Diluted (B) / (E) (refer note 2 (b) below)	5.68	1.30
Return on net worth (%) (refer note 2 (c) below) (B) / (C)	47.75%	22.30%
Net asset value per share (Rs.) (refer note 2 (d) below) (C) / (F)	835.59	387.24

**Notes:**

1) The above statement should be read with the notes on adjustments for Restated Previous GAAP Consolidated Summary Statement of the Assets and Liabilities, Restated Previous GAAP Consolidated Summary Statement of Profit and Loss and Restated Consolidated Previous GAAP Summary Statement of Cash Flows as appearing in Annexure I, II and III and significant accounting policies as appearing in Annexure IV B .

2) The ratios have been computed as follows:

a) Earning per share (Basic)=  $\frac{\text{Restated Consolidated net profit after tax and adjustments, available for equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$

b) Earning per share (Diluted) =  $\frac{\text{Restated Consolidated Profit for the period/ year}}{\text{Weighted average number of diluted potential equity shares outstanding during the year}}$

c) Return on Net worth (%) =  $\frac{\text{Restated Consolidated net profit after tax and adjustments, available for equity shareholders}}{\text{Restated Consolidated net worth at the end of the year}}$

d) Net asset value per share (Rs.) =  $\frac{\text{Restated Consolidated net worth at the end of the year}}{\text{Outstanding number of shares at the end of the year}}$

3) Net worth for ratios mentioned in note 2(c) and 2(d) is = Total paid up share capital + Reserves and surplus (including Capital reserves, Capital redemption reserve, Foreign currency translation reserves, Securities premium account, special reserve and Surplus in the Statement of Profit and Loss).

4) Weighted average number of shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during year and cross holding of a subsidiary, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/ year.

5) Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

6) The figures disclosed above are based on the Restated Previous GAAP Consolidated Financial Information of the Group.

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")****Annexure XXIV- Statement of Dividend Declared and Paid****(All amounts in Millions Rupees except for share data or as otherwise stated)**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
Equity Share Capital	10.10	10.10
Face value per share	10.00	10.00
Amount of dividend	-	-
Dividend %	0.00%	0.00%
Dividend tax	-	-
Preference Share Capital	1.26	1.26
Face value per share	10.00	10.00
Amount of dividend	0.06	0.06
Dividend % (Post tax)	5.00%	5.00%
Dividend tax	0.01	-

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XXV : Other notes forming part of restated Previous GAAP consolidated financial information

1 Related party transactions

i) Names of related parties and nature of relation March 31, 2015

March 31, 2014

Other related parties with whom transactions have taken place during the year

Key management personnel (KMP)

Asit Koticha (Director)  
Sameer Koticha (Director)  
Sunil Rohokale (Director)  
Bharat Shah (Director)  
Mukarram Bhagat (Director) (till 30/06/2013)  
Rajesh Saluja (Director of subsidiary)  
Amit Bhagat (Director of subsidiary)  
Jayaanta Banerjee (Director of joint venture)  
Sunay Mathure (Director of joint venture)  
Anand Vyas (Director of joint venture)  
C Lakshmpathi (Director of subsidiary)

Asit Koticha (Director)  
Sameer Koticha (Director)  
Sunil Rohokale (Director)  
Bharat Shah (Director)  
Mukarram Bhagat (Director) (till 30/06/2013)  
Rajesh Saluja (Director of subsidiary)  
Amit Bhagat (Director of subsidiary)  
Jayaanta Banerjee (Director of joint venture)  
Sunay Mathure (Director of joint venture)  
Anand Vyas (Director of joint venture)  
-

Relatives of key management personnel

Monik Koticha  
Sneh Koticha Contractor  
Preet Koticha  
Jatin Koticha  
Kishore Koticha  
Pramoda Koticha  
Arvind Shah  
Shalin Koticha

Monik Koticha  
Sneh Koticha Contractor  
Preet Koticha  
Jatin Koticha  
Kishore Koticha  
Pramoda Koticha  
Arvind Shah  
-

Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.

ASK Securities Advisory Services Private Limited  
  
Lily Realty Private Limited  
ASK Pravi Private Equity Opportunities Fund  
ASK Real Estate Special Opportunities Fund  
ASK Foundation  
Sameer Koticha (HUF)  
ASK India Real Estate Special Opportunities Fund Pte. Ltd  
Prushti Developers Private Limited  
Fortress Constructions Private Limited  
ASK Real Estate Special Opportunities Fund – II

ASK Securities Advisory Services Private Limited  
  
Lily Realty Private Limited  
ASK Pravi Private Equity Opportunities Fund  
ASK Real Estate Special Opportunities Fund  
ASK Foundation  
Sameer Koticha (HUF)  
ASK India Real Estate Special Opportunities Fund Pte. Ltd  
-  
-  
-

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXV : Other notes forming part of restated Previous GAAP consolidated financial information**

**1. Related party transactions (continued)**

**ii) Details of transactions with related parties:**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	Name of the related party	March 31, 2015	March 31, 2014
<b>Transactions</b>			
<b>Sale of services</b>			
Key management personnel (KMP)	Sunil Rohokale	0.41	0.08
	Lily Realty Private Limited	-	3.54
Relatives of Key Management Personnel	Kishore Koticha	0.70	1.18
	Pramoda Koticha	0.07	0.14
	Sameer Koticha (HUF)	2.37	0.41
	Arvind Shah	0.14	0.10
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Pravi Private Equity Opportunities Fund	31.32	35.69
	ASK Real Estate Special Opportunities Fund	172.38	172.48
	ASK Real Estate Special Opportunities Fund – II	103.49	-
	ASK India Real Estate Special Opportunities Fund Pte. Ltd	54.27	15.03
<b>Remuneration / Sitting Fees</b>			
Key management personnel (KMP)	Asit Koticha	0.75	0.55
	Sameer Koticha	0.75	0.64
	Sunil Rohokale	32.95	27.74
	Bharat Shah	17.54	11.76
	Mukarram Bhagat	-	1.53
	C Lakshmi pathi	13.58	11.42
	Rajesh Saluja	24.30	21.26
	Amit Bhagat	24.78	21.80
	Jayanta Banerjee	5.11	4.38
	Sunay Mathure	5.63	4.38
	Anand Vyas	5.16	4.02
Relatives of Key Management Personnel	Monik Koticha	0.45	0.51
	Sneh Koticha Contractor	0.45	0.40
	Shalin Koticha	0.01	-
	Preet Koticha	-	0.11
<b>Rent paid</b>			
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Securities Advisory Services Pvt. Ltd.	16.68	28.59
	Prushti Developers Pvt. Ltd.	7.15	-
	Fortress Constructions Pvt. Ltd	4.77	-
<b>Expenses recovered</b>			
Key management personnel (KMP)	Sameer Koticha	0.01	0.03
	Amit Bhagat	0.22	0.04
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Real Estate Special Opportunities Fund	5.91	6.45

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXV : Other notes forming part of restated Previous GAAP consolidated financial information**

**1. Related party transactions (continued)**

**ii) Details of transactions with related parties:**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	Name of the related party	March 31, 2015	March 31, 2014
	ASK Real Estate Special Opportunities Fund – II	0.54	-
<b>Security Deposit Received</b>			
Key management personnel (KMP)	Anand Vyas	0.45	0.45
<b>Amount received and refunded back</b>			
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Securities Advisory Services Pvt. Ltd.	-	5.83
<b>Issue of preference shares</b>			
Key management personnel (KMP)	Asit Koticha	-	0.04
	Sameer Koticha	-	0.03
	Sunil Rohokale	-	0.00
<b>Investments made /purchased</b>			
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Pravi Private Equity Opportunities Fund (Class A1 units)	4.50	5.61
	ASK Pravi Private Equity Opportunities Fund (ClassB units)	0.00	0.04
<b>Dividend Income</b>			
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Pravi Private Equity Opportunities Fund	0.21	0.34
<b>Advance fee received</b>			
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Real Estate Special Opportunities Fund – II	121.03	-
<b>Employee stock options granted (number of options)</b>			
Key management personnel (KMP)	Sunil Rohokale	-	0.12
	Bharat Shah	-	0.09
	Rajesh Saluja	-	2.03
	Amit Bhagat	-	0.78
<b>Employee stock options (cancelled)</b>			
Key management personnel (KMP)	Sunil Rohokale	-	(0.06)
<b>Employee stock options related expenses</b>			
Key management personnel (KMP)	Sunil Rohokale	38.58	-
<b>Share Application money received and refunded</b>			
Key management personnel (KMP)	Bharat Shah	-	28.46
<b>Issue of Shares/Calls paid on equity</b>			
Key management personnel (KMP)	Rajesh Saluja	13.95	-

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXV : Other notes forming part of restated Previous GAAP consolidated financial information**

**1. Related party transactions (continued)**

**ii) Details of transactions with related parties:**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	Name of the related party	March 31, 2015	March 31, 2014
	Amit Bhagat	-	6.15
<b>Donation given</b>			
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Foundation	-	0.40
<b>Preference dividend</b>			
Key management personnel (KMP)	Asit Koticha	0.04	0.04
	Sameer Koticha	0.03	0.02
	Sunil Rohokale	0.00	-
<b>Expenses reimbursed (paid)</b>			
Key management personnel (KMP)	Asit Koticha	-	0.25
	Sameer Koticha	0.03	0.02
	Sunil Rohokale	0.06	0.14
	Bharat Shah	0.33	0.38
	Mukarram Bhagat	-	0.07
	C Lakshmipathi	-	-
	Rajesh Saluja	0.07	0.13
	Amit Bhagat	0.00	0.00
	Jayanta Banerjee	0.51	0.04
	Sunay Mathure	0.09	0.07
	Anand Vyas	0.14	0.14
Relatives of Key Management Personnel	Shalin Koticha	0.02	0.00
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Pravi Private Equity Opportunities Fund	0.00	0.27
<b>Outstanding balances</b>			
<b>Trade receivable</b>			
Key Management Personnel	Sunil Rohokale	0.55	0.21
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	Lily Realty Private Limited	3.48	3.98
	ASK Pravi Private Equity Opportunities Fund	-	0.08
	ASK Real Estate Special Opportunities Fund	1.86	0.43
	ASK Real Estate Special Opportunities Fund – II	9.15	-
	ASK India Real Estate Special Opportunities Fund Pte. Ltd	30.38	-
	ASK Foundation	-	0.01
Relatives of Key Management Personnel	Kishore Koticha	0.13	0.37
	Pramoda Koticha	0.01	0.04
	Sameer Koticha (HUF)	3.07	1.07
	Arvind Shah	0.03	0.03

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXV : Other notes forming part of restated Previous GAAP consolidated financial information**

**1. Related party transactions (continued)**

**ii) Details of transactions with related parties:**

**(All amounts in Millions Rupees except for share data or as otherwise stated)**

<b>Particulars</b>	<b>Name of the related party</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b>Payables</b>			
Relatives of Key Management Personnel	Shalin Koticha	0.02	0.00
<b>Remuneration / Sitting Fees payable</b>			
Key Management Personnel	Asit Koticha	0.68	0.47
	Sameer Koticha	0.68	0.52
	Bharat Shah	0.02	0.02
	Rajesh Saluja	0.02	0.00
<b>Employee Stock Options (number of options)</b>			
Key Management Personnel	Sunil Rohokale	0.12	0.12
	Bharat Shah	0.09	0.09
	Rajesh Saluja	-	2.03
	Amit Bhagat	0.78	0.78
<b>Loans and advances receivable</b>			
Key management personnel (KMP)	Rajesh Saluja	1.00	1.00
<b>Preference shares</b>			
Key management personnel (KMP)	Asit Koticha	0.04	0.04
	Sameer Koticha	0.03	0.03
	Sunil Rohokale	0.00	-
<b>Security Deposit payable</b>			
Key management personnel (KMP)	Anand Vyas	0.45	0.45
<b>Income receivable</b>			
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Pravi Private Equity Opportunities Fund	0.55	0.34
<b>Investment in Funds</b>			
Enterprises owned or significantly influenced / controlled by key management personnel or their relatives where there are transactions.	ASK Pravi Private Equity Opportunities Fund (Class A1)	15.14	10.64
	ASK Pravi Private Equity Opportunities Fund (Class B)	0.03	0.04

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXV : Other notes forming part of restated Previous GAAP consolidated financial information**

**2 Operating lease**

Disclosures as per Accounting Standards (AS-19) on "Leases" are given below:

The Group has entered into non-cancellable Operating Lease agreement for Vehicles and Office Premises for a period upto a maximum of 9 years.

**(All amounts in Millions Rupees except for share data or as otherwise stated)**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
Lease payment recognized in the statement of profit and loss	44.22	44.90

The future minimum lease payments in respect of these properties as on the year end is as below:

**(All amounts in Millions Rupees except for share data or as otherwise stated)**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
Not later than one year	23.61	35.40
Later than one year but not later than five years	5.12	21.96
Later than five years	-	-
	<b>28.73</b>	<b>57.36</b>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XXV : Other notes forming part of restated Previous GAAP consolidated financial information

3 Segment information

The Company has identified Business Segment as the Primary Reportable Segment based on the risks and rewards. In accordance with guiding principles enunciated in Accounting Standard 17 - "Segment Reporting", the following reportable segments based on the Service lines have been identified:

Portfolio Management Services and Investment in Subsidiaries (Portfolio Management)  
 Financial Planning and Wealth Advisory Services (Wealth Advisory)  
 Real Estate Fund and Advisory Services (Real Estate Fund)  
 Private Equity Fund and Advisory Services (Private Equity Fund)  
 Others

Information regarding Segment Revenue, Results and Other items:

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	Portfolio Management		Wealth Advisory		Real Estate Fund		Private Equity Fund		Others		Total of Reportable		Eliminations		Total after Eliminations	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
External Revenue	1,313.42	341.79	212.86	225.28	302.21	197.56	30.97	30.68	0.20	0.20	1,859.66	795.51	-	-	1,859.66	795.51
Inter Segment Revenue	168.98	114.48	507.01	152.86	186.39	40.06	-	-	-	-	862.38	307.40	(862.38)	(307.40)	-	-
Segment Revenue	1,482.40	456.27	719.87	378.14	488.60	237.62	30.97	30.68	0.20	0.20	2,722.04	1,102.91	(862.38)	(307.40)	1,859.66	795.51
Segment Results	396.77	28.22	243.07	71.55	(5.04)	55.30	(2.52)	(6.38)	(0.05)	(0.27)	632.23	148.42	(8.84)	(16.60)	623.39	131.82
Unallocable Corporate Expenses					-										10.01	-
Operating Profit															613.38	131.82
Interest Cost															10.74	7.43
Tax Expense															191.12	30.84
Profit For The Year before Minority Interest															411.52	93.55
Segment Assets	2,237.38	1,566.13	330.83	157.25	334.88	200.51	11.19	10.77	0.52	0.23	2,914.80	1,934.89	(1,325.04)	(1,272.59)	1,589.76	662.29
Segment Liabilities	646.83	226.35	139.68	196.41	233.84	88.14	4.62	2.12	0.77	0.73	1,025.75	513.75	(296.12)	(251.35)	729.63	262.40
Total Cost incurred to acquire tangible and intangible fixed assets	4.02	2.87	1.29	2.62	1.06	0.07	2.29	1.50	-	-	8.66	7.05			8.66	7.05
Depreciation and Amortization Expenses included in Segment Expenses	13.78	5.69	8.74	4.47	1.05	0.87	0.73	0.36	-	-	24.30	11.39			24.30	11.39
Non Cash Expenditure other than Depreciation	-	-	-	-	-	-	-	-	-	-	-	-			-	-

Segment information for secondary segment reporting (by geographical segments)

Particulars	India		Others		Total	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Revenue by location of customers.	1,461.77	698.05	397.89	97.47	1,859.66	795.52
Carrying amount of Assets by location of assets	1,226.30	517.55	354.29	144.75	1,580.59	662.30
Addition to Fixed Assets / CWIP	7.98	6.98	0.67	0.07	8.65	7.05

Annexure XXV : Other notes forming part of restated Previous GAAP consolidated financial information

**4 Employee Stock Option Scheme**

**A. Parent Company**

- a) The Company's Employee Stock Option Scheme has been approved by the Board of Directors of the Company on 05th February, 2013.
- b) The options have been granted on 18th February 2013, 14th November 2013, 31st January 2014, 18th February 2014 and 16th February 2015
- c) The vesting period is up to two years from the date of grant and maximum exercise period would range between six years to fifteen years from the date of grant.
- d) The options will be settled in equity shares of the Company. The Employees can offer the shares to the Promoter Group for buy back.
- e) The Company uses the intrinsic value method to account for Employee Stock Options.
- f) The options have been granted at an exercise price equal to or more than the fair value of the shares on the grant date as determined by an independent valuer.
- g) During the year, there has been modification in exercise price and consequently, ESOP expense of Rs. 38.58 million has been charged to Statement of Profit and Loss. Modification in exercise price was carried out in appreciation of significant contribution made by the Managing Director and CEO.
- h) Details of movement in options:

Particulars	March 31, 2015	March 31, 2014
Options outstanding at the beginning of the year	238,007	113,700
Options granted during the year	36,696	183,207
Options vested during the year	45,623	174,280
Options exercised during the year	-	-
Options forfeited during the year	-	-
Options lapsed/surrendered during the year	-	(58,900)
Options outstanding at the end of the year	274,703	238,007

- i) For stock options outstanding at the end of the year the range of exercise price is Rs.2,078.90 and Rs.4,334.50 and the weighted average remaining contractual life is 14.08 years.
- j) The weighted average exercise price of the options outstanding at the end of the year is Rs.3,244.98 per share (Previous year Rs. 3,006.92 per share).

**B. Subsidiaries**

**ASK Wealth Advisors Private Limited**

- a) The Company's Employee Stock Option Scheme has been approved by the Board of Directors of the Company on 12th December, 2011.
- b) The options have been granted on 15th February, 2012.
- c) The vesting period is over three years from the date of grant, commencing after one year from the date of grant and maximum exercise period would be seven years from the date of vesting.
- d) For certain employees, vesting period commences immediately from the date of grant and maximum exercise period would be fifteen years from the date of grant.
- e) The options, will be settled in equity shares of the Company.
- f) The Company uses the intrinsic value method to account for Employee Stock Options.
- g) The options have been granted at an exercise price more than the fair value of the shares on the grant date as determined by an independent valuer.
- h) Consequently, no compensation cost has been recognized by the Company in accordance with the "Guidance note on Accounting for Employee Share- based payments" issued by The Institute of Chartered Accountants of India.
- i) Details of movement in options:

Particulars	March 31, 2015	March 31, 2014
Options outstanding at the beginning of the year	2,934,215	3,865,134
Options granted during the year	1,834,170	-
Options vested during the year	300,067	300,067
Options exercised during the year	-	(235,187)
Options forfeited during the year	-	-
Options lapsed/surrendered during the year	(2,034,015)	(695,732)
Options outstanding at the end of the year	2,734,370	2,934,215

- j) For stock options outstanding at the end of the year the range of exercise price is Rs.10.00 and Rs.29.50 and the weighted average remaining contractual life is 8.01 years (Previous Year 11.16 years).
- k) The weighted average exercise price of the options outstanding at the end of the year is Rs. 23.08 per share (Previous year Rs. 19.53 per share).

**Part B: Equity Settled Options**

At the General Meetings of the holding company, ASK Investment Managers Private Limited, ("the Holding Company"), the shareholders of the Holding Company had unanimously passed Special Resolutions on 6th January, 2015 to grant options to the eligible Employees of the Holding Company and its subsidiary companies. Consequent to the above, the Holding Company has granted stock options to employees of the Company. In accordance with the guidance note on "Accounting for Employee Share based payments", the excess, if any, of the market price of the shares, preceding the date of grant of the option under ESOPs over the exercise price of the option is amortized on a straight-line basis over the vesting period. The Company has reimbursed the Holding Company Rs. Nil during the year on account of such costs and the same is forming part of Employee costs and included under the head "Reimbursement of expense on ESOP Scheme" under Employee benefits expense.

**ASK Property Investment Advisors Private Limited**

- a) The Company's Employee Stock Option Scheme has been approved by the Board of Directors of the Company on 12th December, 2011.
- b) The options, have been granted on 15th February, 2012.
- c) The vesting period is over three years from the date of grant, commencing after one year from the date of grant and maximum exercise period would be seven years from the date of vesting.
- d) For certain employees, vesting period commences immediately from the date of grant and maximum exercise period would be fifteen years from the date of grant.
- e) The options will be settled in equity shares of the Company. The Employees can offer the shares to the Promoter Group for buy back.
- f) The Company uses the intrinsic value method to account for Employee Stock Options.
- g) The options have been granted at an exercise price more than the fair value of the shares on the grant date as determined by an independent valuer.
- h) Consequently, no compensation cost has been recognized by the Company in accordance with the "Guidance note on Accounting for Employee Share- based payments" issued by The Institute of Chartered Accountants of India.
- i) Details of movement in options:

Particulars	March 31, 2015	March 31, 2014
Options outstanding at the beginning of the year	1,184,590	1,184,590
Options granted during the year	-	-
Options vested during the year	134,640	134,640
Options exercised during the year	-	-
Options forfeited during the year	-	-
Options lapsed/surrendered during the year	-	-
Options outstanding at the end of the year	1,184,590	1,184,590

- j) Stock options exercised during the year were at the rate of Rs. Nil (Previous year Rs. Nil) per share.
- k) For stock options outstanding at the end of the year the range of exercise price is Rs. 10 and Rs 18 and the weighted average remaining contractual life is 11.95 years (previous year 11.95 years).
- l) The weighted average exercise price of the options outstanding at the end of the year is Rs. 10.88 per share (Previous year Rs. 10.88 per share).

**C. At Consolidated level**

Had fair value method been used using the Black-Scholes Options Pricing Model, the compensation cost would have been higher by Rs. 198.08 million (Previous year Rs. 257.66 million), profit for the year would have been lower by Rs. 198.08 million (Previous year Rs. 257.66 million) and Basic and Diluted earnings per share would have been Rs. 3.12 and Rs. 2.89 respectively (Previous year Rs. (2.60) and Rs. (2.55) respectively) per share.

- 5 In case of ASK Wealth Advisors Private Limited, a subsidiary, shareholder's funds of Rs.700.04 million (Previous Year 686.08 million) have been considerably eroded by the accumulated losses of Rs. 521.78 million (Previous Year 654.39 million). Accounts for the year has been prepared on a going concern basis as the Company has financial and other support from the Holding Company; more over the company has made profits in current and previous year.
- 6 During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company and its Subsidiary have revised the estimated useful life of assets to align the useful life with those specified in Schedule II. The details of previously applied depreciation rates / useful life are as follows:

**For Subsidiaries:**

Assets	Previous depreciation rate/ useful life	Revised useful life
Computer and data Processing Equipment	40% - 6 years	3 years
Office Equipment	13.91% / - 21 years	5 years
Computer Software	40% / -6 years	3 years
Furniture fixture	18.10% / - 15 years	10 years

**For Joint Venture:**

Assets	Previous depreciation rate/ useful life	Revised useful life
Computers	6 years	6 years/ 3 years
Software	6 years	3 years
Furniture fixture	15 years	10 years
Office Equipment	20 years	5 years/ 15 years
Vehicles	10 years	8 years

Where the remaining useful life of an asset is Nil, as at April 1, 2014 the carrying value has been charged to the Statement of Profit and Loss. In other cases the carrying values have been depreciated over the remaining useful lives of the assets and recognized in the Statement of Profit and Loss. As a result the charge for depreciation is higher by Rs. 12.35 million for the year ended March 31, 2015.

As at March 31, 2015:

Name of the entity in the Parent Company	Net Assets (i.e Total assets minus total liabilities)		Share of Profit or loss	
	As % of consolidated net assets	Amount (₹ in million)	As % of consolidated profit or loss	Amount (₹ in million)
<b>Parent:</b>				
<b>ASK Investment Managers Private Limited</b>	82.70%	1,605.22	56.82%	224.40
<b>Subsidiaries</b>				
ASK Wealth Advisors Private Limited	10.28%	199.44	47.38%	187.13
ASK Property Investment Advisors Private Limited	4.81%	93.40	-1.51%	(5.95)
ASK Property Advisory Services Private Limited	-0.01%	(0.20)	-0.01%	(0.04)
ASK Trusteeship Services Private Limited	0.00%	0.08	0.01%	0.05
ASK Financial Holdings Private Limited	-0.02%	(0.45)	-0.03%	(0.10)
ASK Capital Management Pte Limited	0.87%	16.98	0.87%	3.43
ASK Family Office and Wealth Advisers Private Limited	0.19%	3.74	-0.70%	(2.78)
Minority Interest in all subsidiaries	0.83%	16.18	-2.15%	(8.51)
<b>Joint Ventures (as per proportionate consolidation)</b>				
ASK Pravi Capital Advisors Private Limited	0.34%	6.57	-0.68%	(2.67)

Annexure XXV : Other notes forming part of restated Previous GAAP consolidated financial information

8 Gratuity and post employment benefit plans:

a) Defined contribution plans

In accordance with Employees' Provident Fund and Miscellaneous Provisions Act, 1952, employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which, both the employee and the Company contribute monthly at a determined rate. These contributions are made to a recognized provident fund administered by Regional Provident Fund Commissioner. The employee contributes 12% of their basic salary and the Company contributes an equal amount.

Contribution to defined contribution plan, recognized as an expense for the year as under :

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Description	March 31, 2015	March 31, 2014
Group's contribution to Provident Fund	18.05	16.93
	<b>18.05</b>	<b>16.93</b>

b) Defined benefit plans

Gratuity plan

In accordance with Payment of Gratuity Act, 1972, the Company provides for gratuity, a defined benefit retirement plan covering all employees. The plan provides a lump sum payment to vested employees at retirement or termination of employment in accordance with the rules laid down in the Act. The gratuity benefit is partially provided through funded plan and annual expense is charged to profit and loss account on the basis of actuarial valuation.

Leave plan

The Company provides for accumulated compensated absences as at the balance sheet date using Projected Unit Credit Method based on actuarial valuation. The leave encashment on separation is paid on basic salary.

The following table sets out funded status of the gratuity plan, leave encashment and the amounts recognised in the statement of profit and loss:

Amount recognized in Statement of Assets and Liabilities

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Description	March 31, 2015	March 31, 2014
Present value of funded obligations	14.08	12.77
Fair value of plan assets	4.10	2.80
<b>Net liability in the Balance Sheet</b>	<b>9.98</b>	<b>9.97</b>

Amount recognized in the Statement of Profit and Loss

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Description	March 31, 2015	March 31, 2014
Current service cost	1.99	1.93
Interest on obligations	0.96	0.83
Expected return on plan assets	(0.30)	(0.28)
Net Actuarial losses (gains) recognized in the year	(0.20)	2.14
<b>Total included in 'employee benefit expenses'</b>	<b>2.45</b>	<b>4.62</b>

Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Description	March 31, 2015	March 31, 2014
Opening defined benefit obligation	12.77	12.84
Service cost for the year	1.99	1.93
Interest cost for the year	0.96	0.83
Actuarial losses (gains)	(0.16)	2.12
Benefits paid	(1.46)	(4.95)
<b>Closing defined benefit obligation</b>	<b>14.10</b>	<b>12.77</b>

Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof are as follows:

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Description	March 31, 2015	March 31, 2014
Opening fair value of plan assets	2.80	4.19
Expected return	0.30	0.28
Actuarial gains and (losses)	0.03	(0.02)
Contributions by employer	2.50	3.30
Benefits-paid	(1.53)	(4.95)
<b>Closing balance of fund</b>	<b>4.10</b>	<b>2.80</b>

Experience adjustment are as follows:

(All amounts in Millions Rupees except for share data or as otherwise stated)					
Description	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Experience loss / (gain) on obligation	(0.16)	2.12	0.20	(0.83)	(0.76)
Loss / (gain) due to change in assumption	-	-	(0.39)	0.25	(0.92)
Actuarial loss / (gain) on plan assets	0.03	(0.02)	(0.06)	0.08	0.03

Principal actuarial assumptions at the balance sheet date (expressed as weighted averages):

Description	March 31, 2015	March 31, 2014
Discount rate	8.00% p.a.	8.00% p.a.
Expected return on plan assets	9.00% p.a.	6.75% p.a. to 8.75% p.a.
Annual increase in salary cost	5.00% p.a.	5.00% p.a.
Mortality Table	IALM(2006-08) ultimate	IALM(2006-08) ultimate

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XXV : Other notes forming part of restated Previous GAAP consolidated financial information

**8 Gratuity and post employment benefit plans:**

**Break-up of Plan Assets:**

The Group has asked from Insurer for the break-up of Insurer Managed Funds. However, those details have not been received and hence the same has not been provided.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, and other relevant factors such as supply and demand in the employment market. The above information is certified by the actuary and relied upon by the auditors.

**c) Compensated Absences**

The Group provides for accumulated compensated absences as at the balance sheet date using Projected Unit Credit Method based on actuarial valuation. The leave encashment on separation is paid on basic salary.

Signature to the Annexure no "I" to " XXV " forming part of the Accounts.

On behalf of Board of Directors

**Sunil Rohokale**  
*CEO and Managing Director*  
DIN: 01896946

**Bharat Shah**  
*Director*  
DIN: 00312394

**Himanshoo Bohara**  
*Chief Financial Officer*

**Lalatendu Acharya**  
*Company Secretary*

Mumbai  
Date : July 27, 2018

**Private and confidential**

The Board of Directors  
ASK Investment Managers Limited  
Birla Aurora, 16 Level, Office Floor 9  
Dr. Annie Besant Road, Worli  
MUMBAI 400 030

**Auditor's Report on Restated Previous GAAP Standalone Financial Information as at and for the years ended 31 March 2015 and 31 March 2014 in connection with the Initial Public Offering of ASK Investment Managers Limited.**

Dear Sirs

- 1) We have examined the attached Restated Previous GAAP Standalone Financial Information of ASK Investment Managers Limited (formerly ASK Investment Managers Private Limited) (the "Company") which comprise of the restated Previous GAAP standalone summary statement of assets and liabilities as at 31 March 2015 and 31 March 2014, the restated Previous GAAP standalone summary statement of profit and loss and the restated Previous GAAP standalone summary statement of cash flows for each of the years ended 31 March 2015 and 31 March 2014 read together with summary of significant accounting policies, annexures and notes thereto and other restated Previous GAAP financial information explained in paragraph 6 below (collectively, together with the notes and annexures thereto, the "Restated Previous GAAP Standalone Financial Information"), for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offer (the "IPO"). The Restated Previous GAAP Standalone Financial Information have been approved by the Board of Directors of the Company at its meeting held on 27 July 2018 and is prepared in terms of the requirements of :
  - a. section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Companies Act");
  - b. the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (the "SEBI ICDR Regulations"); and
  - c. the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "ICAI") (the "Guidance Note").

- 2) The preparation of the Restated Previous GAAP Standalone Financial Information is the responsibility of management of the Company for the purpose set out in paragraph 9 below. Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Previous GAAP Standalone Financial Information. Management is also responsible for identifying and ensuring that the Company complies with the Companies Act, the SEBI ICDR Regulations and the Guidance Note.
- 3) We have examined such Restated Previous GAAP Standalone Financial Information taking into consideration:
  - a. Terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 5 June 2018 in connection with the proposed issue of equity shares of the Company; and
  - b. the Guidance Note.
- 4) The Restated Previous GAAP Standalone Financial Information have been compiled by management from the audited standalone financial statements of the Company as at and for the years ended 31 March 2015 and 31 March 2014 prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, which have been approved by the Board of Directors of the Company at its meeting held on 31 August 2015 and 25 September 2014, respectively.

The audits of the standalone financial statements of the Company for the financial years ended

31 March 2015 and 31 March 2014 were conducted and reported upon by the previous auditors Deloitte Haskins & Sells, Chartered Accountants, and accordingly reliance has been placed on the Restated Previous GAAP Standalone Financial Information examined by them for the said years. The financial report included for these years, i.e. years ended 31 March 2015 and 31 March 2014 are based solely on the report dated 28 July 2018 submitted by Deloitte Haskins & Sells, Chartered Accountants. Deloitte Haskins & Sells, Chartered Accountants, have also confirmed that the Restated Previous GAAP Standalone Financial Information:

- a) have been made after incorporating adjustments for change in accounting policies regrouping/reclassifications retrospectively in respective financial years to reflect the same accounting treatment as per accounting policy followed for all the reporting years;
  - b) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
  - c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Previous GAAP Standalone Financial Information in the respective financial years and do not contain any qualification requiring adjustments.
- 5) Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:
    - a. The restated Previous GAAP standalone summary statement of assets and liabilities of the Company as at 31 March 2015 and 31 March 2014 examined and reported upon by previous auditors Deloitte Haskins & Sells, Chartered Accountants, on which reliance has been placed by us, as set out in Annexure I of the Restated Previous GAAP Standalone Financial Information to this report, have been arrived at after making

adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure IV A to the Restated Previous GAAP Standalone Financial Information.

- b. The restated Previous GAAP standalone summary statement of profit and loss of the Company for each of years ended 31 March 2015 and 31 March 2014 examined and reported upon by previous auditors Deloitte Haskins & Sells, Chartered Accountants, on which reliance has been placed by us, as set out in Annexure II of the Restated Previous GAAP Standalone Financial Information to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure IV A to the Restated Previous GAAP Standalone Financial Information.
  - c. The restated Previous GAAP standalone summary statement of cash flows of the Company for each of the years ended 31 March 2015 and 31 March 2014 examined and reported upon by previous auditors Deloitte Haskins & Sells, Chartered Accountants, on which reliance has been placed by us, as set out in Annexure III of the Restated Previous GAAP Standalone Financial Information to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure IV A to the Restated Previous GAAP Standalone Financial Information.
  - d. Based on the above and according to the information and explanations given to us, and also as per the reliance placed on the reports submitted by the previous auditors Deloitte Haskins & Sells, Chartered Accountants, we further report that the Restated Previous GAAP Standalone Financial Information:
    - i. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
    - ii. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
    - iii. do not contain any extra-ordinary items that need to be disclosed separately and do not contain any qualification requiring adjustments.
- 6) We have also examined the following other Restated Previous GAAP standalone financial information of the Company set out in the Annexures prepared by management and approved by the Board of Directors of the Company at its meeting held on 27 July 2018 for each of the years ended 31 March 2015 and 31 March 2014.

Annexure V - Restated Previous GAAP Standalone Summary Statement of Share Capital
Annexure VI - Restated Previous GAAP Standalone Summary Statement of Reserves and Surplus
Annexure VII - Restated Previous GAAP Standalone Summary Statement of Long term borrowings, Long term provisions and Other long term liabilities
Annexure VIII - Restated Previous GAAP Standalone Summary Statement of Trade Payables, Other Current Liabilities and Short- Term Provisions
Annexure IX - Restated Previous GAAP Standalone Summary Statement of Fixed Assets
Annexure X- Restated Previous GAAP Standalone Summary Statement of Non-Current Investments
Annexure XI- Restated Previous GAAP Standalone Summary Statement of Deferred tax
Annexure XII - Restated Previous GAAP Standalone Summary Statement of Long- term Loans and Advances and Other Non- Current Assets
Annexure XIII- Restated Previous GAAP Standalone Summary Statement of Current Investments and Trade Receivables
Annexure XIV- Restated Previous GAAP Standalone Summary Statement of Cash and Bank balances

Annexure XV- Restated Previous GAAP Standalone Summary Statement of Short-term Loans and Advances and Other Current Assets
Annexure XVI- Restated Previous GAAP Standalone Summary Statement of Revenue from operations
Annexure XVII- Restated Previous GAAP Standalone Summary Statement of Other Income
Annexure XVIII- Restated Previous GAAP Standalone Summary Statement of Expenses
Annexure XIX - Earnings Per Share (Before split of shares and bonus)
Annexure XX (a) : Restated Previous GAAP Standalone Summary Statement of Contingent liabilities
Annexure XX (b) : Restated Previous GAAP Standalone Summary Statement of Capital and other commitments
Annexure XXI- Restated Previous GAAP Standalone Summary Statement of Accounting Ratios
Annexure XXII - Restated Previous GAAP Standalone Statement of Tax Shelter
Annexure XXIII- Statement of Dividend Declared and Paid
Annexure XXIV- Notes forming part of Restated Previous GAAP Standalone financial information

According to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors Deloitte Haskins & Sells, Chartered Accountants, in our opinion, the Restated Previous GAAP Standalone Financial Information of the Company as at and for the years ended 31 March 2015 and 31 March 2014, and the above mentioned other restated Previous GAAP standalone financial information contained in Annexures V to XXIV of the Restated Previous GAAP Standalone Financial Information accompanying this report, read with restated summary of significant accounting policies disclosed in Annexure IV B of the Restated Previous GAAP Standalone Financial Information have been prepared after making adjustments and regroupings as considered appropriate as disclosed in Annexure IV A , and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note.

- 7) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the previous auditors Deloitte Haskins & Sells, Chartered Accountants, nor should this report be construed as a new opinion on any of the standalone financial statements referred to herein.
- 8) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 9) Our report is intended solely for use of management for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus, to be filed with the Securities and Exchange Board of India, the National Stock Exchange of India Limited, BSE Limited where the equity shares are proposed to be listed and Registrar of Companies, Maharashtra situated in Mumbai in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **B S R & Co. LLP**  
*Chartered Accountants*  
Firm's Registration No: 101248W/W-100022

**Manoj Kumar Vijai**  
*Partner*  
Membership No: 046882

Mumbai  
28 July 2018

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure I - Restated Previous GAAP Standalone Summary Statement of Assets and Liabilities

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	Annexure	As at	
		March 31, 2015	March 31, 2014
<b>I EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	V	11.36	11.36
Reserves and surplus	VI	1,605.21	1,329.51
		<b>1,616.57</b>	<b>1,340.87</b>
<b>Non-current liabilities</b>			
Long-term borrowings	VII (a)	-	20.00
Long-term provisions	VII (b)	38.15	20.81
Other long term liabilities	VII (c)	215.28	74.54
		<b>253.43</b>	<b>115.35</b>
<b>Current liabilities</b>			
Trade payables	VIII (a)	-	0.10
(i) Due to micro and small enterprises		220.87	63.88
(ii) Due to others		32.24	16.10
Other current liabilities	VIII (b)	191.43	38.74
Short-term provisions	VIII (c)	444.54	118.82
		<b>444.54</b>	<b>118.82</b>
<b>TOTAL</b>		<b>2,314.54</b>	<b>1,575.04</b>
<b>II ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	IX	5.73	13.20
Intangible assets		2.53	4.82
		<b>8.26</b>	<b>18.02</b>
Non-current investments	X	1,077.78	1,047.96
Deferred tax assets	XI	48.15	17.25
Long-term loans and advances	XII (a)	127.17	248.30
Other non-current assets	XII (b)	272.61	96.36
		<b>1,525.71</b>	<b>1,409.87</b>
<b>Current assets</b>			
Current Investments	XIII (a)	177.50	6.71
Trade receivables	XIII (b)	574.39	119.52
Cash and bank balances	XIV	5.09	7.36
Short-term loans and advances	XV (a)	22.62	10.17
Other current assets	XV (b)	0.97	3.39
		<b>780.57</b>	<b>147.15</b>
<b>TOTAL</b>		<b>2,314.54</b>	<b>1,575.04</b>

**Note :**

The above statement should be read with the basis of preparation and significant accounting policies appearing in Annexure IV B and Statement of material adjustments and regroupings appearing in Annexure IV A to the restated standalone financial information.

As per our report of even date

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

On behalf of Board of Directors

**Manoj Kumar Vijai**  
Partner  
Membership No: 046882

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

Mumbai  
Date : July 28, 2018

**Himanshoo Bohara**  
Chief Financial Officer

**Lalatendu Acharya**  
Company Secretary

Mumbai  
Date : July 27, 2018

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure II - Restated Previous GAAP Standalone Summary Statement of Profit and Loss**

(All amounts in Millions Rupees except for share data or as otherwise stated)				
Particulars	Annexure	For the year ended		
		March 31, 2015	March 31, 2014	
<b>I INCOME</b>				
Revenue from operations	XVI	1,466.94	431.18	
Other income	XVII	15.56	25.52	
<b>Total income</b>		<b>1,482.50</b>	<b>456.70</b>	
<b>II EXPENDITURE</b>				
Employee benefits expense	XVIII (a)	322.11	188.71	
Finance costs	XVIII (b)	10.47	5.97	
Depreciation and amortization expense	IX	13.78	5.69	
Other expenses	XVIII (c)	776.39	234.09	
<b>Total expenses</b>		<b>1,122.75</b>	<b>434.46</b>	
<b>III RESTATED PROFIT BEFORE TAX (I - II)</b>		<b>359.75</b>	<b>22.24</b>	
<b>IV Tax expense</b>				
Current tax		153.46	4.39	
Deferred tax (credit)/charge		(30.90)	0.51	
<b>Net Tax expense</b>		<b>122.56</b>	<b>4.90</b>	
<b>V RESTATED PROFIT AFTER TAX (III - IV)</b>		<b>237.19</b>	<b>17.34</b>	
<b>VI Earnings per equity share</b>	<b>XIX</b>			
Basic earnings per share (₹)		3.61	0.26	
Diluted earnings per share (₹)		3.34	0.26	

**Note :**

The above statement should be read with the basis of preparation and significant accounting policies appearing in Annexure IV B and Statement of material adjustments and regroupings appearing in Annexure IV A to the restated standalone financial information.

As per our report of even date

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

On behalf of Board of Directors

**Manoj Kumar Vijai**  
Partner  
Membership No: 046882

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

Mumbai  
Date : July 28, 2018

**Himanshoo Bohara**  
Chief Financial Officer

**Lalatendu Acharya**  
Company Secretary

Mumbai  
Date : July 27, 2018

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure III - Restated Previous GAAP Standalone Summary Statement of Cash Flows

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	For the year ended	
	March 31, 2015	March 31, 2014
<b>A Cash flows from operating activities</b>		
Restated profit before tax	359.75	22.24
<u>Adjustments for:</u>		
Depreciation and amortisation expense	13.78	5.69
(Profit) / loss on sale of fixed assets	(0.11)	0.06
Foreign exchange gain	(0.04)	(0.04)
Finance cost	10.47	5.97
Bad debts written off	0.05	0.60
Advances written off	-	0.26
Dividend income	(3.59)	(3.37)
Employees' stock options expense	38.58	-
Dividend income from venture capital fund	(0.21)	(0.34)
Interest income and interest on debentures	(9.78)	(16.60)
Loss on sale/write-off investments	-	0.42
Credit balances written back	-	(3.65)
<b>Operating profit before working capital changes</b>	<b>408.90</b>	<b>11.24</b>
<u>Changes in working capital</u>		
Increase in long term provisions	17.35	7.36
Increase / (Decrease) in other long term liabilities	140.74	(0.31)
Increase in trade payables	156.90	32.80
Increase in other current liabilities	16.30	5.29
Increase in short term provisions	74.71	22.26
(Increase) / Decrease in long term advances	(2.27)	0.85
(Increase) in trade receivables	(631.15)	(44.84)
Increase in short term loans and advances	(12.45)	(2.64)
<b>Cash generated from operating activities</b>	<b>169.03</b>	<b>32.01</b>
Income tax paid (net of refund)	(79.03)	(19.16)
<b>Net cash generated from operating activities</b>	<b>90.00</b>	<b>12.85</b>
<b>B Cash flows from investing activities</b>		
Purchase of fixed assets	(4.02)	(2.87)
Proceeds from sale of fixed assets	0.11	0.02
Investment in subsidiaries	(12.72)	(22.27)
Investment in joint venture	(0.60)	(10.60)
Purchase of non current investments	(16.50)	(5.63)
Purchase of current investments mutual fund	(703.30)	(462.20)
Sale of current investments mutual fund	536.11	528.87
Loans given to subsidiary	(0.05)	(207.08)
Loans repaid by subsidiary	127.13	296.08
Interest received	12.19	19.00
<b>Net cash (used in)/generated from investing activities</b>	<b>(61.65)</b>	<b>133.32</b>
<b>C Cash flows from financing activities</b>		
Redemption of preference shares	-	(1.19)
Dividend paid	(0.03)	(0.08)
Proceeds from long term borrowing	-	20.00
Repayment of long term borrowing	(20.00)	(124.91)
Refund of share application money	-	(28.46)
Finance cost	(10.63)	(6.85)
<b>Net cash used in financing activities</b>	<b>(30.66)</b>	<b>(141.49)</b>
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(2.31)	4.68
Cash and cash equivalents at the beginning of the year	6.50	1.82
<b>Cash and cash equivalents at the end of the year</b>	<b>4.19</b>	<b>6.50</b>

Notes :

(All amounts in Millions Rupees except for share data or as otherwise stated)

Components of cash and cash equivalents	As at	
	March 31, 2015	March 31, 2014
1) Cash on hand	0.04	0.02
Balance with banks		
- Current accounts	4.15	6.48
<b>Total</b>	<b>4.19</b>	<b>6.50</b>

- 2) The above statement should be read with the basis of preparation and significant accounting policies appearing in Annexure IV B and Statement of material adjustments and regroupings appearing in Annexure IV A to the restated standalone financial information.

As per our report of even date

For B S R & Co. LLP  
*Chartered Accountants*  
Firm's Registration No: 101248W/W-100022

On behalf of Board of Directors

**Manoj Kumar Vijai**  
*Partner*  
Membership No: 046882

**Sunil Rohokale**  
*CEO and Managing Director*  
DIN: 01896946

**Bharat Shah**  
*Director*  
DIN: 00312394

Mumbai  
Date : July 28, 2018

**Himanshoo Bohara**  
*Chief Financial Officer*

**Lalatendu Acharya**  
*Company Secretary*

Mumbai  
Date : July 27, 2018

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure IV A : Statement on material adjustments and regroupings to Audited Previous GAAP Standalone Financial Statements**

**I. Material adjustments**

Summarised below are the restatement adjustments made to the audited standalone financial statements for the years ended March 31, 2015 and March 31, 2014 and their impact on the profit of the Company:

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	For the year ended	
	March 31,2015	March 31,2014
<b>Profit after tax (as per Audited Standalone Financial Statements) (i)</b>	289.01	6.37
<b>Restatement Adjustments:</b>		
(a) Expenses relating to Asset Management Company ('AMC') business (Note A)	-	25.65
(b) Employee benefit expense - Bonus and incentives (Note B)	(91.65)	(22.25)
(c) Revenue from operations - Support Income (Note B)	18.17	8.89
(d) Other expenses - Client referral (Note C)	(5.41)	-
(e) Tax adjustments of previous years (Note D)	(0.46)	1.52
(f) Deferred tax impact on above adjustments (Note E)	27.53	(2.84)
<b>Total impact of restatement adjustments (ii)</b>	<b>(51.82)</b>	<b>10.97</b>
<b>Profit after tax (as restated) (iii) = (i) + (ii)</b>	<b>237.19</b>	<b>17.34</b>

**Opening reserve reconciliation**

Particulars	₹ in million
<b>Surplus in the Statement of Profit and Loss as at April 1, 2013 (as per Audited Standalone Financial Statements) (i)</b>	<b>638.06</b>
<b>Adjustment on account of Restatements:-</b>	
(a) Expenses relating to AMC business (Note A)	(25.65)
(b) Employee benefit expense - Bonus and incentives (Note B)	(23.81)
(c) Revenue from operations - Support Income (Note B)	7.74
(d) Other expenses - Client referral (Note C)	(2.61)
(e) Tax adjustments of previous years (Note D)	(12.77)
(f) Deferred tax impact on above adjustments (Note E)	13.69
<b>Total impact of restatement adjustments - (ii)</b>	<b>(43.41)</b>
<b>Surplus in the Statement of Profit and Loss as at April 1, 2013 (as restated) (iii) = (i) + (ii)</b>	<b>594.65</b>

**Notes:**

- A) AMC business expenses:** During the year ended March 31, 2014, the Company had charged certain expenses related to AMC business to the statement of profit and loss, which is related to earlier year. All such expenses have been adjusted in the year to which it relates.
- B) Bonus and incentives and Support Income:** The Company had recognized bonus expense and related support income relating to years ended March 31, 2014 and March 31, 2015, in the subsequent years. These have been restated and recorded in the financial years ended March 31, 2014 and March 31, 2015 i.e. to the year to which it relates.
- C) Client Referral Expenses :** During the year ended March 31, 2016, the Company had charged certain expenses to the statement of profit and loss, which is relating to earlier years. All such expenses have been adjusted in the year to which it relates.
- D) Tax adjustment for previous year :** During the year ended March 31, 2014 and subsequent years, the Company had recorded certain tax expenses of prior years in the statement of profit and loss. These have been adjusted in the years to which it relates.
- E) Deferred tax on restated adjustments :** Deferred tax has been computed on restated adjustments as detailed above and adjusted in the restated profits or losses of respective years. The tax rate applicable to the respective years has been used to calculate the deferred tax impact on the restatement adjustments.

**II. Material regroupings:**

Appropriate adjustments have been made in the Restated Previous GAAP Standalone Financial Information, wherever required by reclassification of corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited standalone financial statements of the Company as at March 31, 2015.

**III. Significant Changes in Estimate**

Pursuant to the enactment of the Companies Act, 2013, during the year ended March 31, 2015, the management has reviewed and re-estimated the useful lives and residual values of all its fixed assets which has resulted in higher charge of depreciation amounting to ₹ 8.54 million in that year.

For the purpose of Restated Previous GAAP Standalone Financial Information these changes in estimates have not been restated.

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**  
**Annexure IV B : Corporate information and Statement of significant accounting policies**

**1 Corporate information**

ASK Investment Managers Limited (the 'Company') was incorporated in India on August 9, 2004 and is the holding company of the ASK Group. The Company is engaged in the business of providing equity and real estate portfolio management services under Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993 and investment advisory services to individuals, body corporates and others. It also provides financial advisory and support services to its subsidiary companies. The address of registered office and the principal place of business of the Company is Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai - 400 030, India.

Pursuant to a special resolution passed by the shareholders of the Company on July 14, 2018, the Company was converted into a public limited company, the name of the Company was changed to 'ASK Investment Managers Limited' and the RoC issued a fresh certificate of incorporation consequent to conversion into a public limited company dated July 26, 2018.

**2 Basis of preparation**

The Company is proposing an Initial Public Offering (IPO) of its equity shares of face value of INR 2 each ('the Issue') under the Securities and Exchange Board of India ('SEBI') Issue of Capital and Disclosure Requirement Regulations 2009 as amended from time to time ('SEBI Regulations') and the relevant provisions of the Companies Act, 2013 ('the Act').

The Restated Previous GAAP Standalone Summary Statement of Assets and Liabilities of the Company as at March 31, 2015 and March 31, 2014 and the Restated Previous GAAP Standalone Summary Statement of Profit and Loss and the Restated Previous GAAP Standalone Summary Statement of Cash flows, for years ended March 31, 2015 and March 31, 2014 (together referred as 'Restated Previous GAAP Standalone Financial Information') and Other Previous GAAP Standalone Financial Information have been compiled by the Management from the Audited Standalone Financial Statements of the Company for the respective years ("Audited Standalone Financial Statements") for the purpose of inclusion in the prospectus to be filed by the Company with the SEBI in connection with the Issue and listing of equity shares of the Company with Bombay Stock Exchange Limited(BSE) and National Stock Exchange of India Limited(NSE) (together 'the stock exchanges').

These Restated Previous GAAP Standalone Financial information have been prepared to comply in all material respects the requirements of Section 26 of the Act and the SEBI Regulations 2009 and Guidance Note on reports in company prospectuses issued by the Institute of Chartered Accountants of India ('ICAI').

These Restated Previous GAAP Standalone Financial information has been approved by the Board of Directors of the Company in their meeting held on July 27, 2018.

These Restated Previous GAAP Standalone Financial Information have been prepared and presented under the historical cost convention on an accrual basis of accounting and comply with the Accounting Standards specified under Companies (Accounting Standards) Rules 2006, as amended from time to time, read with the relevant provisions of the Act, as applicable. The accounting policies adopted by the Company are applied consistently and are in accordance with generally accepted accounting principles and provisions of the Act.

**3 Significant Accounting Policies**

The Company has followed the same accounting policies in the preparation of the Restated Previous GAAP Standalone Financial Information as those followed in preparation of the Audited Standalone Financial Statements as on March 31, 2017. These Restated Previous GAAP Standalone Financial Information should be read in conjunction with respective Audited Standalone Financial Statements and the related notes.

**i) Operating Cycle**

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The normal operating cycle of the Company is considered to be of 12 months.

**ii) Presentation and disclosure in the financial statements**

The financial statements are presented and prepared according to Part I and Part II of Schedule III notified under the Act.

All assets and liabilities have been classified as current or non-current as per the normal operating cycle of the Company and other criteria as set out in the Schedule III to the Act.

**iii) Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles in India requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future years.

**iv) Fixed Assets and Depreciation**

**a. Tangible fixed assets**

Tangible fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost represents cost of acquisition and other incidental expenses related to acquisition, construction and installation and any directly attributable cost of bringing the assets in its working condition for its intended use. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

**b. Intangible assets**

Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes ( other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase/completion is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

**c. Depreciation/Amortisation**

**Financial Year 2013-14**

Leasehold Improvements and other Fixed Assets located at leased premises other than from promoters group are depreciated over the period of lease.

Depreciation on Fixed Assets [excluding those stated above], is provided on written down value method at the rates specified in Schedule XIV to the Companies Act, 1956.

Computer softwares are amortized at the rate of 40% on the written down value method. Other intangible assets are amortized over their useful life. The maximum period over which these can be amortized has been restricted to 10 years.

Assets individually costing Rs. 5,000 or less are fully depreciated in the year of purchase. The Company provides pro-rata depreciation from the day the asset is ready to use and for any asset sold, till the date of sale.

**Financial Year 2014-15**

Leasehold Improvements and other Fixed Assets located at leased premises other than from promoters group are depreciated over the period of lease.

For the following categories of assets, [excluding those stated above], depreciation on tangible fixed assets has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

<b>Assets (Tangible)</b>	<b>Estimated useful life</b>
Furniture, Fixture and fittings	10 years
Office equipments	5 years
Computers hardware	3 years

Intangible assets are amortised over the estimated useful life as determined by the management and the same is in line with Schedule II to the Companies Act, 2013 which is mentioned as under:

<b>Assets (Intangible)</b>	<b>Estimated useful life</b>
Computer software	3 years

Assets individually costing Rs. 5,000 or less are fully depreciated in the year of purchase. The Company provides pro-rata depreciation from the day the asset is ready to use and for any asset sold, till the date of sale.

**d. Impairment of assets**

The Company assesses at the each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciable historical cost.

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**  
**Annexure IV B : Corporate information and Statement of significant accounting policies**

**v) Revenue**

Fixed portfolio management fees are recognized quarterly on an accrual basis, in accordance with the terms of contract between the Company and the client. Performance linked portfolio management fees are charged on an annual basis on achievement of benchmark return on portfolio scheme and recovered either at the end of the quarter following the portfolio anniversary dates as may be applicable to the respective portfolio account or as per agreement entered with the client.

Investment advisory fees are recognized on an accrual basis at the time the services are rendered and an enforceable right to receive has arisen.

Financial advisory and support services income is recognized on an accrual basis at the time the services are rendered and an enforceable right to receive has arisen.

Interest income is recognized on a time proportion basis.

Profit earned on sale of investments is recognised on trade date basis. Cost of investments is determined on first in first out basis.

Commission income is accounted on an accrual basis in accordance with the terms of the agreement with the counterparty.

Dividend income is recognized when the right to receive dividend is established.

**vi) Foreign currency transactions and translations**

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any, arising out of transactions settled during the year are recognized in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. Non-monetary items of the Company are carried at historical cost. The exchange differences, if any, are recognized in the statement of profit and loss and related assets and liabilities are accordingly restated in the balance sheet.

**vii) Investments**

Investments are classified as long term or current based on intention of management at time of purchase. Investments that are intended to be held for not more than one year from the date on which such investments are made, are classified as current. All other investments are classified as long-term investments.

Long-term investments are stated at cost of acquisition. Provision for diminution is made to recognize a decline, other than temporary, in the value of investments.

Current investments are valued at the lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each individual

**viii) Employee benefits**

**1. Provident fund**

The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The company's contribution is recognized as an expense in the statement of profit and loss.

**2. Gratuity**

The Company's gratuity scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value. The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method which recognises each period of service that give rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discount rate used for determining the present value are based on the market yields of government bonds as at the balance sheet date.

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

**3. Compensated absences**

The Company accrues the liability for compensated absences based on actuarial valuation as at the balance sheet date conducted by an independent actuary.

**4. Employee stock option scheme**

The Company has constituted Employee Stock Option Plan 2012 and Employee Stock Option Plan 2014. These plans provide for grant of options to employees of the Company and its subsidiaries to acquire equity shares of the Company that vest in a graded manner and that are to be exercised within a specified period. Employee Stock Options granted are accounted under 'intrinsic value method' as stated in the guidance note on Employee Share Based Payments issued by ICAI.

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**  
**Annexure IV B : Corporate information and Statement of significant accounting policies**

**ix) Operating Leases**

Company as a lessee

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on straight line basis over the lease term.

**x) Earnings per share**

The basic earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders by weighted average number of equity shares outstanding during the reporting year.

Diluted Earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the company by the weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities.

**xi) Taxation**

*Current taxes*

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rate as per the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

*Deferred taxes*

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed as at the each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

**xii) Provisions and contingencies**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingencies arising from claims, litigations, fines, penalties etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

**xiii) Service tax input credit**

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilizing the credits.

**xiv) Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with original maturity of 3 months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**xv) Restated Statement of Cash Flow**

The Restated Statement of Cash Flow has been prepared in accordance with indirect method. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Annexure V : Restated Previous GAAP Standalone Summary Statement of Share Capital

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at			
	March 31, 2015		March 31, 2014	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised share capital</b>				
Equity shares of Rs. 10 each	8,750,000	87.50	8,750,000	87.50
Preference Shares of Rs. 10 each	1,251,000	12.51	1,251,000	12.51
	<b>10,001,000</b>	<b>100.01</b>	<b>10,001,000</b>	<b>100.01</b>
<b>Issued, subscribed and fully paid up</b>				
Equity shares of Rs. 10 each	1,010,010	10.10	1,010,010	10.10
5% cumulative redeemable preference shares of Rs. 10 each	119,350	1.19	119,350	1.19
5% bonus cumulative redeemable preference shares of Rs. 10 each	6,901	0.07	6,901	0.07
	<b>1,136,261</b>	<b>11.36</b>	<b>1,136,261</b>	<b>11.36</b>

A) Reconciliation of number of shares outstanding at the beginning and at the end of the year

i) Equity shares of Rs. 10 each

At the beginning of the year	1,010,010	10.10	1,010,010	10.10
Add: Shares issued during the year	-	-	-	-
At the end of the year	<b>1,010,010</b>	<b>10.10</b>	<b>1,010,010</b>	<b>10.10</b>

ii) 5% cumulative redeemable preference shares of Rs. 10 each

At the beginning of the year	119,350	1.19	119,350	1.19
Add: Shares issued during the year	-	-	-	-
At the end of the year	<b>119,350</b>	<b>1.19</b>	<b>119,350</b>	<b>1.19</b>

iii) 5% bonus cumulative redeemable preference shares of Rs. 10 each

At the beginning of the year	6,901	0.07	-	-
Add: Shares issued during the year	-	-	126,251	1.26
Less: Bonus Shares issued partly redeemed subsequently	-	-	(119,350)	(1.19)
At the end of the year	<b>6,901</b>	<b>0.07</b>	<b>6,901</b>	<b>0.07</b>

B) Rights, preferences and restrictions attached to equity shares/ preference shares:

(i) Terms / rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 per share. These shares rank pari passu in all respects including voting rights and entitlement to dividends.

(ii) Terms / rights attached to preference shares

(a) 5% cumulative redeemable preference shares: The preference shares of the Company were redeemable at par at the end of 10 years from the date of allotment, but may be redeemed at any time after a period of 12 months from the date of allotment at the option of the company. These shares would carry fixed cumulative dividend of 5% per annum.

(b) 5% bonus cumulative redeemable preference shares: The preference shares of the Company would be redeemable at par at the end of 10 years from the date of allotment, but may be redeemed at any time from the date of allotment at the option of the Company. These shares would carry fixed cumulative dividend of 5% per annum. The Company has partly redeemed these shares at par. These shares carry fixed cumulative dividend of 5% per annum.

C) Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	As at			
	March 31, 2015		March 31, 2014	
	Number of shares	%	Number of shares	%
<b>Equity shares of Rs. 10 each fully paid</b>				
Asit Koticha	606,000	60.00%	606,000	60.00%
Sameer Koticha	404,000	40.00%	404,000	40.00%
<b>Preference shares of Rs. 10 each fully paid</b>				
Asit Koticha	75,750	60.00%	75,750	60.00%
Sameer Koticha	50,500	40.00%	50,500	40.00%

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure V : Restated Previous GAAP Standalone Summary Statement of Share Capital

D) Aggregate number and class of shares allotted as fully paid up bonus shares for the period of 5 years immediately preceding the balance sheet date :

Particulars	As at	
	March 31, 2015	March 31, 2014
<b>Equity shares with voting rights</b>		
Fully paid up by way of bonus shares	1,000,000	1,000,000
<b>Preference shares</b>		
Fully paid up by way of bonus shares	126,251	126,251

E) As at March 31 2015, 274,703 shares (Previous year 238,007) of Rs 10 each were reserved for issuance towards outstanding Employees Stock Option granted (Refer point 5 of Annexure XXIV) .

Annexure VI : Restated Previous GAAP Standalone Summary Statement of Reserves and Surplus

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	As at	
	March 31, 2015	March 31, 2014
<b>Capital redemption reserve</b>		
Balance as at beginning of the year	3.98	4.05
Less: Used for issue of bonus preference shares during the year	-	(1.26)
Add : Transferred from General Reserve account towards redemption of bonus preference shares	-	1.19
<b>Balance as at end of the year</b>	<b>3.98</b>	<b>3.98</b>
<b>Securities premium account</b>		
Balance as at beginning of the year	681.37	681.37
<b>Balance as at end of the year</b>	<b>681.37</b>	<b>681.37</b>
<b>General reserve</b>		
Balance as at beginning of the year	31.50	32.69
Less : Transferred to Capital Redemption Reserve account towards redemption of bonus preference shares	-	(1.19)
<b>Balance as at end of the year</b>	<b>31.50</b>	<b>31.50</b>
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as at beginning of the year (as restated)	611.92	594.65
Add : Restated profit for the year	237.19	17.34
Less : Preference Dividend	(0.06)	(0.06)
Less : Tax on Preference Dividend	(0.01)	(0.01)
<b>Balance as at end of the year</b>	<b>849.04</b>	<b>611.92</b>
<b>Capital reserve</b>		
Balance as at beginning of the year	0.74	0.74
<b>Balance as at end of the year</b>	<b>0.74</b>	<b>0.74</b>
<b>Shares options outstanding account</b>		
Balance as at beginning of the year	-	-
Add: Amounts recorded on modification of terms of ESOP	38.58	-
<b>Balance as at end of the year</b>	<b>38.58</b>	<b>-</b>
	<b>1,605.21</b>	<b>1,329.51</b>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure VII - Restated Previous GAAP Standalone Summary Statement of Long term borrowings, Long term provisions and Other non-current liabilities

(a) Long-term borrowings

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Unsecured		
(a) Term Loans		
-From Banks		
Term Loan from ICICI Bank Limited*	-	20.00
	-	<b>20.00</b>

Maturity Profile\*

In previous year ICICI Bank Term Loan the repayment terms would be applicable on completion of full disbursement.

(b) Long-term provisions

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
<u>Provision for employee benefits</u>		
- Provision for compensated absences (Refer point 2 of Annexure XXIV)	0.93	1.23
- Other long term benefits	10.79	10.89
- Provision for bonus	26.31	8.57
<u>Others</u>		
Provision for fringe benefit tax (Net of advance tax Rs. 1.32 million ; Previous year : Rs. 1.32 million)	0.12	0.12
	<b>38.15</b>	<b>20.81</b>

(c) Other-long term liabilities

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
<u>Trade Payables</u>		
Micro, Small and Medium Enterprises	-	-
Others	215.28	74.54
	<b>215.28</b>	<b>74.54</b>

Annexure VIII- Restated Previous GAAP Standalone Summary Statement of Trade Payables, Other Current Liabilities and Short-Term Provisions

(a) Trade payables

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Micro, Small and Medium Enterprises	-	0.10
Others	220.87	63.88
	<b>220.87</b>	<b>63.98</b>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure VIII- Restated Previous GAAP Standalone Summary Statement of Trade Payables, Other Current Liabilities and Short-Term

(b) Other current liabilities

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Interest accrued but not due on borrowings	0.04	0.20
Statutory liabilities	31.26	10.56
Advance fees received	-	5.25
Outstanding liability for expenses	0.94	0.09
	<b>32.24</b>	<b>16.10</b>

(c) Short -term provisions

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
<u>Provision for employee benefits :</u>		
- Provision for compensated absences (Refer point 2 of Annexure XXIV)	0.03	0.04
- Provision for bonus	111.41	37.50
Gratuity liability	1.99	1.18
<u>Others</u>		
Provision for income tax (Net of advance tax Rs. 82.37 million ; Previous year : Nil)	77.93	-
Provision for proposed preference dividend	0.06	0.02
Provision for tax on proposed dividend	0.01	-
	<b>191.43</b>	<b>38.74</b>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure IX - Restated Previous GAAP Standalone Summary Statement of Fixed Assets

(A) Tangible Assets:

(All amounts in Millions Rupees except for share data or as otherwise stated)					
March 31, 2015	Leasehold improvements	Furniture and fixtures	Computer Hardware	Office Equipments	Total
<b>Owned assets</b>					
<b>Cost</b>					
At April 1, 2014	4.27	25.85	21.71	5.72	57.55
Additions	-	0.01	1.75	0.01	1.77
Disposals	-	-	(0.79)	-	(0.79)
<b>At March 31, 2015</b>	<b>4.27</b>	<b>25.86</b>	<b>22.67</b>	<b>5.73</b>	<b>58.53</b>
<b>Depreciation</b>					
At April 1, 2014	2.38	18.80	19.85	3.32	44.35
Charge for the year	0.10	4.25	2.64	2.25	9.24
Disposals	-	-	(0.79)	-	(0.79)
<b>At March 31, 2015</b>	<b>2.48</b>	<b>23.05</b>	<b>21.70</b>	<b>5.57</b>	<b>52.80</b>
<b>Net block</b>					
<b>At March 31, 2015</b>	<b>1.79</b>	<b>2.81</b>	<b>0.97</b>	<b>0.16</b>	<b>5.73</b>

(All amounts in Millions Rupees except for share data or as otherwise stated)					
March 31, 2014	Leasehold improvements	Furniture and fixtures	Computer Hardware	Office Equipments	Total
<b>Owned assets</b>					
<b>Cost</b>					
At April 1, 2013	4.27	25.85	22.81	5.52	58.45
Additions	-	-	0.50	0.20	0.70
Disposals	-	-	(1.60)	-	(1.60)
<b>At March 31, 2014</b>	<b>4.27</b>	<b>25.85</b>	<b>21.71</b>	<b>5.72</b>	<b>57.55</b>
<b>Depreciation</b>					
At April 1, 2013	2.28	17.25	20.05	2.94	42.52
Charge for the year	0.10	1.55	1.33	0.38	3.36
Disposals	-	-	(1.53)	-	(1.53)
<b>At March 31, 2014</b>	<b>2.38</b>	<b>18.80</b>	<b>19.85</b>	<b>3.32</b>	<b>44.35</b>
<b>Net block</b>					
<b>At March 31, 2014</b>	<b>1.89</b>	<b>7.05</b>	<b>1.86</b>	<b>2.40</b>	<b>13.20</b>

Details of assets jointly owned by the Company

Jointly owned assets	Leasehold improvements	Furniture and fixtures	Air Conditioner
<b>Extent of ownership</b>	<b>51.00%</b>	<b>51.00%</b>	<b>51.00%</b>
<b>Proportion of original cost</b>			
At March 31, 2014	1.82	2.22	0.17
At March 31, 2015	1.82	2.22	0.17
<b>Accumulated depreciation</b>			
At March 31, 2014	1.82	1.88	0.15
At March 31, 2015	1.82	1.88	0.15
<b>Net block</b>			
At March 31, 2014	0.00	0.34	0.02
At March 31, 2015	0.00	0.34	0.02

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

**(B) Intangible Assets:**

(All amounts in Millions Rupees except for share data or as otherwise stated)

<b>Owned assets</b>	<b>Softwares</b>	<b>Total</b>
<b>Cost</b>		
At April 1, 2014	19.01	<b>19.01</b>
Additions	2.25	<b>2.25</b>
Disposals	-	-
<b>At March 31, 2015</b>	<b>21.26</b>	<b>21.26</b>
<b>Amortization</b>		
At April 1, 2014	14.19	<b>14.19</b>
Charge for the year	4.54	<b>4.54</b>
Disposals	-	-
Exchange differences	-	-
<b>At March 31, 2015</b>	<b>18.73</b>	<b>18.73</b>
<b>Net block</b>		
<b>At March 31, 2015</b>	<b>2.53</b>	<b>2.53</b>
<b>March 31, 2014</b>		
<b>Owned assets</b>	<b>Softwares</b>	<b>Total</b>
<b>Cost</b>		
At April 1, 2013	16.85	<b>16.85</b>
Additions	2.16	<b>2.16</b>
Disposals	-	-
<b>At March 31, 2014</b>	<b>19.01</b>	<b>19.01</b>
<b>Amortization</b>		
At April 1, 2013	11.86	<b>11.86</b>
Charge for the year	2.33	<b>2.33</b>
Disposals	-	-
<b>At March 31, 2014</b>	<b>14.19</b>	<b>14.19</b>
<b>Net block</b>		
<b>At March 31, 2014</b>	<b>4.82</b>	<b>4.82</b>

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure X- Restated Previous GAAP Standalone Summary Statement of Non-Current Investments**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	No. of shares/units		As at	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
<b>Other than trade investments - Unquoted (valued at cost)</b>				
At Cost				
<u>Investment in Equity Instruments</u>				
<u>Investment in Subsidiaries (fully paid up)</u>				
ASK Wealth Advisors Private Limited (face value of Rs. 10 each)	66,279,900	66,279,900	662.80	662.80
ASK Property Investment Advisors Private Limited (face value of Rs. 10 each)	23,270,588	23,000,000	242.72	230.00
ASK Property Advisory Services Private Limited (face value of Rs. 10 each)	20,000	20,000	0.20	0.20
ASK Trusteeship Services Private Limited (face value of Rs. 10 each)	10,000	10,000	0.10	0.10
ASK Capital Management Pte Limited (face value of Singapore Dollar 1 each)	1,392,501	1,392,501	63.24	63.24
ASK Financial Holdings Private Limited (face value of Rs. 10 each)	10,000	10,000	0.10	0.10
<u>Investment in joint venture (fully paid up)</u>				
ASK Pravi Capital Advisors Private Limited (face value of Rs. 10 each)	8,145,000	8,085,000	81.45	80.85
<u>Other Investments</u>				
<u>Investment in Venture Capital Fund</u>				
- Class A1 units ASK Pravi Private Equity Opportunities Fund of the face value of Rs. 1,00,000 each fully paid up	150	105	15.14	10.64
- Class B units of ASK Pravi Private Equity Opportunities Fund of the face value of Rs. 10 each fully paid up	2,750	2,750	0.03	0.03
<u>Investment in debentures (Listed but not quoted)</u>				
Nobility Estates Private Limited	12	-	12.00	-
- Debentures of the face value of Rs. 1,000,000 each fully paid				
			<b>1,077.78</b>	<b>1,047.96</b>
Aggregate amount of unquoted investments			1,065.78	1,047.96
Aggregate amount of listed but not quoted investments			12.00	-

**Annexure XI- Restated Previous GAAP Standalone Summary Statement of Deferred tax**

**Deferred tax Assets (net)**

Components of deferred tax assets (net) are as follows:

(All amounts in Millions Rupees except for share data or as otherwise stated)

Timing Difference on account of	March 31, 2015	March 31, 2014
<b>Deferred tax assets</b>		
<u>Timing differences on account of:</u>		
Difference in depreciation in block of fixed assets as per tax books and financials books	5.19	2.42
Expenses allowable on payment basis under Income Tax.	42.96	14.83
	<b>48.15</b>	<b>17.25</b>

**Annexure XII - Restated Previous GAAP Standalone Summary Statement of Long-term Loans and Advances and Other Non-Current Assets**

**(a) Long-term loans and advances (unsecured, considered good)**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
<u>To parties other than related parties:</u>		
Advance payment of taxes		
- Income tax	113.62	110.13
- Fringe benefit tax	0.01	0.01
Balances with government authorities		
- Service Tax credit receivable	11.80	8.96
Prepaid expenses	0.45	0.36
Deposits	0.48	0.52
Income receivable from venture capital fund	0.55	0.34
Advance to others	0.26	0.85
	<b>127.17</b>	<b>121.17</b>
<u>To related parties:</u>		
Loan	-	127.13
	<b>127.17</b>	<b>248.30</b>
<b>Note (a)</b>		
Advance income tax is net of provision for income tax	432.84	432.68

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XII - Restated Previous GAAP Standalone Summary Statement of Long-term Loans and Advances and Other Non-Current Assets

(b) Other non-current assets (unsecured, considered good)

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Long term trade receivables	272.61	96.36
	<u>272.61</u>	<u>96.36</u>

Annexure XIII- Restated Previous GAAP Standalone Summary Statement of Current Investments and Trade Receivables

(a) Current Investments- Unquoted (At lower of cost or fair value)

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
<u>Investment in Mutual Fund</u>		
1,769,725.20 (Previous year 66926.743) units of Birla Sunlife Savings Fund - Daily Dividend -Regular Plan - Reinvestment Plan of the Face Value of Rs.100/- each (NAV: Rs. 100.2970 (Rs. 100.2970))	177.50	6.71
	<u>177.50</u>	<u>6.71</u>

(b) Trade receivables

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
<u>Unsecured, considered good</u>		
Receivables outstanding for a period exceeding six months from the date they became due for payment	-	-
Other trade receivables	574.39	119.52
	<u>574.39</u>	<u>119.52</u>

Annexure XIV- Restated Previous GAAP Standalone Summary Statement of Cash and Bank balances

Cash and Bank balances

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
<u>Cash and cash equivalent</u>		
Cash on hand (including foreign currency notes)	0.04	0.02
<u>Balances with banks</u>		
In current accounts	4.15	6.48
	4.19	6.50
<u>Other bank balances (under lien)</u>		
In deposit accounts with residual maturity of more than 12 months	0.90	0.86
	<u>5.09</u>	<u>7.36</u>

Annexure XV- Restated Previous GAAP Standalone Summary Statement of Short-term Loans and Advances and Other Current Assets

a) Short-term loans and advances (unsecured, considered good)

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Prepaid expenses	3.66	8.31
Loans and advances to related parties (Refer point 1 of Annexure XXIV)	0.58	0.54
Loans and advances to employees	0.10	0.10
Balances with Government authorities		
- Service Tax credit receivable	15.68	0.65
Other advances	2.60	0.57
	<u>22.62</u>	<u>10.17</u>

b) Other current assets

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Interest accrued on loans to related parties	0.03	3.39
Interest accrued on debentures	0.94	-
	<u>0.97</u>	<u>3.39</u>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XVI- Restated Previous GAAP Standalone Summary Statement of Revenue from operations

Revenue from Operations

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
<u>Income from Services</u>		
Fund management, advisory and other fees	1,305.07	332.30
Support service fees	161.87	98.88
	<b>1,466.94</b>	<b>431.18</b>

Annexure XVII- Restated Previous GAAP Standalone Summary Statement of Other Income

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014	Nature
Dividend income from current investments	3.59	3.37	Recurring
Dividend income from venture capital fund	0.21	0.34	Non-Recurring
Interest income on loans	8.84	16.60	Recurring
Interest accrued on debentures	0.94	-	Recurring
Credit balances written back	-	3.65	Non-Recurring
Net gain on foreign currency transactions and translation	1.47	1.45	Recurring
Miscellaneous income	0.51	0.11	Non-Recurring
	<b>15.56</b>	<b>25.52</b>	

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XVIII- Restated Previous GAAP Standalone Summary Statement of Expenses

(a) Employee benefit expense

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Salaries, wages and bonus	308.45	176.00
Contribution to provident and other funds	11.08	9.93
Staff welfare expenses	2.58	2.78
	<b>322.11</b>	<b>188.71</b>

(b) Finance costs

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Interest on borrowings	2.28	5.97
Interest on service and income tax	8.19	-
	<b>10.47</b>	<b>5.97</b>

(c) Other expenses

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Membership and subscription fees	4.49	3.04
Printing and stationery	1.55	1.03
Postage and communication expenses	3.83	3.15
Electricity charges	3.53	3.29
Travelling and conveyance charges	7.28	4.15
Repairs and maintenance	5.22	5.13
Seminar fees	-	0.01
SEBI fees	0.17	0.17
Lease rent	18.56	18.44
Rates and taxes	2.66	0.45
Computer consumables	-	-
Legal and professional	8.56	5.16
Auditors remuneration (Refer point point 9 of Annexure XXIV)	1.12	1.03
Books and periodicals	-	0.14
Advertisement and business promotion	12.93	8.24
Insurance charges	1.50	1.48
Recruitment charges	2.99	0.85
Loss on sale / write off of fixed assets (Net)	-	0.06
Client referral/marketing fees	509.04	133.57
Loss on sale off of investment	-	0.42
Investment advisory fees	186.39	40.06
Directors sitting fees	0.48	0.57
Donations	0.40	0.40
Bad Debts written off	0.05	0.60
Advances written off	-	0.21
Office expenses	2.00	1.55
Miscellaneous expenses	3.64	0.89
	<b>776.39</b>	<b>234.09</b>

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XIX**

**Earnings Per Share (Before split of shares and bonus)**

Particulars	March 31, 2015	March 31, 2014
1 Calculation of weighted average number of equity shares - Basic		
(a) Number of Shares at the beginning of the year	1,010,010	1,010,010
(b) Shares issued during the year	-	-
<b>Total shares outstanding at the end of the year</b>	<b>1,010,010</b>	<b>1,010,010</b>
<b>Weighted average number of equity shares outstanding at the end of the year</b>	<b>1,010,010</b>	<b>1,010,010</b>
2 Calculation of weighted average number of equity shares - Diluted		
(a) Weighted Average number of shares at the beginning of the year	1,010,010	1,010,010
(b) Add: Potential equity shares	81,799	17,738
<b>Weighted average number of equity shares outstanding at the end of the year</b>	<b>1,091,809</b>	<b>1,027,748</b>
3 <b>Restated profit for the year</b>	<b>237.19</b>	<b>17.34</b>
Less: Preference dividend and tax thereon	0.08	0.07
<b>Restated net profit after tax and adjustments, available for equity shareholders</b>	<b>237.11</b>	<b>17.27</b>
4 <b>Earnings per share</b>		
Basic	234.76	17.10
Diluted	217.18	16.80

**Earnings per share (After split of shares and bonus)**

Particulars	March 31, 2015	March 31, 2014
1 Calculation of weighted average number of equity shares - Basic		
(a) Number of shares at the beginning of the year	65,650,650	65,650,650
(b) Shares issued during the year	-	-
<b>Total shares outstanding at the end of the year</b>	<b>65,650,650</b>	<b>65,650,650</b>
<b>Weighted average number of equity shares outstanding at the end of the year</b>	<b>65,650,650</b>	<b>65,650,650</b>
2 Calculation of weighted average number of equity shares - Diluted		
(a) Weighted average number of equity shares outstanding at the end of the year	65,650,650	65,650,650
(b) Add: Potential equity shares	5,316,933	1,152,995
<b>Weighted average number of equity shares outstanding at the end of the year</b>	<b>70,967,583</b>	<b>66,803,645</b>
3 <b>Restated profit for the year</b>	<b>237.19</b>	<b>17.34</b>
Less: Preference dividend and tax thereon	0.08	0.07
<b>Restated net profit after tax and adjustments, available for equity shareholders</b>	<b>237.11</b>	<b>17.27</b>
4 <b>Earnings per share</b>		
Basic	3.61	0.26
Diluted	3.34	0.26

Pursuant to Shareholder's resolution passed at the Extraordinary General Meeting (EGM) held on May 10, 2018, the equity share capital (Authorized, Issued and Paid-up) of the Company was subdivided from Rs. 10/- (Rupees ten) each to equity shares of Rs. 2/- (Rupees two) each. Further at the same meeting, the Shareholders approved issuance of Bonus shares to the existing shareholders in the ratio of 12:1 i.e twelve bonus equity shares for each existing equity shares. Accordingly, the exercise price and the outstanding employee stock options have been adjusted proportionately.

Accounting Standard 20 on "Earnings per share", requires an adjustment in the calculation of basic and diluted earnings per share for all the periods presented if the number of equity or potential equity shares outstanding change as a result of share split and bonus. Pursuant to the shareholders' consent to the share split and bonus at the EGM mentioned above, the weighted average numbers of shares and consequently the basic and diluted earnings per share have been accordingly adjusted in the financial statements for all the periods presented in accordance with Accounting Standard 20 on "Earnings per share".

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XX (a) : Restated Previous GAAP Standalone Summary Statement of Contingent liabilities**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars		Notes	March 31, 2015	March 31, 2014
a)	Income tax demand in respect of which the Company has preferred on Appeal with higher authorities. Based on judicial pronouncements, the Company's claim is likely to be accepted by judicial authorities:			
	AY 2011-12	1	1.99	-
	AY 2008-09		4.09	1.02
	AY 2010-11		0.25	0.76
	AY 2012-13	2	6.72	0.20

**Notes:**

- 1 Total demand of Rs. 1.99 million will be adjusted towards Refund claimed for Rs. 20.42 million
- 2 Total demand of Rs. 6.72 million will be adjusted towards Refund claimed for Rs. 25.76 million

Further, in the opinion of the management, the Company has strong grounds and hence is likely to get succeed in each of the above assessments. In view thereof, no provision has been made in the books of account for the said demands.

**Service Tax**

The Service Tax Department has raised show cause notice during the year on the Company for FY 2009-10 raising a service tax demand amounting to Rs. 20.94 million. Notice is raised on ground that export of services amounting to Rs. 198.43 million shown under Service tax return for period April 2009 - September 2009 is deemed by department as not qualifying for export of services.

In the opinion of the management, the Company has strong grounds to show that services disclosed in return qualify for export of services and hence is likely to get succeed in above assessment. In view thereof, no provision has been made in the books of account for the said demand.

**Annexure XX (b) : Restated Previous GAAP Standalone Summary Statement of Capital and other commitments**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars		March 31, 2015	March 31, 2014
a)	Uncalled liability towards funds - ASK Pravi Private Equity Opportunities Fund	15.00	19.50

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XXI- Restated Previous GAAP Standalone Summary Statement of Accounting Ratios

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	For the year Ended	
	March 31, 2015	March 31, 2014
Restated profit for the year (A)	237.19	17.34
Less: Preference dividend and tax thereon	0.08	0.07
<b>Restated net profit after tax and adjustments, available for equity shareholders (B)</b>	<b>237.11</b>	<b>17.27</b>
Restated net worth at the end of the year (C)	1,616.57	1,340.87
Weighted average number of equity shares outstanding during the year (refer note 4 below) (D)	65,650,650	65,650,650
Weighted average number of dilutive potential equity shares outstanding during the year (refer 4 below) (E)	70,967,583	66,803,645
Outstanding number of shares at the end of the year (F)	1,010,010	1,010,010
Earnings per equity share (Rs.)		
- Basic (B) / (D) (refer note 2 (a) below)	3.61	0.26
- Diluted (A) / (E) (refer note 2 (b) below)	3.34	0.26
Return on net worth (%) (refer note 2 (c) below) (B) / (C)	14.67%	1.29%
Net asset value per share (Rs.) (refer note 2 (d) below) (C) / (F)	24.62	20.42

**Notes:**

1) The above statement should be read with the notes on adjustments for Restated Previous GAAP Standalone Summary Statement of the Assets and Liabilities, Restated Previous GAAP Standalone Summary Statement of Profit and Loss and Restated Previous GAAP Standalone Summary Statement of Cash Flows as appearing in Annexure I, II and III and significant accounting policies as appearing in Annexure IV B .

2) The ratios have been computed as follows:

a) Earning per share (Basic)=  $\frac{\text{Restated net profit after tax and adjustments, available for equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$

b) Earning per share (Diluted) =  $\frac{\text{Restated Profit for the period/ year}}{\text{Weighted average number of diluted potential equity shares outstanding during the year}}$

c) Return on Net worth (%) =  $\frac{\text{Restated net profit after tax and adjustments, available for equity shareholders}}{\text{Restated net worth at the end of the year}}$

d) Net asset value per share (Rs.) =  $\frac{\text{Restated net worth at the end of the year}}{\text{Outstanding number of shares at the end of the year}}$

3) Net worth for ratios mentioned in note 2(c) and 2(d) is = Total paid up share capital + Reserves and surplus ( including Capital redemption reserve, Securities premium account and Surplus in the Statement of Profit and Loss).

4) Weighted average number of shares is the number of equity shares outstanding at the beginning of the period/ year adjusted by the number of equity shares issued during period/ year and cross holding of a subsidiary, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/ year.

5) Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

6) The figures disclosed above are based on the Restated Previous GAAP Standalone Financial Information of the Company.

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXII - Restated Previous GAAP Standalone Statement of Tax Shelter**

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	For the years ended	
	Restated	Restated
	March 31, 2015	March 31, 2014
A Restated profit before tax	359.75	22.24
B Normal tax rate	33.990%	32.445%
C Tax thereon at the above rate - Normal tax rate	<b>122.28</b>	<b>7.22</b>
D <u>Permanent differences</u>		
Expenses disallowed under Income Tax Act	7.54	0.91
Income exempt under Income Tax Act	(4.34)	(3.72)
Deduction under section 80G	0.20	0.20
<b>Total (D)</b>	<b>3.40</b>	<b>(2.61)</b>
E <u>Timing Differences</u>		
Difference in book depreciation and depreciation under Income Tax Act, 1961	7.63	(0.13)
Expenses allowable on payment basis	0.40	7.44
Other items	-	(0.54)
Restated adjustment	78.88	(12.30)
<b>Total (E)</b>	<b>86.91</b>	<b>(5.53)</b>
<b>F Net adjustments (D+E)</b>	90.31	(8.14)
<b>G Tax Expense/ (Saving) thereon (F*B)</b>	30.70	(2.64)
<b>H Total Taxable Income</b>	<b>450.06</b>	<b>14.10</b>
<b>I Total tax on profits (C+G)</b>	152.98	4.58
<b>J Other adjustments (Refer note 3 below)</b>	0.48	(0.19)
<b>K Net tax expense</b>	153.46	4.39
<b>Total current tax on profits</b>	<b>153.46</b>	<b>4.39</b>
Current tax on continuing operations	153.46	4.39

**Note :**

- 1 The aforesaid statement of Tax Shelter has been prepared as per the restated standalone summary statement of profit and loss of the Company.
- 2 The above statement should be read with the notes to restated standalone Summary Statement of Assets and Liabilities, Profit and Loss and Cash Flows appearing in Annexure I , II & III.
- 3 Other adjustments pertains to adjustment made on account of excess/(short) provision for tax and tax relating to previous years.
- 4 Income tax rate includes surcharge, education cess and secondary higher education cess as applicable for the year concerned.

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXIII- Statement of Dividend Declared and Paid**

**(All amounts in Millions Rupees except for share data or as otherwise stated)**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
Equity Share Capital	10.10	10.10
Face value per share	10.00	10.00
Amount of dividend	-	-
Dividend in %	0.00%	0.00%
Dividend tax	-	-
Preference Share Capital	1.26	1.26
Face value per share	10.00	10.00
Amount of dividend	0.06	0.06
Dividend in % (Post tax)	5.00%	5.00%
Dividend tax	0.01	-

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXIV- Notes forming part of Restated Previous GAAP Standalone financial information**

**1. Related Party Transactions**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b><u>Where control exists</u></b>		
Subsidiary Companies	ASK Wealth Advisors Private Limited ASK Property Investment Advisors Private Limited ASK Property Advisory Services Private Limited ASK Trusteeship Services Private Limited ASK Financial Holdings Private Limited (formerly know as ASK Infrastructure Private Limited) ASK Capital Management PTE Limited (Singapore)	ASK Wealth Advisors Private Limited ASK Property Investment Advisors Private Limited ASK Property Advisory Services Private Limited ASK Trusteeship Services Private Limited ASK Financial Holdings Private Limited (formerly know as ASK Infrastructure Private Limited) ASK Capital Management PTE Limited (Singapore)
Step down subsidiary companies	ASK Family Office and Investment Advisors Private Limited (formerly known as ASK Insurance Broking and Risk Management Services Private Limited)	ASK Family Office and Investment Advisors Private Limited (formerly known as ASK Insurance Broking and Risk Management Services Private Limited)
Joint Venturer Company	ASK Pravi Capital Advisors Private Limited	ASK Pravi Capital Advisors Private Limited
<b><u>Other related parties with whom transactions have taken place during the year</u></b>		
Entity controlled by the Company	ASK Pravi Private Equity Opportunities Fund	ASK Pravi Private Equity Opportunities Fund
Enterprises where significant influence can be exercised	ASK Real Estate Special Opportunities Fund	ASK Real Estate Special Opportunities Fund
	ASK Real Estate Special Opportunities Fund – II	-
	ASK India Real Estate Special Opportunities Fund Pte. Ltd.	-
	ASK Securities Advisory Services Private Limited	ASK Securities Advisory Services Private Limited
	ASK Foundation	ASK Foundation
	Sameer Koticha (HUF) Prushti Developers Pvt. Ltd Fortress Constructions Pvt. Ltd	Sameer Koticha (HUF) - -
Key management personnel (KMP)	Asit Koticha (Director) Sameer Koticha (Director) Sunil Rohokale (Director) Bharat Shah (Director) Mukarram Bhagat (Director) (till 30/06/2013)	Asit Koticha (Director) Sameer Koticha (Director) Sunil Rohokale (Director) Bharat Shah (Director) Mukarram Bhagat (Director) (till 30/06/2013)
Relatives of Key management personnel (KMP)	Kishore Koticha Pramoda Koticha Monik Koticha Sneh Koticha Contractor Preet Koticha Arvind Shah	Sneh Koticha Contractor Monik Koticha Kishore Koticha Pramoda Koticha Arvind Shah

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXIV- Notes forming part of Restated Previous GAAP Standalone financial information**

**1. Related Party Transactions (continued)**

**Details of transactions with related parties:**

**(All amounts in Millions Rupees except for share data or as otherwise stated)**

<b>Particulars</b>	<b>Name of the related party</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b>(i) Transactions</b>			
<b>Sale of Services</b>			
Subsidiary Companies	ASK Wealth Advisors Private Limited	101.13	65.91
	ASK Property Investment Advisors Private Limited	59.01	31.97
Key Management Personnel	Sunil Rohkale	0.41	0.08
Relatives of Key Management Personnel	Kishore Koticha	0.70	1.18
	Pramoda Koticha	0.07	0.14
	Sameer Koticha (HUF)	2.37	0.41
	Arvind Shah	0.14	0.10
<b>Purchase of services</b>			
Subsidiary Companies	ASK Wealth Advisors Private Limited	258.62	104.86
	ASK Property Investment Advisors Private Limited	181.14	45.31
<b>Rent paid</b>			
Enterprises where significant influence can be exercised	ASK Securities Advisory Services Private Limited	9.88	16.93
	Prushti Developers Private Limited	4.23	-
	Fortress Constructions Private Limited	2.82	-
<b>Remuneration/ Sitting Fees</b>			
Key Management Personnel (KMP)	Asit Koticha	0.24	0.34
	Sameer Koticha	0.24	0.37
	Sunil Rohokale	32.95	27.74
	Bharat Shah	17.54	11.76
	Mukarram Bhagat	-	1.53
Relatives of Key Management Personnel (KMP)	Monik Koticha	0.45	0.51
	Sneh Koticha	0.45	0.40
	Preet Koticha		0.11
<b>Expenses recovered</b>			
Subsidiary Companies	ASK Insurance Broking and Risk Management Services Private Limited	0.00	0.02
	ASK Wealth Advisors Private Limited	2.56	2.26
	ASK Property Investment Advisors Private Limited	0.77	(0.98)
Key Management Personnel (KMP)	Sameer Koticha	0.00	0.03
<b>Dividend income</b>			
Entity controlled by the Company	ASK Pravi Private Equity Opportunities Fund	0.21	0.34
<b>Preference dividend paid</b>			
Key Management Personnel (KMP)	Asit Koticha	0.04	0.04
	Sameer Koticha	0.03	0.02
	Sunil Rohokale	0.00	-
<b>Interest received</b>			
Subsidiary Companies	ASK Wealth Advisors Private Limited	8.81	15.89
	ASK Property Investment Advisors Private Limited	-	0.71
	ASK Financial Holdings Private Limited	0.03	-

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXIV- Notes forming part of Restated Previous GAAP Standalone financial information**

**1. Related Party Transactions (continued)**

**Details of transactions with related parties:**

**(All amounts in Millions Rupees except for share data or as otherwise stated)**

<b>Particulars</b>	<b>Name of the related party</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b>Investment in shares/units</b>			
Subsidiary Companies	ASK Property Advisory Services Private Limited	-	0.10
	ASK Capital Management Pte Limited (Singapore)		22.17
	ASK Pravi Capital Advisors Private Limited	0.60	10.60
Entity controlled by the Company	ASK Pravi Private Equity Opportunities Fund (Class A)	4.50	5.61
	ASK Pravi Private Equity Opportunities Fund (Class B)	-	0.03
<b>Advances given</b>			
Subsidiary Companies	ASK Property Advisory Services Private Limited	-	0.01
<b>Preference share capital issued</b>			
Key management personnel (KMP)	Asit Koticha	-	0.04
	Sameer Koticha	-	0.03
	Sunil Rohokale	-	0.00
<b>Loan given and (received) back</b>			
Subsidiary Companies	ASK Wealth Advisors Private Limited	(127.13)	(39.23)
	ASK Property Investment Advisors Private Limited		(50.02)
	ASK Financial Holdings Private Limited (formerly known as ASK Infrastructure Services Private Limited)	0.05	0.25
<b>Expenses reimbursed (paid)</b>			
Subsidiary Companies	ASK Property Investment Advisors Private Limited	0.97	0.82
Key Management Personnel	Asit Koticha	-	0.25
	Sameer Koticha	0.03	0.02
	Sunil Rohokale	0.05	0.12
	Bharat Shah	0.33	0.38
	Mukarram Bhagat		0.07
<b>Share Application Money Refunded</b>			
Key Management Personnel	Bharat Shah	-	28.46
<b>Amount received and refunded back</b>			
Enterprises where significant influence can be exercised	ASK Securities Advisory Services Private Limited	-	5.83
<b>Donation given</b>			
Enterprises where significant influence can be exercised	ASK Foundation	-	0.40
<b>Amount paid towards settlement of the Trust</b>			
Subsidiary Companies	ASK Trusteeship Services Private Limited	0.01	-
<b>Employee stock options granted (number of options)</b>			
Key management personnel (KMP)	Sunil Rohokale	-	0.12
	Bharat Shah	-	0.09
<b>Employee stock options (cancelled)</b>			
Key management personnel (KMP)	Sunil Rohokale		(0.06)

**ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")**

**Annexure XXIV- Notes forming part of Restated Previous GAAP Standalone financial information**

**1. Related Party Transactions (continued)**

**Details of transactions with related parties:**

**(All amounts in Millions Rupees except for share data or as otherwise stated)**

<b>Particulars</b>	<b>Name of the related party</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b>Employee stock options related expenses</b>			
Key management personnel (KMP)	Sunil Rohokale	38.58	-
<b>(ii) Outstanding balances</b>			
<b>Receivables</b>			
Subsidiary Companies	ASK Property Advisory Services Private Limited	0.22	0.22
	ASK Financial Holdings Private Limited (formerly known as ASK Infrastructure Services Private Limited)	0.06	0.06
Key management personnel (KMP)	Sunil Rohokale	0.55	0.21
Relatives of Key management personnel (KMP)	Kishore Koticha	0.13	0.37
	Pramoda Koticha	0.01	0.04
	Sameer Koticha (HUF)	3.07	1.07
	Arvind Shah	0.03	0.03
Enterprises where significant influence can be exercised	ASK Foundation	-	0.01
<b>Payables</b>			
Subsidiary Companies	ASK Wealth Advisors Private Limited	84.15	32.72
	ASK Property Investment Advisors Private Limited	189.71	69.40
<b>Remuneration payable</b>			
Key Management Personnel (KMP)	Asit Koticha	0.22	0.27
	Sameer Koticha	0.22	0.27
	Bharat Shah	0.02	0.02
<b>Income receivable</b>			
Subsidiary Companies	ASK Wealth Advisors Private Limited	-	3.39
	ASK Financial Holdings Private Limited (formerly known as ASK Infrastructure Services Private Limited)	0.03	-
Entity controlled by the Company	ASK Pravi Private Equity Opportunities Fund	0.55	0.34
<b>Loans and advances given</b>			
Subsidiary Companies	ASK Wealth Advisors Private Limited	-	127.13
	ASK Financial Holdings Private Limited (formerly known as ASK Infrastructure Services Private Limited)	0.30	0.25
<b>Investments</b>			
Subsidiary Companies	ASK Capital Management Pte Limited (Singapore)	63.24	63.24
	ASK Pravi Capital Advisors Private Limited	81.45	80.85
Entity controlled by the Company	ASK Pravi Private Equity Opportunities Fund (Class A)	15.14	10.64
	ASK Pravi Private Equity Opportunities Fund (Class B)	0.03	0.03
<b>Employee stock options outstanding</b>			
Key management personnel (KMP)	Sunil Rohokale	0.12	0.12
	Bharat Shah	0.09	0.09

**Note :** The above transactions do not include balances held in Portfolio Management Account.

Annexure XXIV- Notes forming part of Restated Previous GAAP Standalone financial information

**2 Gratuity and post employment benefit plans:**

**a) Defined contribution plans**

In accordance with Employees' Provident Fund and Miscellaneous Provisions Act, 1952, employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which, both the employee and the Company contribute monthly at a determined rate. These contributions are made to a recognized provident fund administered by Regional Provident Fund Commissioner. The employee contributes 12% of their basic salary and the Company contributes an equal amount.

Contribution to defined contribution plan, recognized as an expense for the year as under

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Description	March 31, 2015	March 31, 2014
Company's contribution to Provident Fund	8.87	8.46
	<b>8.87</b>	<b>8.46</b>

**b) Defined benefit plans**

**Gratuity plan**

In accordance with Payment of Gratuity Act, 1972, the Company provides for gratuity, a defined benefit retirement plan covering all employees. The plan provides a lump sum payment to vested employees at retirement or termination of employment in accordance with the rules laid down in the Act. The gratuity benefit is partially provided through funded plan and annual expense is charged to restated standalone summary statement of profit and loss on the basis of actuarial valuation.

**Leave plan**

The Company provides for accumulated compensated absences as at the balance sheet date using Projected Unit Credit Method based on actuarial valuation. The leave encashment on separation is paid on basic salary.

The following table sets out funded status of the gratuity plan and the amounts recognised in the restated standalone summary statement of profit and loss.

**Amount recognized in Statement of Assets and Liabilities**

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Description	March 31, 2015	March 31, 2014
Present value of funded obligations	6.78	6.51
Fair value of plan assets	1.96	1.48
<b>Net liability in the Balance Sheet</b>	<b>4.82</b>	<b>5.03</b>

**Amount recognized in the Statement of Profit and Loss**

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Description	March 31, 2015	March 31, 2014
Current service cost	0.78	0.79
Interest on obligations	0.47	0.45
Expected return on plan assets	(0.14)	(0.12)
Net Actuarial losses (gains) recognized in the year	0.17	0.25
<b>Total included in 'employee benefit expenses'</b>	<b>1.28</b>	<b>1.37</b>

Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Description	March 31, 2015	March 31, 2014
Opening defined benefit obligation	6.51	6.28
Service cost for the year	0.78	0.79
Interest cost for the year	0.47	0.45
Actuarial losses (gains)	0.19	0.24
Benefits paid	(1.18)	(1.26)
<b>Closing defined benefit obligation</b>	<b>6.77</b>	<b>6.50</b>

Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof are as follows:

(All amounts in Millions Rupees except for share data or as otherwise stated)		
Description	March 31, 2015	March 31, 2014
Opening fair value of plan assets	1.48	1.33
Expected return	0.14	0.12
Actuarial gains and (losses)	0.02	(0.01)
Contributions by employer	1.50	1.30
Benefits-paid	(1.18)	(1.26)
<b>Closing balance of fund</b>	<b>1.96</b>	<b>1.48</b>

ASK Investment Managers Limited (Formerly known as "ASK Investment Managers Private Limited")

Annexure XXIV- Notes forming part of Restated Previous GAAP Standalone financial information

2 **Gratuity and post employment benefit plans:**

Experience adjustment are as follows:

(All amounts in Millions Rupees except for share data or as otherwise stated)

Description	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Experience loss/ (gain) on obligation	0.19	0.24	0.56	0.14	(0.83)
Loss/ (gain) due to change in assumption	-	-	(0.39)	0.25	(0.18)
Actuarial loss/ (gain) on plan assets	0.02	(0.01)	(0.03)	0.02	0.00

**Principal actuarial assumptions at the balance sheet date (expressed as weighted averages):**

Description	March 31, 2015	March 31, 2014
Discount rate	8.00% p.a.	8.00% p.a.
Expected return on plan assets	8.75% p.a.	8.75% p.a.
Annual increase in salary cost	5.00% p.a.	5.00% p.a.
Mortality Table	IALM(2006-08)	IALM(2006-08)

**Break-up of Plan Assets:**

The Company has asked from Insurer for the break-up of Insurer Managed Funds. However, those details have not been received and hence the same has not been provided.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, and other relevant factors such as supply and demand in the employment market. The above information is certified by the actuary and relied upon by the auditors.

**(c) Compensated Absences**

The Company provides for accumulated compensated absences as at the balance sheet date using Projected Unit Credit Method based on actuarial valuation. The leave encashment on separation is paid on basic salary.

Annexure XXIV- Notes forming part of Restated Previous GAAP Standalone financial information

3 Segment Reporting

Based on the guiding principles given in the Accounting Standard 17 on 'Segment Reporting', the primary segment of the company is business segment which comprises of Investment Management and Financial Advisory Services. As the company operates in a single primary business segment, no segment information thereof is given.

Segment information for secondary segment reporting (by geographical segments)

Particulars	(All amounts in Millions Rupees except for share data or as otherwise stated)					
	India		Others		Total	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Revenue by location of customers.	1,138.98	374.27	343.52	82.44	1,482.50	456.71
Carrying amount of Assets by location of assets	1,954.62	1,483.57	317.10	83.67	2,271.72	1,567.24
Addition to Fixed Assets/CWIP	4.02	2.87	-	-	4.02	2.87

4 Operating lease

Disclosures as per Accounting Standards (AS-19) on "Leases" are given below:

The Company has entered in to Operating Lease agreement for Office Premises and Vehicles for a period up to maximum 5 years. These are non cancellable maximum up to 5 years.

Particulars	(All amounts in Millions Rupees except for share data or as otherwise stated)	
	March 31, 2015	March 31, 2014
Lease payment recognized in the statement of profit and loss	18.56	18.44
	<b>18.56</b>	<b>18.44</b>

The future minimum lease payments in respect of the leased assets as on the year end is as below:

Particulars	(All amounts in Millions Rupees except for share data or as otherwise stated)	
	March 31, 2015	March 31, 2014
Not later than one year	10.90	17.95
Later than one year but not later than five years	-	10.46
Later than five years	-	-
	<b>10.90</b>	<b>28.41</b>

5 Employee Stock Option Scheme

- The Company's Employee Stock Option Scheme has been approved by the Board of Directors of the Company on 05th February, 2013.
- The options have been granted on 18th February 2013, 14th November 2013, 31st January 2014, 18th February 2014 and 16th February 2015
- The vesting period is upto two years from the date of grant and maximum exercise period would range between six years to fifteen years from the date of grant.
- The options will be settled in equity shares of the Company. The Employees can offer the shares to the Promoter Group for buy back.
- The Company uses the intrinsic value method to account for Employee Stock Options.
- The options have been granted at an exercise price equal to or more than the fair value of the shares on the grant date as determined by an independent valuer.
- During the year, there has been modification in exercise price and consequently, ESOP expense of Rs. 38.59 millions has been charged to Statement of Profit & Loss. Modification in exercise price was carried out in appreciation of significant contribution made by the Managing Director and CEO.

h) Details of movement of options :

Particulars	March 31, 2015	March 31, 2014
Options outstanding at the beginning of the year	238,007	113,700
Options granted during the year	36,696	183,207
Options vested during the year	45,623	174,280
Options exercised during the year	-	-
Options forfeited during the year	-	-
Options lapsed/surrendered during the year	-	(58,900)
Options outstanding at the end of the year	274,703	238,007

- For stock options outstanding at the end of the year the range of exercise price is Rs. 2,078.90 and Rs. 4,334.50 and the weighted average remaining contractual life is 14.08 years.
- Had fair value method been used using the Black-Scholes Options Pricing Model, the compensation cost would have been higher by Rs.197.67 million (Previous year Rs. 257.31 million), Profit for the year would have been lower by Rs. 197.67 million (Previous year Rs 257.31 million) and Basic and Diluted earnings per Share would have been Rs. 0.60 and Rs. 0.56 respectively (Previous year Basic and Diluted (loss) Rs. (3.66) and Rs. (3.59) respectively) per share.
- The weighted average exercise price of the options outstanding at the end of the year is Rs.3,244.98 per share (Previous year Rs 3,006.92 per share).

6 Investment in Joint Venture

In terms of a joint venture agreement entered into by a company with Pravi Capital Advisors LLP, the company has acquired a 50% ownership interest (Previous Period 50%) in ASK Pravi Capital Advisors Private limited (incorporated in India) which falls under the category of jointly controlled entity as per Accounting Standard 27 - Financial Reporting of Interests in Joint Ventures issued by The Institute of Chartered Accountants of India.

Aggregate amounts of assets, liabilities, income and expenses related to the interest in the jointly controlled entity based on the accounts for the year ended 31<sup>st</sup> March 2015 are as under:

Particulars	(All amounts in Millions Rupees except for share data or as otherwise stated)	
	March 31, 2015	March 31, 2014
Assets	11.19	10.77
Liabilities	4.62	2.12
Income	30.97	30.68
Expenses	33.65	37.05

7 During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company has revised the estimated useful life of its assets to align the useful life with those specified in Schedule II. The details of previously applied depreciation rates / useful life are as follows:

Assets	Previous depreciation rate/ useful life	Revised useful life
Computers and Data Processing Equipment	40% - 6 years	3 years
Office Equipment	13.91% / - 21 years	5 years
Computer Software	40% / -6 years	3 years
Furniture and Fixture	18.10% / - 15 years	10 years

Where the remaining useful life of an asset is Nil, as at April 1, 2014 the carrying value has been charged to the Statement of Profit and Loss. In other cases the carrying values have been depreciated over the remaining useful lives of the assets and recognized in the Statement of Profit and Loss. As a result the charge for depreciation is higher by Rs. 8.54 million for the year ended March 31, 2015.

8 Managerial Remuneration :-

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
Remuneration and Sitting Fees	50.49	41.04
<b>Total</b>	<b>50.49</b>	<b>41.04</b>

9 Auditor's remuneration (exclusive of service tax) :

(All amounts in Millions Rupees except for share data or as otherwise stated)

Particulars	March 31, 2015	March 31, 2014
<b>As Statutory auditors:</b>		
-Audit Fees	1.10	1.03
For Other services	1.95	1.85
Expenses reimbursed	0.01	0.01
<b>Total</b>	<b>3.06</b>	<b>2.89</b>

Note: The fees of Rs. 1.94 million (Previous Year 1.86 million) for certification of Client Portfolio and computation of IRR is directly charged to the PMS clients.

Signature to the Annexure no "I" to " XXIV " forming part of the Accounts.

On behalf of Board of Directors

**Sunil Rohokale**  
CEO and Managing Director  
DIN: 01896946

**Bharat Shah**  
Director  
DIN: 00312394

**Himanshoo Bohara**  
Chief Financial Officer

**Lalatendu Acharya**  
Company Secretary

Mumbai  
Date : July 27, 2018

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with our consolidated restated financial information as of and for fiscal years 2018, 2017 and 2016, including the related annexures. These restated financial information have been prepared in accordance with Ind AS, applicable provisions of the Companies Act and restated in accordance with the SEBI ICDR Regulations.*

*Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "**Forward-looking Statements**" and "**Risk Factors**" on pages 17 and 19, respectively.*

### Overview

We are a leading asset and wealth management company, primarily catering to the HNI and UHNI market in India. CRISIL Research notes that we were one of the first companies to obtain a portfolio management services license in India. According to CRISIL Research, we were the third largest company in both discretionary listed equity portfolio management services and discretionary equity overall portfolio management services according to assets under management as of May 30, 2018.

We cater to the investment requirements of our HNI and UHNI clients through the following three business segments:

- asset management, which primarily includes our equity investment management and advisory; and property investment management and advisory;
- wealth advisory and distribution; and
- non-banking financial company business, which recently commenced commercial operations in 2018.

Within our asset management segment, we provide equity investment management and advisory services primarily to HNI and UHNI clients. According to CRISIL Research, equity remains the most preferred asset class for UHNIs, with a 44% share of UHNI's investment allocation for the first half of Financial Year 2018. Further, CRISIL Research also notes that the AUM of listed equity portfolio management services grew at a CAGR of 45% over the past five years. Our equity investment management and advisory business focuses on long-only equity focused strategies and we have a track record of consistently higher than benchmark returns across our top performing strategies. We follow a research-based, disciplined investment approach with the aim of capital growth for the long term. Our long-term growth focus and the strong performance of our strategies has driven the growth of our equity investment management and advisory business from both existing and new clients. Further, CRISIL Research notes that there has been a growth in alternative investment funds (which utilize different strategies and invest in equities and equity derivatives) as an alternate investment avenue for HNIs and UHNIs. In order to benefit from the desire of HNI/UHNI investors to invest in such alternate investments, we manage and provide advice on property focused funds that invest in mid-income residential and affordable housing projects in six fast growing cities in India as part of our property investment management and advisory business. Our funds focus on active asset management and control investments for cost optimisation, quality and timely delivery of projects. We have also started AIFs focused on listed equity shares, in Financial Year 2018.

To market our products to clients, we utilize a distribution network consisting of both in-house and third party distributors (primarily Indian and multi-national banks and financial services companies). As of March 31, 2018, we had a network of 53 distributors across India. We advise offshore funds mainly based out of Mauritius from India and also manage/advise offshore funds through our subsidiary in Singapore, which is a registered fund management company, which enables us to cater to multiple classes of investors (such as HNI, institutions, family office, pension funds, funds of funds and sovereign wealth funds) across Asia, the Middle East, Africa and Europe.

As part of our wealth advisory and distribution segment, we seek to partner with our clients to help them meet their long term financial goals around wealth creation and preservation and transfer to the next generation. Our wealth advisory and distribution segment offers both in-house (i.e., products of our asset management segment) and third-party products primarily to our HNI and UHNI clients, depending on their requirements and preferences.

We also provide bespoke family office services to certain clients. We provide advice to our clients in three broad asset classes: equity (comprising equity investments), alternate (comprising investments in alternative investment funds such as venture capital and private equity funds) and income (comprising fixed income funds). As of March 31, 2018, 50.80% of the AUM for our wealth advisory and distribution business was in the equity asset class, which shows that our business is oriented towards the asset class preferred by HNI and UHNI clients for long-term growth.

For the major events and milestones in our corporate history, see "*History and Certain Corporate Matters – Major Events and Milestones*" on page 184. As a result of our long operational history of serving HNI and UHNI clients across asset management and wealth management, we have engendered client loyalty and generate a significant portion of our business from repeat clients. For instance, the client retention rates (which refers to the percentage of clients at the start of the relevant year that remained our clients as at the end of the relevant year) for our domestic equity investment management and advisory segment and wealth advisory and distribution segments were 89.33% and 97.42% for Financial Year 2018, respectively.

In addition to our strengths in asset management and wealth management, we received RBI approval in Financial Year 2017 for our non-banking financial company, ASKFH. ASKFH commenced commercial operations in Financial Year 2018. Through our NBFC business, we will subscribe to high yielding corporate debt securities (including rated/unrated non-convertible debentures) which then allow us to provide these products as an investment opportunity to existing clients of our asset management and wealth advisory and distribution segments. This business is aimed to be synergistic to both our asset management and wealth advisory and distribution segments.

The table below sets forth the key performance indicators of our business as of/for the periods indicated:

KPI	As of/for the year ended March 31, 2018	As of/for the year ended March 31, 2017	As of/for the year ended March 31, 2016
<b>Consolidated</b>			
Revenue from operations (₹ million)	4,516.29	3,201.61	2,134.78
Revenue yield <sup>(1)</sup> (%)	1.65%	1.60%	1.66%
Consolidated AUM <sup>(2)</sup> (₹ million)	306,501.43	241,789.99	157,701.65
Profit before tax (₹ million)	1,886.09	1,081.43 <sup>(4)</sup>	881.64
PBT Yield <sup>(3)</sup> (%)	0.69%	0.54% <sup>(4)</sup>	0.68%
<b>Asset Management (Equity Investment Management)</b>			
AUM (₹ million)	126,396.39	103,017.92	62,864.03
Domestic AUM sourced in-house (₹ million)	40,235.95	31,779.16	20,159.19
Domestic AUM sourced from external distributors (₹ million)	61,375.85	48,253.42	24,711.84
No. of Client Accounts (domestic) <sup>(5)</sup>	12,046	9,256	5,245
<b>Asset Management (Property Investment Management and Advisory)</b>			
Cumulative Corpus raised (₹ million) <sup>(6)</sup>	42,518.54	37,556.69	32,639.18
Cumulative Funds invested (₹ million)	21,065.78	17,141.30	14,861.80
Cumulative Funds exited/distributed (₹ million)	14,147.89	12,188.28	6,446.60
<b>Wealth Advisory and Distribution</b>			
Wealth Advisory and Distribution AUM (₹ million)	207,456.52	159,942.49	105,918.30
No. of client families	1,809	1,473	1,235

Notes:

(1) Revenue Yield for a Financial Year is calculated as follows:

$$\frac{\text{Revenue from operations for the Financial Year}}{\text{Average Consolidated AUM for the Financial Year}}$$

Average Consolidated AUM for a Financial Year is calculated as follows:

AUM for our equity investment management and advisory and property investment management and advisory businesses refers to the assets under management by these businesses as of the relevant date; and for our wealth advisory and distribution segment refers to the assets under advice by the segment as of the relevant date.

- (2) Consolidated AUM is the Total AUM of our asset management and wealth advisory and distribution segments, net of inter-segment eliminations.
- (3) PBT Yield for a Financial Year is calculated as follows: 
$$\frac{\text{Profit before tax for the Financial Year}}{\text{Average Consolidated AUM for the Financial Year}}$$
- (4) Our profit before tax and PBT Yield for Financial Year 2017 were impacted by an expense of ₹ 170.80 million incurred by us in Financial Year 2017 in relation to the investment into our Company by AI Global (that was of a non-recurring nature). For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Financial Year 2018 compared to Financial Year 2017". On a non-GAAP basis, our Adjusted PBT for Financial Year 2017, arrived at by adding back the legal and professional expense of ₹ 170.80 million to our profit before tax for Financial Year 2017, amounted to ₹ 1,252.23 million and our Adjusted PBT Yield for Financial Year 2017 (i.e., the ratio of our Adjusted PBT for Financial Year 2017 to our Average Consolidated AUM for Financial Year 2017, expressed as a percentage) amounted to 0.63%.
- (5) Client Accounts refers to accounts opened by our clients for the purposes of investing through us. Individual clients may have more than one Client Account with us.
- (6) Cumulative Corpus refers to the total commitment that is agreed upon by investors for investment into the fund, which will be drawn down during the life of the fund.

## **Significant Factors Affecting our Results of Operations**

### ***Macroeconomic conditions and increase in household financial savings in India***

We are a leading asset and wealth management company, primarily catering to the HNI and UHNI market in India. Accordingly, our results of operations are significantly affected by macroeconomic conditions in India as the performance of our investment products depend to a large extent on the overall performance of the Indian economy. Our business is positively impacted by increasing consumer confidence in the Indian economy, which encourages investments in the Indian capital markets.

Further, we stand to benefit from the trend of household savings in India moving towards financial and capital markets focused assets (as compared to physical assets such as real estate and gold). In this regard, CRISIL Research notes that India has historically been and is expected to continue to be a high savings economy. While household savings as a percentage of GDP has remained subdued in the period from Fiscal Year 2012 to Fiscal Year 2017, the proportion of financial savings as a percentage of GDP has generally increased during the period (from 31% for Fiscal Year 2012 to 42% for Fiscal Year 2017). CRISIL Research expects financial savings to increase with the government's strong stance against black money and the diminishing attractiveness of real estate and gold. CRISIL Research also expects the trend of household savings moving towards financial assets to continue. As a result of our long operational history as a leading asset and wealth manager, we are well placed to benefit from the trend of increasing investments in financial assets.

On the other hand, adverse macroeconomic conditions in India may affect the investment performance of our products, reduce the demand for our products, increase redemptions from our products and otherwise adversely affect our results of operations. In addition, the impact of regulatory developments (such as goods and services tax ("GST") and demonetization) on the Indian economy also impact the performance of our business.

### ***Our ability to cater to the requirements of the growing HNI and UHNI population in India***

We cater primarily to HNI and UHNI clients in India and have benefited from the growth of the HNI and UHNI population in India. CRISIL Research notes that over the past couple of years, the HNI and UHNI population in India has increased significantly, driven by better economic growth, rising income levels and a strong equity market. Further, first generation start up entrepreneurs have also made a significant impact on the UHNI/HNI landscape. India was the fastest-growing UHNI/HNI market globally in 2017, with a 20.4% HNI population expansion and 21.6% HNI wealth growth, compared with 2016. Further, CRISIL Research notes that there are approximately 161,000 individuals in India who falls under the UHNI category as of March 2017 and have combined assets worth approximately ₹ 153 trillion. CRISIL Research expects the number of UHNIs to increase to 286,000 by March 2021. (Source: CRISIL Research)

The overall growth in the UHNI and HNI population in recent years has contributed to the increase in our client base, thereby increasing our AUM and revenues. Further, the expected growth in the UHNI and HNI population in India provides us a large addressable market for our products and services. We provide specialized products

and services to our HNI and UHNI clients, focusing on asset management (equity investment management and advisory; and property investment management and advisory) and wealth advisory and distribution. According to CRISIL Research, equity remains the most preferred asset class for UHNIs, with a 44% share of UHNI's investment allocation for the first half of Fiscal Year 2018. Our equity investment management and advisory business focuses on long-only equity focused strategies and we have a track record of consistently higher than benchmark returns across each portfolio strategy. Our long-term growth focus and the strong performance of our strategies has driven the growth in the revenues of our equity investment management and advisory business in prior periods. Further, CRISIL Research also notes that there has been a growth in alternative investment funds ("AIFs") which provide another investment avenue for HNIs and UHNIs. In order to benefit from the desire of HNI/UHNI investors to invest in AIFs, as part of our property investment management and advisory business, we manage and provide advice on property focused funds that invest in mid-income residential and affordable housing projects in six fast growing cities in India (as discussed further below). We have also started AIFs that focus on listed equity shares in FY 2018.

Further, through our wealth advisory and distribution segment, we seek to partner with our clients to help them meet their long term financial goals around wealth creation and preservation and transfer to the next generation. Our wealth advisory and distribution segment offers both in-house and third-party products to our HNI and UHNI clients, depending on their requirements and preferences.

Our deep understanding of the requirements of the HNI and UHNI segment has driven the growth in our AUM in prior periods. Our Consolidated AUM increased from ₹ 157,701.65 million as of March 31, 2016 to ₹ 241,789.99 million as of March 31, 2017 and ₹ 306,501.43 million as of March 31, 2018. We expect to benefit from the continued expansion in the HNI/UHNI client base.

#### ***Fluctuations in the underlying markets***

Our business performance (in particular, the performance of our equity investment management and advisory and our wealth advisory and distribution businesses) is impacted by fluctuations in our underlying markets. As part of our equity investment management and advisory business, we focus on strategies through which our clients invest in listed stocks in India (for details, see "***Our Business – Equity Investment Management and Advisory Business***" on page 167). The investment returns of our strategies are sensitive to market and interest rate fluctuations. The prices of the equity securities that are included in our strategies fluctuate based on, among other things, directional movements in the equity markets as well as movements in interest rates. In general, when equity markets are in an upward trend, the values of our strategies increase, and *vice versa*. As part of our wealth advisory and distribution segment, we distribute and/or provide advice on both in-house and external products. Similar to the equity investment management, the value of the average AUM for our wealth advisory and distribution segment fluctuates depending on the performance of the underlying markets. Accordingly, the fees for our wealth advisory and distribution segment may fluctuate.

Any decline in the Indian equity markets causing a decline in the value of our clients' investments could cause our AUM to decline and may prompt accelerated redemptions by clients. Since the fees that we charge for our equity investment management and advisory business is based on the value of our average AUM, any change in our average AUM will directly affect our fees and consequently affect our results of operations. Such decline may also lead to loss in investor sentiment and trigger changes in investor preferences, which may also adversely affect us. The equity markets in India have been and may continue to be volatile and any such volatility will contribute to fluctuations in our AUM. See also, "***Risk Factors - Our results of operations largely depend on the growth, value and composition of the AUM of the portfolios and funds managed by us, which may decline resulting in a decline in our fee income which could materially affect our financial performance and business prospects***".

#### ***Inflows, outflows into and performance of our client portfolios and funds***

The AUM of our equity investment management and advisory business and wealth advisory and distribution business and the commitments of our real estate funds fluctuate with the net inflows or outflows of funds. The investment performance of our client portfolios and funds is a crucial factor which affects such inflows and outflows. Good investment performance usually acts as a trigger to stimulate investment inflows and *vice versa*, and has the effect of increasing the value of the portfolios/strategies/funds and, as a result, our fee income. In order to increase our business, we intend to continue offering products that suit the investment needs of our clients and generate attractive returns over the long-term. Good investment performance increases the attractiveness of our products with clients resulting in higher inflows and a consequent increase in our revenues. We also levy an exit load on withdrawals made by our domestic equity PMS clients within three years of investment (at the rate

of 3% for withdrawals within one year; 2% for withdrawals in the period between one two years; and 1% in the period between two to three years), which reduces the impact of outflows on our business.

The investment performance of our products is and will continue to be, influenced by a variety of factors including the following:

- fluctuations in financial markets;
- the quality of our investment decision making process and research;
- fluctuations in the valuation of our portfolio holdings;
- the efficacy of our risk management framework; and
- our ability to attract and retain qualified and high-quality professionals.

Underperformance of our products and schemes or our failure to attract and retain customers, may adversely affect our AUM and consequently our revenue.

### ***The performance of our property investment management and advisory funds***

Our asset management segment includes our property investment management and advisory business, which manages and provides advice on property focused dedicated funds, focusing on the mid-income and affordable residential segment in the six fast growing areas of MMR, NCR, Pune, Bengaluru, Chennai and Hyderabad. Through our property focused funds, we invest into project level SPVs with real estate developers that undertake the construction of the projects. The target client market for our property investment management and advisory funds is HNIs and UHNIs who seek to invest in financial assets linked to the real estate market in India, without directly investing in physical real estate assets. Our property focused funds also allow investors to diversify their risk, by indirectly investing in a number of real estate projects in different cities, thereby reducing dependencies on a particular developer or market/micro-market. As a result, our property focused funds have been a popular investment avenue for our HNI and UHNI clients. CRISIL Research notes that we are one of three key players in equity funding in real estate. The AUM of our property investment management and advisory business increased from ₹ 30,100.19 million as of March 31, 2016 to ₹ 32,345.54 million as of March 31, 2017 and ₹ 35,667.88 million as of March 31, 2018. As of March 31, 2018, we had a total of five property focused funds/PMS strategy and two specific identified investment opportunity PMS.

CRISIL Research expects the momentum of private equity investments in the Indian real estate sector to continue, driven by the following factors: increasing urbanization, growth in nuclear families, improved transparency and organized operations with the implementation of the RERA and growing impetus to affordable housing. For further details, see "*Industry Overview*".

However, we may be adversely impacted by negative factors impacting the underlying the real estate projects. For instance, delays in construction of the projects and fall in property prices (across the industry or specifically in relation to the projects to which our funds relate). For details, see "*Risk Factors – Our property management and advisory business depends on the performance of the real estate market.*".

### ***Our revenue mix***

Our results of operations may be impacted by the mix of fee income derived from our various products. We focus on generating annuity fee income from our various products. We generate annuity income from both our asset management and wealth advisory and distribution segments. The fees for our asset management segment typically have both a fixed and a variable component (in the form of a performance fee, if the products performs better than a pre-specified 'hurdle rate'). While traditionally most of our fee income has been derived from fixed fees, increase in our variable fee component may impact our performance in a particular year compared with other periods. Further, as our international clientele increases, we may see an increase in the variable component of our fees (as fees for international clients typically have a higher variable component).

Further, as part of our wealth advisory and distribution segment, we receive distribution fees from both in-house (i.e., our asset management business) and third-party products. The distribution income received by our wealth advisory and distribution segment from our asset management business is netted off (as an inter-segment elimination). Accordingly, our consolidated revenues may vary from period to period depending upon the mix of

distribution income that our wealth advisory and distribution segment receives from external and in-house products.

Further, the performance fee income for our equity investment management and advisory business is set out on individual contracts with our clients and is more evenly spread over the years. However, in the case of our property investment management and advisory business, the performance fee is linked to exits and hence results in major performance fees at the end of fund life, which can result in lumpiness in the revenues from our property investment management and advisory business. For example, our real estate performance fee was ₹ 8.68 million in fiscal year 2018, ₹ 103.45 million in fiscal year 2017 and ₹ 9.39 million in fiscal year 2016.

### ***Our expense structure***

Our main operating expenses are employee benefit expenses and client referral expenses (which we recognise as part of our other expenses).

Employee benefit expenses primarily comprise salaries and wages (which includes fixed cost (i.e., base salaries), performance linked bonuses, provident fund, gratuity, sales incentives for wealth advisory relationship managers, performance fee incentive / employee carry for investment professionals) and fair value ESOP charge. Employee benefit expenses amounted to 28.73%, 30.76% and 31.19% of our total income for fiscal year 2018, 2017 and 2016. We have expanded our employee base in the past three years, adding employees across our businesses (in particular, for our wealth advisory and distribution segment and our equity investment management and advisory business). This capacity addition has led to an increase in our AUM and client base. For example, we added senior employees in our wealth advisory and distribution business in the later part of the year ended March 31, 2017 who were able to increase productivity in the year ended March 31, 2018 (our average AUM per relationship manager increased from ₹ 3,782.80 million per RM in fiscal year 2016 to ₹ 5,459.38 million per RM in fiscal year 2018), thereby driving revenue growth for our wealth advisory and distribution segment. Going forward, we intend to further leverage our employee base by encouraging our employees to further increase productivity, with a view to expanding our revenues and improving our margins.

Further, in our asset management business, we compensate our distributors for their efforts to distribute our strategies/funds through client referral fees (which forms part of other expenses). Under our accounting policies under IND AS, client referral fees paid to acquire customers for our equity investment business are amortized over the period for which it is paid and client referral paid to acquire customers in close ended funds are amortized over the term of the funds. Client referral fees amounted to 21.17%, 21.71% and 17.92% of our total income for fiscal year 2018, 2017 and 2016, respectively.

Our other expenses also include expenses incurred for the development of our business and certain expenses that are administrative in nature. Expenses incurred in the development of our business include travelling and conveyance expenses, advertisement and business promotion expenses. Our administrative other expenses also include rent, legal and professional services fees and other operating expenses. These expenses vary based on changes in their underlying factors, such as, increase in rented area, inflation adjustments and other corporate initiatives.

### ***Our distribution network***

Our ability to attract and retain AUM has a significant impact on our financial results since the investment management fee that we charge for our strategies and funds is based on the value of our AUM.

We distribute our asset management products through our in-house distribution teams and through external distributors. We have a diversified distribution network, which includes banks and financial services companies. The table below shows the AUM of our domestic equity investment management and advisory business in terms of in-house and third-party origination:

AUM	FY18 (₹ millions)	FY18 (%)	FY17 (₹ millions)	FY17 (%)	FY16 (₹ millions)	FY16 (%)
In-house	40,235.95	39.60%	31,779.16	39.71%	20,159.19	44.93%
Third party	61,375.85	60.40%	48,253.42	60.29%	24,711.84	55.07%
Total	101,611.80	100.00%	80,032.58	100.00%	44,871.03	100.00%

The results of our asset management segment depend on our ability to increase business with our current distributors and enter into new distribution partnerships. Our ability to maintain and grow our distribution

partnerships will enhance our ability to reach larger HNIs and UHNIs space where we expect increasing demand for our products.

### ***Our ability to distribute suitable products to our wealth management and advisory clients***

Gross Revenues from our wealth advisory and distribution segment amounted to 26.13%, 25.93% and 27.24% of our total segment revenue (before inter-segment elimination) for fiscal years 2018, 2017 and 2016. The growth in wealth advisory segment depends on our ability to develop innovative and customized investments solutions for the UHNI and HNI segment, which may be either third party or in-house products/solutions, depending on the needs and preferences of the client.

### ***Competition from other players***

We face competition from financial services companies seeking to attract HNIs' and UHNIs' financial assets. Many of our competitors offer a wide range of financial services to their clients, which places us at a relative disadvantage. Our competitors may receive client referrals from their affiliates and other departments that provide other financial services. Clients may find it convenient or reassuring to use one platform, or brand to meet all their financial services needs and may choose to give their business to our competitors on that basis. In addition, we rely on our own branches or depend on distributors for the sale of our products, which may require higher investment and operating expenses as compared to our peers. This puts us at a disadvantage and may adversely affect our market share and ability to grow our business. Further, disruption from digital platforms could have an adverse effect on our business model and the success of our services that we offer to our customers. For further details on the competitive scenario for our industry, see "***Industry Overview***" on page 130.

### ***The growth of our NBFC business***

In addition to our established strengths in asset management and wealth advisory and distribution, we received RBI approval in 2016 for our non-banking financial company, ASKFH. ASKFH commenced commercial operations in 2018. Through our NBFC business, we intend to provide high yield corporate debt securities to our existing clients. This business is aimed to be a yield enhancer for our clients and is synergistic to both our asset management and wealth management business.

Through our property investment advisory business, we have developed deep relationships with real estate developers in India that issue instruments such as Non-convertible/Convertible debentures for their capital raisings, to which ASKFH will aim to subscribe. Such debentures are also issued from time-to-time by companies in other industry sectors as well. We aim to on-sell these corporate debt securities to our existing to HNI/UHNI/corporate clients as fixed income instruments. For Fiscal Year 2018, revenues from our NBFC and others segment amounted to 0.21% of our total revenue from operations. We aim to expand our NBFC operations to further diversify our revenue streams and leverage on our existing client relationships. Further, we intend to utilize a portion of the proceeds of the Offer for further expansion of our NBFC business (for details, see "***Objects of the Offer***").

### **Critical Accounting Policies**

The critical accounting policies that we believe to be most significant are discussed below:

#### ***Revenue Recognition***

##### ***Rendering of Services***

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is recognized as and when services are provided and includes asset management and advisory fees, financial product distribution and wealth advisory fees and trusteeship fees.

Performance linked portfolio management fees are charged on an annual basis on achievement of benchmark return on portfolio scheme and recovered either at the end of the quarter following the portfolio anniversary dates as may be applicable to the respective portfolio account or as per agreement entered with the client. Performance fees are recognized when the quantum of the fee can be reliably estimated and it is probable that the fee will be received.

##### ***Recognition of Dividend Income, Interest Income or Expense***

Dividend income is recognized on the date on which the Group's right to receive payment is established.

Interest income or expense is recognized using the effective interest rate method ("**EIR**"). The "effective interest rate" is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- (a) the gross carrying amount of the financial asset; or
- (b) the amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

#### *Share based payments*

- a. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.
- b. That cost is recognized, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.
- c. When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Restated Ind AS Consolidated Statement of profit and loss.
- d. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

#### *Client Referral Expense*

Client referral expense paid to acquire customers in equity portfolio management service is amortized over the period for which it is paid. Client referral expense paid to acquire customers in close ended funds is amortized over the term of the fund.

#### *Income Taxes*

Income tax expense comprises current and deferred tax. It is recognized in net profit of the Restated Ind AS Consolidated Statement of profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in the other comprehensive income (OCI).

#### *Current Tax*

Current tax comprises the expected tax payable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if, the Group:

- (a) has a legally enforceable right to set off the recognized amounts; and
- (b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### *Deferred Tax*

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognized for:

- (a) temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit and loss;
- (b) temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted as on the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- (a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

## ***Financial Assets***

### *Classification and Subsequent Measurement*

On initial recognition, a financial asset is classified as measured at:

- (a) Amortized cost;
- (b) Fair value through profit and loss ("**FVTPL**"); and
- (c) Fair Value through other comprehensive income ("**FVOCI**").

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

The Group classifies its financial assets in the following measurement categories:

- *Financial assets measured at amortized cost*

A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at FVTPL:

- (a) **Business model test:** the objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).
- (b) **Cash flow characteristics test:** the contractual terms of the financial asset give rise on specified dates to cash flows that are sole payments of principal and interest on the principal amount outstanding.

- *Financial assets measured at FVTPL*

A financial asset which is not classified in the above category is subsequently measured at FVTPL. Where assets are measured at fair value, gains and losses are recognized entirely in the Restated Ind AS Consolidated Statement of profit and loss.

The assets classified in the aforementioned categories are subsequently measured as follows:

- (a) **Financial assets at FVTPL:** These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit and loss.
- (b) **Financial assets at amortized cost:** These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit and loss. Any gain or loss on derecognition is recognized in Restated Ind AS Consolidated Statement of profit and loss.

#### *Derecognition*

The Group derecognizes a financial asset when the contractual right to the cash flow from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition.

#### *Impairment of Financial Assets*

The Group recognizes loss allowances for expected credit losses on its financial assets measured at amortized cost. At each reporting date, the Group assesses whether financial assets carried at amortized cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

#### *Financial Liabilities*

##### *Classification and subsequent measurement*

Financial liabilities are classified and measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as on initial recognition.

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### *Provision, Contingent Liabilities and Assets*

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Restated Ind AS Consolidated Statement of profit and loss.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability at a pre-tax rate that reflects the current market assumptions of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each closing date.

## Principal Components of Income and Expenses

The following is a brief description of the principal line items that are included in our restated consolidated statement of profit and losses:

### Revenue

Total revenue consists of revenue from operations and other income.

#### Revenue from operations

Revenue from operations comprises asset management, advisory and other fees, as well as financial product distribution and wealth advisory fees.

The following table sets forth our revenue from operations from each of these sources for the periods indicated:

	For fiscal year		
	2018	2017	2016
<b>Revenue from operations</b>	<b>(₹ in million)</b>		
Asset management, advisory and other fees	3,739.67	2,811.51	1,880.14
Financial product distribution and wealth advisory fees	776.62	390.10	254.64
<b>Total revenue from operations</b>	<b>4,516.29</b>	<b>3,201.61</b>	<b>2,134.78</b>

#### Segmental reporting of revenue from operations

We report our business operations in three business segments: asset management; wealth advisory and distribution; and NBFC and others. Asset management primarily includes our equity investment management and advisory business and property investment management and advisory business; wealth advisory corresponds to our wealth advisory and distribution business wherein we provide financial product distribution and wealth advisory for clients including HNIs, UHNIs, family offices; and NBFC and others corresponds to our non-banking financial company business. For details of our business operations across these business segments, see "*Our Business*" on page 159 of this Draft Red Herring Prospectus.

The table below provides a breakdown of our segmental revenue by our business segments:

Particulars	For fiscal year 2018 (₹ in million)	% of Gross Total Before Elimination	For fiscal year 2017 (₹ in million)	% of Gross Total Before Elimination	For fiscal year 2016 (₹ in million)	% of Gross Total Before Elimination
Asset management	3,730.67	73.69%	2,811.24	74.06%	1,880.94	72.75%
Wealth advisory and distribution						
External (1)	776.32		390.10		253.64	
Internal(2)	546.37		593.98		450.50	
Wealth advisory Total (3)	1,322.69	26.13%	984.08	25.93%	704.14	27.24%
NBFC and others	9.30	0.18%	0.27	0.01%	0.20	0.01%
<b>Gross Total Before Elimination</b>	<b>5,062.66</b>	<b>100.00%</b>	<b>3,795.59</b>	<b>100.00%</b>	<b>2,585.28</b>	<b>100.00%</b>
Inter Segment Elimination (2)	(546.37)		(593.98)		(450.50)	
<b>Total Revenue from operations</b>	<b>4,516.29</b>		<b>3,201.61</b>		<b>2,134.78</b>	

Notes:

- (1) Represents the external revenue generated by our wealth advisory and distribution segment from external investment product providers (which is consolidated into our total revenue from operations).
- (2) Represents the distribution income generated by our wealth advisory and distribution segment, from our asset management segment, which is eliminated from our consolidated total revenue from operations.
- (3) Represents the distribution income generated by our wealth advisory and distribution segment, from both our asset management segment and from external investment product providers.

For additional details, see "*Annexure XXXVII – Segment Disclosure*" to our Restated Consolidated Financial Information on page 298.

### *Other income*

Our other income comprises primarily dividend income from our investments in mutual funds, interest income on loans and advances, debentures and others (unwinding of interest on long term trade receivables (primarily income from our property investment management funds) recognized previously at present value). Other income also includes MTM gain/(loss) on investments carried at FVTPL, net gain on foreign currency transactions and translation, and other miscellaneous income.

### *Expenses*

Our expenses comprise employee benefits expenses, finance costs, depreciation and amortization expenses and other expenses.

#### *Employee benefits expense*

Employee benefits expense comprise primarily the salaries and wages of our employees, contributions to provident and other funds, equity settled share based payments and staff welfare expenses.

#### *Finance costs*

Finance costs comprise unwinding of interest on liabilities (relating to carry income given to our employees in relation to fee income from real estate funds) recognized previously at present value and dividend paid to preference shareholders.

#### *Depreciation and amortization*

Depreciation and amortization comprises depreciation on tangible assets and amortization on intangible assets.

#### *Other expenses*

Other expenses comprise various other expenses incurred in our business operations, primarily client referral fees that we pay to our distributors, lease rent, legal and professional fees, advertisement and business promotion, travelling and conveyance expenses.

#### *Income tax expense*

Our income tax expense comprises current tax, deferred tax and MAT credit entitlement.

### *Segment profits*

The table below sets forth our segmental results (i.e, the profit before tax attributable to the respective segments, excluding internal eliminations):

<b>Segmental results</b>	<b>For fiscal year 2018 (₹ in million)</b>	<b>% of total results</b>	<b>For fiscal year 2017 (₹ in million)</b>	<b>% of total results</b>	<b>For fiscal year 2016 (₹ in million)</b>	<b>% of total results</b>
Asset management	1,411.03	78.21%	832.83	81.65%	692.74	83.92%
Wealth advisory and distribution	338.72	18.77%	318.63	31.24%	181.35	21.97%
NBFC and others	8.32	0.46%	(1.15)	(0.11) %	0.13	0.02%
Eliminations	46.13	2.56%	(130.31)	(12.78) %	(48.71)	(5.90)%
<b>Total results</b>	<b>1,804.20</b>	<b>100.00%</b>	<b>1,020.00</b>	<b>100.00%</b>	<b>825.51</b>	<b>100.00%</b>

### *Other comprehensive income/(loss)*

Other comprehensive income/loss comprises the following:

- Items that will not be reclassified to profit or loss: comprising remeasurements of defined benefit liability and income tax related to items that will not be classified to profit or loss; and
- Items that will be reclassified to profit or loss: comprising exchange differences in translating financial statements of foreign operations

## Our Results of Operations

The following table summarizes our results of operations for fiscal years 2018, 2017 and 2016.

Particulars	For fiscal year					
	2018		2017		2016	
	(₹ in millions)	% of total income	(₹ in millions)	% of total income	(₹ in millions)	% of total income
Revenue from operations	4,516.29	97.15%	3,201.61	96.20%	2,134.78	96.32%
Other income	132.33	2.85%	126.40	3.80%	81.53	3.68%
<b>Total income</b>	<b>4,648.62</b>	<b>100.00%</b>	<b>3,328.01</b>	<b>100.00%</b>	<b>2,216.31</b>	<b>100.00%</b>
<b>Expenses</b>						
Employee benefit expenses	1,335.51	28.73%	1,023.54	30.76%	691.25	31.19%
Finance costs	5.61	0.12%	6.74	0.20%	5.91	0.27%
Depreciation and amortization expense	43.44	0.93%	33.04	0.99%	17.42	0.79%
Other expenses	1,379.14	29.67%	1,184.48	35.59%	637.40	28.76%
<b>Total expenses</b>	<b>2,763.70</b>	<b>59.45%</b>	<b>2,247.80</b>	<b>67.54%</b>	<b>1,351.98</b>	<b>61.00%</b>
<b>Profit before share of profit in joint venture and income tax</b>	<b>1,884.92</b>	<b>40.55%</b>	<b>1,080.21</b>	<b>32.46%</b>	<b>864.33</b>	<b>39.00%</b>
Share of Profit in Joint Venture (net of income tax)	1.17	0.03%	1.22	0.04%	17.31	0.78%
<b>Profit before tax</b>	<b>1,886.09</b>	<b>40.58%</b>	<b>1,081.43</b>	<b>32.50%</b>	<b>881.64</b>	<b>39.78%</b>
<b>Tax expense</b>						
Current tax	703.36	15.13%	312.89	9.40%	50.84	2.29%
Deferred tax	(29.30)	(0.63)%	82.02	2.46%	136.72	6.17%
MAT credit entitlement	-	0.00%	(86.23)	(2.59)%	(51.23)	(2.31)%
<b>Total tax expense</b>	<b>674.06</b>	<b>14.50%</b>	<b>308.68</b>	<b>9.28%</b>	<b>136.33</b>	<b>6.15%</b>
<b>Profit for the year after tax before non-controlling interests</b>	<b>1,212.03</b>	<b>26.07%</b>	<b>772.75</b>	<b>23.22%</b>	<b>745.31</b>	<b>33.63%</b>
Profit for the year attributable to:						
Owners of the Group	1,210.55	26.04%	751.87	22.59%	726.71	32.79%
Non-controlling interests	1.48	0.03%	20.88	0.63%	18.60	0.84%
Profit for the year after tax	1,212.03	26.07%	772.75	23.22%	745.31	33.63%
<b>Other comprehensive income</b>						
<b>(i) Items that will not be reclassified to profit or loss</b>						
Remeasurements of denied benefit liability	2.18	0.05%	(4.96)	(0.15)%	(11.93)	(0.54)%
Income tax related to items that will not be reclassified to profit or loss	(0.64)	(0.01)%	1.63	0.05%	2.03	0.09%
<b>(ii) Items that will be reclassified to profit or loss</b>						
Exchange differences in translating financial information of foreign operations	(0.24)	(0.01)%	(3.10)	(0.09)%	3.83	0.17%
<b>Total comprehensive income for the year (net of tax)</b>	<b>1,213.33</b>	<b>26.10%</b>	<b>766.32</b>	<b>23.03%</b>	<b>739.24</b>	<b>33.35%</b>

### Fiscal year 2018 compared with fiscal year 2017

#### Revenue from operations

Our revenue from operations increased by ₹ 1,314.68 million, or 41.06% to ₹ 4,516.29 million in fiscal year 2018 from ₹ 3,201.61 million for fiscal year 2017.

This increase was primarily driven by the increase in revenue from our asset management segment. The revenue from our asset management segment increased by 32.71% or ₹ 919.43 million, to ₹ 3,730.67 million in fiscal year 2018 from ₹ 2,811.24 million in fiscal year 2017. The Average AUM for our asset management business increased to ₹ 148,713.87 million for fiscal year 2018 from ₹ 114,163.84 million for fiscal year 2017. This increase was mainly due to an increase in our equity investment management and advisory business' AUM. This increase was a result of the following factors: increase in inflows into our strategies; better than benchmark performance of our strategies (for instance the Composite Returns (net of fees and expenses) of our IEP strategy was 14.52%, compared with 11.82% of the BSE 500 and 10.25% of the Nifty); increase in the number of our distribution network (from 47 distributors as of March 31, 2017 to 53 as of March 31, 2018). Further, in relation to our property

investment management and advisory business decreased, our real estate performance fee was ₹ 8.68 million in fiscal year 2018, as compared with ₹ 103.45 million in fiscal year 2017

In addition, our external revenue from our wealth advisory and distribution segment increased by 99.01% or ₹ 386.22 million, to ₹ 776.32 million from ₹ 390.10 million. This increase was primarily due to the increase in distribution income from the sales of third party products, specifically sales of third party equity PMS and AIF products in higher volumes than in fiscal year 2017, to both existing and new clients, driven by our hiring of additional senior relationship managers in the later part of fiscal year 2017 who were able to increase productivity in fiscal year 2018. The AUM of our wealth advisory and distribution business increased from ₹ 159,942.49 million as of March 31, 2017 to ₹ 207,456.52 million as of March 31, 2018.

Further, our revenue from our NBFC and others segment increased to ₹ 9.30 million from ₹ 0.27 million. This increase was due to the commencement of our NBFC business in fiscal year 2018.

Our Revenue Yield (i.e., revenue from operations as a percentage of our average consolidated AUM) increased from 1.60% for fiscal year 2017 to 1.65% for fiscal year 2018.

#### *Other income*

Our other income increased by ₹ 5.93 million, or 4.69% to ₹ 132.33 million for fiscal year 2018 from ₹ 126.40 million in the fiscal year 2017.

This increase was primarily because dividend income increased by ₹ 43.77 million, or 182.68% to ₹ 67.73 million for fiscal year 2018 from ₹ 23.96 million for fiscal year 2017 due to an increase in our surplus funds in fiscal year 2018 that were invested in mutual funds.

This increase was offset by a decrease in interest income - others by ₹ 15.86 million, or 34.70% to ₹ 29.84 million for fiscal year 2018 from ₹ 45.70 million for fiscal year 2017 due to decrease in unwinding of interest on long term trade receivables recognized previously at present value and decrease in interest on income tax refunds. Further, MTM gain / (loss) on investments carried at FVTPL decreased by ₹ 14.80 million, or 47.51% to ₹ 16.35 million for fiscal year 2018 from ₹ 31.15 million for fiscal year 2017 due to changes in values of investments carried at FVTPL.

#### *Total income*

As a result of the foregoing, our total income increased by ₹ 1,320.61 million, or 39.68% to ₹ 4,648.62 million for fiscal year 2018 from ₹ 3,328.01 million for fiscal year 2017.

#### **Expenses**

##### *Employee benefit expenses*

Our employee benefit expenses increased by ₹ 311.97 million, or 30.48% to ₹ 1,335.51 million for fiscal year 2018 from ₹ 1,023.54 million for fiscal year 2017.

This increase was primarily because salaries and wages increased by ₹ 240.64 million, or 26.68% to ₹ 1,142.60 million for fiscal year 2018 from ₹ 901.96 million for fiscal year 2017 due to an increase in our headcount (from 177 as of March 31, 2017 to 199 as of March 31, 2018) and as a result of increments. We hired additional personnel across departments to support our growing business.

In addition, equity settled share based payments increased by ₹ 44.56 million, or 62.40% to ₹ 115.97 million for fiscal year 2018 from ₹ 71.41 million for fiscal year 2017 due to the fair value charge on account of vesting of ESOPs to various employees as part of our ESOP programme. For further details on our ESOP programme, see "*Capital Structure – Employee Stock Option Scheme*".

Further, contribution to provident and other funds increased by ₹ 22.74 million, or 67.14% to ₹ 56.61 million for fiscal year 2018 from ₹ 33.87 million for fiscal year 2017 due to the corresponding increase in salary costs

##### *Finance costs*

Our finance costs decreased by ₹ 1.13 million, or 16.77% to ₹ 5.61 million for fiscal year 2018 from ₹ 6.74 million for fiscal year 2017.

This decrease was due to decrease in unwinding of interest on liabilities recognized at present value previously.

#### *Depreciation and amortization expense*

Our depreciation and amortization expense increased by ₹ 10.40 million, or 31.48% to ₹ 43.44 million for fiscal year 2018 from ₹ 33.04 million for fiscal year 2017. This was principally as a result of capital expenditures incurred on new offices and computer software.

#### *Other expenses*

Our other expenses increased by ₹ 194.66 million, or 16.43% to ₹ 1,379.14 million for fiscal year 2018 from ₹ 1,184.48 million for fiscal year 2017.

This increase was primarily because client referral fees increased by ₹ 261.47 million, or 36.19% to ₹ 984.03 million for fiscal year 2018 from ₹ 722.56 million for fiscal year 2017 primarily due to increase in third party domestic Average AUM for our equity investment management and advisory business, which resulted in the increase in client referral fees.

In addition, the lease rent expenses increased by ₹ 9.24 million, or 14.18% to ₹ 74.40 million for fiscal year 2018 from ₹ 65.16 million for fiscal year 2017 due to opening of new offices and rent escalations.

Further, advertising and business promotion expenses increased by ₹ 37.77 million, or 129.57% to ₹ 66.92 million for fiscal year 2018 from ₹ 29.15 million for fiscal year 2017 due to the increased spend on client events and other business promotion initiatives in fiscal year 2018.

These increases were offset by a decrease in our legal and professional fees by ₹ 155.34 million or 73.69% to ₹ 55.45 million for fiscal year 2018 from ₹ 210.79 million for fiscal year 2017, primarily due to an expense of ₹ 170.80 million incurred by us in fiscal year 2017 towards AI Global's investment into our Company.

#### *Total expenses*

As a result of the foregoing, our total expenses increased by ₹ 515.90 million, or 22.95% to ₹ 2,763.70 million for fiscal year 2018 from ₹ 2,247.80 million for fiscal year 2017.

#### ***Profit before share of profit in joint venture and income tax***

As a result of the foregoing, our profit before share of profit in joint venture and income tax increased by ₹ 804.71 million, or 74.50% to ₹ 1,884.92 million for fiscal year 2018 from ₹ 1,080.21 million for fiscal year 2017.

#### *Share of Profit in Joint Venture (net of income tax)*

Our share of profit in joint venture (net of income tax) decreased by ₹ 0.05 million, or 4.10% to ₹ 1.17 million for fiscal year 2018 from ₹ 1.22 million for fiscal year 2017.

#### ***Profit before tax***

As a result of the foregoing, our profit before tax increased by ₹ 804.66 million, or 74.41% to ₹ 1,886.09 million for fiscal year 2018 from ₹ 1,081.43 million for fiscal year 2017.

Our PBT Yield (i.e., profit before tax as a percentage of our Average Consolidated AUM) increased from 0.54% for fiscal year 2017 to 0.69% for fiscal year 2018. Our profit before tax and PBT Yield for fiscal year 2017 was impacted by expenses incurred in fiscal year 2017 in relation to the investment into our Company by AI Global amounting to ₹ 170.80 million. For further details, see " – *Other expenses*" above.

#### ***Tax expense***

##### *Current tax*

Our current tax increased by ₹ 390.47 million, or 124.79% to ₹ 703.36 million for fiscal year 2018 from ₹ 312.89 million for fiscal year 2017. This was principally as a result of higher profit before tax in fiscal year 2018, as compared with fiscal year 2017.

##### *Deferred tax*

Our deferred tax decreased from ₹ 82.02 million for fiscal year 2017 to a credit of ₹ 29.30 million for fiscal year 2018.

#### *MAT credit entitlement*

Our MAT credit entitlement decreased from ₹ 86.23 million for fiscal year 2017 to nil for fiscal year 2018.

#### *Total tax expense*

Our total tax expense increased by ₹ 365.38 million, or 118.37% to ₹ 674.06 million for fiscal year 2018 from ₹ 308.68 million for fiscal year 2017. Our effective tax rate increased from 28.54% for fiscal year 2017 to 35.74% for fiscal year 2018. The effective tax rate was lower in fiscal year 2017 mainly due to MAT credit entitlement recognized in fiscal year 2017.

#### ***Profit for the year after tax before non-controlling interests***

As a result of the foregoing, our profit for the year after tax before non-controlling interests increased by ₹ 439.28 million, or 56.85% to ₹ 1,212.03 million for fiscal year 2018 from ₹ 772.75 million for fiscal year 2017.

#### ***Other comprehensive income/(loss)***

##### *(i) Items that will not be reclassified to profit or loss*

##### *Remeasurements of defined benefit liability*

Other comprehensive income on account of remeasurements of defined benefit liability was ₹ 2.18 million for fiscal year 2018 compared to a loss of ₹ 4.96 million for fiscal year 2017. This was principally as a result of changes in actuarial assumptions in respect of expected salary increment rates and expected attrition rate effected in fiscal year 2017.

##### *Income tax related to items that will not be reclassified to profit or loss*

Our income tax related to items that will not be reclassified to profit or loss decreased from ₹ 1.63 million to a credit of ₹ 0.64 million for fiscal year 2018. This related to the remeasurement of defined benefit liability.

##### *(ii) Items that will be reclassified to profit or loss*

##### *Exchange differences in translating financial information of foreign operations*

Our exchange differences in translating financial information of foreign operations decreased to ₹ 0.24 million for fiscal year 2018 from ₹ 3.10 million for fiscal year 2017. This was principally as a result of exchange rate fluctuations.

#### ***Total Comprehensive Income/(loss)***

As a result of the foregoing, our total comprehensive income (comprising profit and other comprehensive income for the period) increased by ₹ 447.01 million, or 58.33% to ₹ 1,213.33 million for fiscal year 2018 from ₹ 766.32 million for fiscal year 2017.

### **Fiscal year 2017 compared with fiscal year 2016**

#### *Revenue from operations*

Our revenue from operations increased by ₹ 1,066.83 million, or 49.97% to ₹ 3,201.61 million for fiscal year 2017 from ₹ 2,134.78 million for fiscal year 2016.

This increase was primarily driven by the increase in revenue from our asset management segment. The revenue from our asset management segment increased by 49.46% or ₹ 930.30 million, to ₹ 2,811.24 million in fiscal year 2017 from ₹ 1,880.94 million in fiscal year 2016. The Average AUM for our asset management business increased to ₹ 114,163.84 million for fiscal year 2017 from ₹ 81,447.40 million for fiscal year 2016. This increase was mainly due to increase in our equity investment management and advisory business AUM. This increase was a result of the following factors: increase in inflows into our strategies; better than benchmark performance of our strategies (for instance the Composite Returns (net of fees and expenses) of our IEP strategy was 24.14%,

compared with 24.02% of the BSE 500 and 18.55% of the Nifty); increase in the number of our distribution network (from 40 distributors as of March 31, 2016 to 47 as of March 31, 2017). Further, in relation to our property investment management and advisory segment, our real estate performance fee was ₹ 103.45 million in fiscal year 2017 as compared with ₹ 9.39 million in fiscal year 2016.

In addition, our external revenue from our wealth advisory and distribution segment increased by 53.80% or ₹ 136.46 million, to ₹ 390.10 million from ₹ 253.64 million. This increase was due to increase in distribution income from sales of third party products, more specifically sales of third party equity PMS and AIF products to existing and new clients and increased productivity of our relationship managers (our average AUM per relationship manager increased from ₹ 3,782.80 million per relationship manager to ₹ 4,998.20 million per RM). The AUM of our wealth advisory and distribution business increased from ₹ 105,918.30 million as of March 31, 2016 to ₹ 159,942.49 million as of March 31, 2017.

Our revenue yield (i.e., revenue from operations as a percentage of our average consolidated AUM) decreased from 1.66% for fiscal year 2016 to 1.60% for fiscal year 2017.

#### *Other income*

Our other income increased by ₹ 44.87 million, or 55.03% to ₹ 126.40 million for fiscal year 2017 from ₹ 81.53 million for fiscal year 2016.

This increase was primarily because MTM gain / (loss) on investments carried at FVTPL increased by ₹ 23.76 million, or 321.52% to ₹ 31.15 million for fiscal year 2017 from ₹ 7.39 million for fiscal year 2016 due to changes in values of investment carried at FVTPL.

In addition, interest income on others increased by ₹ 14.37 million, or 45.87% to ₹ 45.70 million for fiscal year 2017 from ₹ 31.33 million for fiscal year 2016 due to increase in unwinding of interest on long term trade receivables previously recognized at present value and increase in interest on income tax refunds.

#### *Total income*

As a result of the foregoing, our total income increased by ₹ 1,111.70 million, or 50.16% to ₹ 3,328.01 million for fiscal year 2017 from ₹ 2,216.31 million for fiscal year 2016.

#### **Expenses**

##### *Employee benefits expenses*

Our employee benefits expenses increased by ₹ 332.29 million, or 48.07% to ₹ 1,023.54 million for fiscal year 2017 from ₹ 691.25 million for fiscal year 2016.

This is primarily because salaries and wages increased by ₹ 269.14 million, or 42.53% to ₹ 901.96 million for fiscal year 2017 from ₹ 632.82 million for fiscal year 2016 due to increase in our headcount across departments (from 149 to 177) and annual salary increments.

In addition, equity settled share based payments increased by ₹ 47.40 million, or 197.42% for fiscal year 2017 to ₹ 71.41 million from ₹ 24.01 million for fiscal year 2016 due to the fair value charge on account of vesting of ESOPs to various employees as part of ESOP program.

Further, contribution to provident and other funds increased by ₹ 9.56 million, or 39.33% to ₹ 33.87 million for fiscal year 2017 from ₹ 24.31 million for fiscal year 2016 due to the corresponding increase in salary costs.

##### *Finance costs*

Our finance costs increased by ₹ 0.83 million, or 14.04% to ₹ 6.74 million for fiscal year 2017 from ₹ 5.91 million for fiscal year 2016.

This increase is due to increase in unwinding of interest on liabilities previously recognized at present value.

##### *Depreciation and amortization expense*

Our depreciation and amortization expense increased by ₹ 15.62 million, or 89.67% to ₹ 33.04 million for fiscal year 2017 from ₹ 17.42 million for fiscal year 2016. This was principally as a result of full year depreciation impact of capitalization of our new corporate office in fiscal year 2016.

#### *Other expenses*

Our other expenses increased by ₹ 547.08 million, or 85.83% to ₹ 1,184.48 million for fiscal year 2017 from ₹ 637.40 million for fiscal year 2016.

This is primarily because client referral fees increased by ₹ 325.46 million, or 81.96% to ₹ 722.56 million for fiscal year 2017 from ₹ 397.10 million for fiscal year 2016 primarily due to increase in third party domestic Average AUM for our equity investment management and advisory business, which led to an increase in our client referral fees.

In addition, legal and professional fees increased by ₹ 188.36 million, or 839.77% to ₹ 210.79 million for fiscal year 2017 from ₹ 22.43 million for fiscal year 2016 as legal and professional fees for fiscal year 2017 include an expense of ₹ 170.80 million incurred by us towards AI Global's investment into the Company.

Further, lease rent expenses increased by ₹ 3.35 million, or 5.42% to ₹ 65.16 million for fiscal year 2017 from ₹ 61.81 million for fiscal year 2016. We shifted to our new corporate office in December 2015. However, rental payments started with effect from August 2015. For this period (i.e., August 2015 to December 2015), rentals for both our old office and our new office were paid, which resulted in higher charge in fiscal year 2016.

#### *Total expenses*

As a result of the foregoing, our total expenses increased by ₹ 895.82 million, or 66.26% to ₹ 2,247.80 million for fiscal year 2017 from ₹ 1,351.98 million for fiscal year 2016.

#### ***Profit before share of profit in joint venture and income tax***

As a result of the foregoing, our profit before share of profit in joint venture and income tax increased by ₹ 215.88 million, or 24.98% to ₹ 1,080.21 million for fiscal year 2017 from ₹ 864.33 million for fiscal year 2016.

#### *Share of Profit in Joint Venture (net of income tax)*

Our share of profit in joint venture (net of income tax) decreased by ₹ 16.09 million, or 92.96% to ₹ 1.22 million for fiscal year 2017 from ₹ 17.31 million for fiscal year 2016.

#### ***Profit before tax***

As a result of the foregoing, our profit before tax increased by ₹ 199.79 million, or 22.66% to ₹ 1,081.43 million for fiscal year 2017 from ₹ 881.64 million for fiscal year 2016.

Our PBT Yield (i.e., profit before tax as a percentage of our Average Consolidated AUM) decreased from 0.68% for fiscal year 2016 to 0.54% for fiscal year 2017. Our profit before tax and PBT Yield for fiscal year 2017 was impacted by an expense incurred in fiscal year 2017 in relation to the investment into our Company by AI Global amounting to ₹ 170.80 million. For further details, see "– Other expenses" above.

#### ***Income tax expense***

##### *Current tax*

Our current tax increased by ₹ 262.05 million, or 515.44% to ₹ 312.89 million for fiscal year 2017 from ₹ 50.84 million for fiscal year 2016. This was principally as a result of higher profit before tax.

##### *Deferred tax*

Our deferred tax decreased by ₹ 54.70 million, or 40.00% to ₹ 82.02 million for fiscal year 2017 from ₹ 136.72 million for fiscal year 2016.

##### *MAT credit entitlement*

Our MAT credit entitlement increased by ₹ 35 million, or 68.32% to ₹ 86.23 million for fiscal year 2017 from ₹ 51.23 million for fiscal year 2016.

#### *Total tax expense*

Our total tax expense increased by ₹ 172.35 million, or 126.42% to ₹ 308.68 million for fiscal year 2017 from ₹ 136.33 million for fiscal year 2016. Our effective tax rate increased from 15.46% for fiscal year 2016 to 28.54% for fiscal year 2017. The effective tax rate was lower in fiscal year 2016 due to the recognition of deferred tax assets not recognized previously.

#### ***Profit for the year after tax before non-controlling interests***

As a result of the foregoing, our profit for the year after tax before non-controlling interests increased by ₹ 27.44 million, or 3.68% to ₹ 772.75 million for the financial fiscal year 2017 from ₹ 745.31 million for fiscal year 2016.

#### ***Other comprehensive income/ (loss)***

##### *(i) Items that will be reclassified to profit or loss*

##### *Remeasurements of denied benefit liability*

Our remeasurements of denied benefit liability decreased by ₹ 6.97 million, or 58.42% to ₹ 4.96 million for fiscal year 2018 from ₹ 11.93 million for fiscal year 2017. This was principally as a result of changes in actuarial assumptions in respect of expected salary increment rates, expected attrition and discounting rates used in fiscal year 2016.

##### *Income tax related to items that will not be reclassified to profit or loss*

Our income tax related to items that will not be reclassified to profit or loss decreased by ₹ 0.40 million, or 19.70% to ₹ 1.63 million for fiscal year 2017 from ₹ 2.03 million for fiscal year 2016. This related to the remeasurement of defined benefit liability.

##### *(ii) Items that will be reclassified to profit or loss*

##### *Exchange differences in translating financial information of foreign operations*

Our exchange differences in translating financial information of foreign operations decreased to an outflow of ₹ 3.10 million for fiscal year 2017 from ₹ 3.83 million for fiscal year 2016. This was principally as a result of exchange rate fluctuations.

#### ***Total Comprehensive Income***

As a result of the foregoing, our total comprehensive income (comprising profit and other comprehensive income for the period) increased by ₹ 27.08 million, or 3.66% to ₹ 766.32 million for fiscal year 2017 from ₹ 739.24 million for fiscal year 2016.

#### **Liquidity and Capital Resources**

As of March 31, 2018, our cash and cash equivalents were ₹ 108.30 million. Our financing requirements are primarily for working capital.

We fund our operations and capital requirements primarily through cash flows from revenue from operations. We expect that cash flow from revenue from operations will continue to be our principal sources of cash in the long term. We evaluate our funding requirements periodically in light of our net cash flow from operating activities, the progress of our mutual fund products, acquisition opportunities and market conditions.

#### **Cash Flows**

The following table sets forth our cash flows for the periods indicated:

	For fiscal year		
	2018	2017	2016
	<i>(₹ in million)</i>		
Net cash generated from Operating Activities	1,484.24	235.54	237.53
Net cash used in Investing Activities	(1,509.10)	(178.65)	(243.67)
Net cash generated/ (used in) Financing Activities	(8.93)	71.52	-
Net increase/ (decrease) in Cash and Cash Equivalents	(33.79)	128.41	(6.14)
Cash and cash equivalents as at the beginning of the year	142.09	13.68	19.82
Cash and cash equivalents as at the end of the year	108.30	142.09	13.68

### ***Cash Flow from Operating Activities***

Net cash generated from operating activities was ₹ 1,484.24 million for fiscal year 2018. While our profit before share in joint venture and income tax was ₹ 1,884.92 million for fiscal year 2018, we had an operating profit before working capital changes of ₹ 1,963.65 million, primarily as a result of adjustments to profit before tax of employee share based payments of ₹ 115.97 million and depreciation and amortization expenses of ₹ 43.44 million, which were partially offset by dividend received of ₹ 67.73 million and interest income of ₹ 38.14 million. Our changes in working capital for fiscal year 2018 primarily consisted of a decrease in other assets of ₹ 96.59 million and increase in provisions of ₹ 110.96 million, which was partially offset by an increase in trade receivables of ₹ 126.53 million.

Net cash generated from operating activities was ₹ 235.54 million for fiscal year 2017. While our profit before share in joint venture and income tax was ₹ 1,080.21 million for fiscal year 2017, we had an operating profit before working capital changes of ₹ 1,095.86 million, primarily as a result of adjustments to profit before tax of employee share based payments of ₹ 71.41 million and depreciation and amortization expenses of ₹ 33.04 million, which was partially offset by interest income of ₹ 43.67 million. Our changes in working capital for fiscal year 2017 primarily consisted of an increase in trade receivables of ₹ 450.15 million and an increase in other assets of ₹ 365.73 million, which was partially offset by an increase in other liabilities of ₹ 65.09 million.

Net cash generated from operating activities was ₹ 237.53 million for fiscal year 2016. While our profit before share in joint venture and income tax was ₹ 864.33 million for fiscal year 2016, we had an operating profit before working capital changes of ₹ 865.46 million, primarily as a result of adjustments to profit before tax of employee share based payments of ₹ 24.01 million and depreciation and amortization expenses of ₹ 17.42 million, which were partially offset by dividend received of ₹ 27.51 million and interest income of ₹ 27.24 million. Our changes in working capital for fiscal year 2016 consisted of an increase in other assets of ₹ 406.35 million and decrease in other liabilities of ₹ 172.28 million, which was partially offset by an increase in trade payables of ₹ 128.30 million.

### ***Cash Flow from Investing Activities***

Net cash used in investing activities was ₹ 1,509.10 million for fiscal year 2018, primarily comprising investment in the schemes of mutual funds of ₹ 6,797.43 million and purchase of non-current investments of ₹ 204.96 million, which was partially offset by proceeds from redemption of units in the schemes of mutual fund of ₹ 5,495.60 million.

Net cash used in investing activities was ₹ 178.65 million for fiscal year 2017, primarily comprising investment in the schemes of mutual funds of ₹ 3,502.06 million and purchase of non-current investments of ₹ 277.17 million, which was partially offset by proceeds from redemption of units in the schemes of mutual fund of ₹ 3,399.85 million.

Net cash used in investing activities was ₹ 243.67 million for fiscal year 2016, primarily comprising investment in the schemes of mutual funds of ₹ 2,564.71 million, which was partially offset by proceeds from redemption of units in the schemes of mutual fund of ₹ 2,481.04 million.

### ***Cash Flow from Financing Activities***

Net cash used in financing activities was ₹ 8.93 million for fiscal year 2018, comprising acquisition of non-controlling interest of ₹ 8.93 million.

Net cash generated from financing activities was ₹ 71.52 million for fiscal year 2017, primarily comprising proceeds from issue of share capital (including securities premium) of ₹ 678.80 million on account of ESOP

exercise, which was partially offset by acquisition of non-controlling interest of ₹ 570.37 million held by employees / ex-employees in subsidiaries.

We did not have any cash flows from financing activities in fiscal year 2016.

### Indebtedness

As of March 31, 2018, we did not have any outstanding indebtedness.

### Contractual Obligations and Commitments

The table below sets forth our future minimum lease payments under non-cancellable operating leases as of March 31, 2018:

Other contractual obligations	Payments due by period			
	Total	Less than 1 year	1-5 years	More than 5 years
Future minimum lease payments	91.45	32.55	58.90	-
<b>Total</b>	<b>91.45</b>	<b>32.55</b>	<b>58.90</b>	<b>-</b>

(₹ in million)

### Contingent Liabilities and Commitments

The following table sets forth our contingent liabilities and commitments as of March 31, 2018:

Particulars	As of March 31, 2018 (₹ in million)
Income tax demand in respect of which the Group has preferred an appeal with higher authorities	82.41
Bank guarantee to the extent not provided for	0.92
Uncalled capital commitments in respect of AIFs	115.00
Estimated amounts of contracts remaining to be executed on capital account and not provided	1.16
<b>Total</b>	<b>199.49</b>

### Historical and Planned Capital Expenditures

The table below sets for our capital expenditure incurred for the periods indicated:

Particulars	For fiscal year		
	2018	2017	2016
Capital expenditure	65.79	43.85	99.46

(₹ in million)

Our historical capital expenditure for fiscal year 2018, 2017 and 2016 was incurred mainly for leasehold improvements, furniture and fixtures, computer, office equipment and computer software, largely on account of opening of new branches, renovation of existing branches, joining of new employees and addition and improvement of IT infrastructure.

We currently expect to incur capital expenditure amounting to ₹ 115.00 million in the year ending March 31, 2019 mainly towards leasehold improvements, furniture and fixtures, office equipment, computers and computer software.

Our actual capital expenditures may differ from the amounts set out above due to various factors, including our future cash flows, results of operations and financial condition, changes in the local economy in India, the availability of financing on terms acceptable to us, changes in the legislative and regulatory environment and other factors that are beyond our control.

### Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

## **Quantitative and Qualitative Analysis of Market Risks**

We are exposed to various types of market risks during the normal course of business. Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to market risk, interest rate risk and credit risk in the normal course of our business.

### ***Market Risk***

Market risk is the risk that the value of an investment will decrease due to changes in market factors. These factors include global and domestic economic environment, corporate sector performance, financial market conditions in general and other factors beyond our control. Capital markets in general and equity markets in particular are subject to market risk. Volatility in the capital markets can impact the performance of our clients' portfolios, funds and products distributed by our wealth advisory business. In the recent past, favourable capital markets, particularly equity market, has led to significant inflows, which in turn has led to significant growth in our AUM and revenues. However, there is no certainty that the inflows will continue to grow going forward. Any decline in the equity and real estate markets could have an adverse impact on the performance of our portfolios, funds and products distributed by our wealth advisory business which in turn could affect our AUM and revenues. Our business is subject to market volatility which impacts the underlying securities held in our portfolios, funds and product distributed by our wealth advisory business and the performance thereof. Thus, any prolonged decline and/or volatility in capital markets could have a negative impact on the growth of our AUM and our revenues. Further, withdrawals by our clients can also adversely impact our AUMs and revenues.

In addition, the investment of our own surplus funds is also exposed to market risk.

### ***Interest Rate Risk***

The valuation of fixed income securities, particularly medium and long-term fixed income securities, may be adversely affected by changes in interest rates, thereby affecting the distribution fees we earn on any debt oriented investment products.

### ***Credit Risk***

Credit risk or default risk is the inability of an issuer to meet its principal and interest payments as per its obligations. The underlying investments in products distributed by our wealth advisory business carry varying degrees of credit risk. We are also exposed to credit risk from our operating activities from trade receivables from our customers. We are also exposed to credit risk from our investments in NCDs subscribed by our NBFC business vertical.

### ***Unusual or Infrequent Events or Transactions***

To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there have been no transactions or events, which in our judgment, would be considered unusual or infrequent.

### ***Known Trends or Uncertainties***

Other than as described in this section and "***Risk Factors***" on page 19 of this Draft Red Herring Prospectus, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income from continuing operations.

### **Future Relationship between Cost and Revenue**

Other than as described in this section and "***Risk Factors***" on page 19 of this Draft Red Herring Prospectus, there are no known factors that might affect the future relationship between cost and revenue.

### **Suppliers or Customer Concentrations**

We do not have any material dependence on a single or few customers.

A significant portion of the AUM managed by us are attributable to clients who we access, directly or indirectly, through third-party intermediaries (for example foreign banks, Indian private banks and broking companies) known as distributors. Our ability to access clients is dependent on the distribution systems and client bases of these distributors. For further details, see "***Risk Factors – We depend on third-party distribution channels and***

*other intermediaries, and problems with these distribution channels and intermediaries could adversely affect our business and financial performance".*

### **Seasonality of Business**

Our business is not subject to seasonal variations.

### **New Product or Business Segments**

Except as disclosed in "***Our Business***" on page 159 of this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

### **Material Developments after March 31, 2018**

1. Preferential allotment of 2,67,345 equity shares of ₹ 2 each was made to Mr. Amit Bhagat for consideration other than cash (against transfer of 4,76,084 equity shares of ASK Property Investment Advisors Private Limited of ₹ 10 each in the name of our Company) pursuant Share Swap Option Agreement dated October 28, 2016. This allotment was approved by the Shareholders vide EGM dated June 21, 2018.
2. Board resolved that ESOPs of our Company be granted to the employees of subsidiaries.
3. The Board of Directors of our Company at its meeting dated June 1, 2018 recommended a share based employee benefit scheme named Employee Stock Appreciation Rights Plan 2018 i.e. ESAR 2018, which was approved by the Shareholders vide EGM dated June 21, 2018.
4. Our Company has granted 2,724,827 Employee Stocks Options under ESOP 2014 Scheme to the employees of the subsidiaries in lieu of surrendering their ESOPs held in the respective subsidiaries in its general meeting held on June 21, 2018
5. Pursuant to Shareholder's resolution passed at the Extraordinary General Meeting held on May 10, 2018, the Equity Share capital (Authorized, Issued and Paid-up) of our Company was sub divided from ₹ 10 each to Equity Shares of ₹ 2 each. The revised authorized share capital of our Company now stands at 100,000,000 Equity Shares of ₹ 2 each
6. Pursuant to decision taken by the Board to allot Bonus shares at its meeting held on May 10, 2018, the Audit committee decided to account for the allotment of said Bonus shares by way capitalizing Share premium account standing to the credit of the books of the Company.

## **FINANCIAL INDEBTEDNESS**

As on date of this Draft Red Herring Prospectus, neither our Company, nor our Subsidiaries, have availed any loans.

## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no (i) outstanding criminal proceedings involving our Company, Directors, Promoters, Subsidiaries, Joint Venture or Group Companies; (ii) outstanding actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters, Subsidiaries, Joint Venture or Group Companies; and (iii) outstanding claims involving our Company, Directors, Promoters, Subsidiaries, Joint Venture or Group Companies for any direct or indirect tax liabilities; (iv) other pending litigations involving our Company, Directors, Promoters, Subsidiaries, Joint Venture or Group Companies as determined to be material by our Board, in accordance with the SEBI ICDR Regulations; (v) outstanding dues to creditors of our Company as determined to be material by our Board as per the Materiality Policy in accordance with the SEBI ICDR Regulations; (vi) outstanding dues to small scale undertakings and other creditors, as determined to be material by our board as per the Materiality Policy, as provided below; and (vii) pending defaults and non-payment of statutory dues.*

*Details of other legal proceedings, determined to be material by our Board pursuant to their resolution dated July 27, 2018 and currently pending involving our Company, Directors, Promoters, Subsidiaries, Joint Venture or Group Companies are set forth below.*

*Pursuant to the SEBI ICDR Regulations and the Materiality Policy for the purposes of disclosure, all other pending litigation involving our Company, Directors, Promoters, Subsidiaries, Joint Venture or Group Companies, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' if a) the monetary amount of claim by or against the Company, Directors, Promoters, Subsidiaries, Joint Venture or Group Companies in any such pending litigation, which is the lower of 5 % of the total restated consolidated profit (after tax) or 1 % of the total restated consolidated revenue of the Company for such Fiscal, being ₹ 46.49 million for Fiscal 2018; or b) in the opinion of the board, any such litigation, an adverse outcome of which would materially and adversely affect the Company's business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.*

*In terms of the Materiality Policy with respect to outstanding dues to creditors, it is determined that outstanding dues to creditors in excess of 5 % of our Company's trade payables as per the Restated Consolidated Financial Information for the financial year ending March 31, 2018, shall be considered as material dues ("Material Dues") and the creditors to whom such Material Dues are outstanding as on March 31, 2018 would be considered as the material creditors of our Company ("Material Creditors").*

*It is clarified that pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, Directors, Promoters, Subsidiaries, Joint Venture or Group Companies shall not be considered as litigation until such time that any of our Company, Directors, Promoters, Subsidiaries, Joint Venture or Group Companies, as the case may be, is impleaded as a party in such litigation proceedings before any judicial fora, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.*

*Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.*

#### **I. LITIGATION INVOLVING OUR COMPANY**

##### **A. Outstanding criminal proceedings involving our Company**

###### ***Criminal proceedings against our Company***

As on date of this Draft Red Herring Prospectus, there are no criminal proceedings against our Company.

###### ***Criminal proceedings by our Company***

As on date of this Draft Red Herring Prospectus, there are no criminal proceedings initiated by our Company.

##### **B. Other outstanding material litigation involving our Company**

###### ***Material Civil proceedings against our Company***

As on date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings against our Company.

**Material Civil proceedings by our Company**

Our Company, and Ambojini Property Developers Private Limited and others (together “Ambojini”), had entered into an agreement to fund the development of certain land parcel in Chennai (“Project”). Pursuant to this, we invested ₹ 495 million in Ambojini. Due to certain disputes, we invoked arbitration under the agreement and filed an arbitration petition under Section 9 of the Arbitration and Conciliation Act, 1996 before the High Court of Judicature, Bombay against Ambojini. The court by an order dated April 11, 2016 granted certain ad-interim reliefs to us, which among other reliefs, restrained Ambojini from disposing of or encumbering assets in the Project. Further, the arbitral tribunal by an order dated April 3, 2017 directed that the order dated April 11, 2016 shall continue to operate as interim relief during the pendency of these proceedings. The arbitral tribunal passed an award dated January 31, 2018 directing Ambojini to, among others, pay approximately ₹ 1,553 million along with interests. Further, we had filed a petition under the Arbitration and Conciliation Act, 1996 before the arbitral tribunal seeking to modify the award dated January 31, 2018, pursuant to which the arbitral tribunal passed an order dated March 23, 2018, whereby the award dated January 31, 2018 was modified. We also filed an application before the arbitral tribunal seeking certain protective reliefs, which were also granted pursuant to the order dated March 23, 2018, which directed, amongst other things, that the interim order dated April 3, 2017 shall continue to operate till August 14, 2018. Subsequently, Ambojini has filed a petition under Section 34 of the Arbitration and Conciliation Act, 1996, among others, seeking a stay on the enforcement of the award dated January 31, 2018, which is currently pending before the court.

We have also filed an application seeking enforcement of the award dated January 31, 2018 before the High Court of Judicature, Madras which is pending. We have also filed a petition before the High Court of Judicature, Madras to be impleaded as a party in a civil suit initiated against Ambojini by certain customers of the Project, which was allowed. We have been referred to mediation for the settlement of disputes by the High Court of Judicature, Madras.

**C. Actions by statutory or regulatory authorities against our Company**

As on date of this Draft Red Herring Prospectus, there are no pending actions by any statutory or regulatory authorities against our Company.

**D. Tax proceedings against our Company**

The details with respect to direct tax and indirect tax proceedings involving our Company are set out below:

Sr. No.	Particulars	Number of cases	Aggregate amount involved (in ₹ million)*
1.	Direct tax	6	25.13
2.	Indirect tax	2	25.30

\* To the extent quantifiable

**E. Pending proceedings initiated against our Company for economic offences**

As on date of this Draft Red Herring Prospectus, there are no proceedings initiated against our Company for any economic offenses.

**F. Default and non – payment of statutory dues**

As on date of this Draft Red Herring Prospectus, our Company does not owe any statutory dues and has not made any defaults or committed any acts involving non-payment of its statutory dues.

**G. Outstanding dues to small scale undertakings or any other creditors**

As of March 31, 2018, we had 301 creditors.

In terms of the creditors materiality policy, trade payables exceeding 5% of the total trade payables for as at March 31, 2018 amounting to ₹ 17.61 million, are material dues for us.

Particulars	Number of cases	(in ₹ million)
Dues to micro enterprises and small enterprises*	Nil	Nil
Material dues to Creditors	4	139.18
Other dues to Creditors	297	213.11
<b>Total</b>	<b>301</b>	<b>352.29**</b>

\*The Company has not received any information from suppliers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006

\*\*For further details, see [www.askinvestmentmanagers.com](http://www.askinvestmentmanagers.com)

## II. LITIGATION INVOLVING OUR DIRECTORS

### A. Outstanding criminal litigation involving our Directors

#### *Criminal proceedings against our Directors*

As on date of this Draft Red Herring Prospectus, there are no criminal proceedings initiated against our Directors.

#### *Criminal proceedings by our Directors*

As on date of this Draft Red Herring Prospectus, there are no criminal proceedings initiated by our Directors

### B. Other outstanding material litigation involving our Directors

#### *Civil proceedings against our Directors*

As on date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated against our Directors.

#### *Civil proceedings by our Directors*

Except as disclosed in “–*Civil proceedings by our Promoters*” on page 490, there are no outstanding material civil proceedings initiated by our Directors.

### C. Pending action by statutory or regulatory authorities against any of our Directors

As on the date of this Draft Red Herring Prospectus, there are no pending action by statutory or regulatory authorities initiated against our Directors.

### D. Tax proceedings involving our Directors

Except as disclosed in “–*Tax proceedings involving our Promoters*” on page 490, there are no direct or indirect tax proceedings against our Directors.

## III. LITIGATION INVOLVING OUR PROMOTERS

### A. Outstanding criminal litigation involving our Promoters

#### *Criminal proceedings against our Promoters*

As on the date of this Draft Red Herring Prospectus, there is no criminal proceedings initiated against our Promoters.

#### *Criminal proceedings by our Promoters*

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings initiated by our Promoters.

### B. Other outstanding material litigation involving our Promoters

#### *Civil proceedings against our Promoters*

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated against our Promoters.

***Civil proceedings by our Promoters***

**Mr. Sameer Koticha**

Fortress Ventures LLP, Sameer Koticha and others (the “**Plaintiffs**”) have filed a suit at the High Court of Judicature at Bombay against Sheth Developers Private Limited and others (the “**Defendants**”) for specific performance of the suit contract and for a sum of ₹ 586.60 million. Pursuant to negotiations, the parties had entered into various contracts to develop and transfer certain assets. The Plaintiffs have also during the course of their business dealing transferred funds as consideration, which have been refunded. The matter is currently pending before the High Court of Judicature at Bombay.

**C. Pending action by statutory or regulatory authorities against any of our Promoters**

As on the date of this Draft Red Herring Prospectus, there are no pending action initiated by statutory or regulatory authorities initiated against our Promoters.

**D. Tax proceedings involving our Promoters**

The details with respect to direct tax and indirect tax proceedings involving our Promoters are set out below:

Sr. No.	Promoter	Category of tax	Number of cases	Aggregate amount involved (in ₹ million)*
1.	Asit Koticha	Direct tax	2	15.20
		Indirect tax	-	-
2.	Sameer Koticha	Direct tax	2	15.78
		Indirect tax	-	-

\* To the extent quantifiable

**IV. LITIGATION INVOLVING OUR SUBSIDIARIES AND JOINT VENTURE**

**A. Outstanding criminal litigation involving our Subsidiaries and Joint Venture**

***Criminal proceedings against our Subsidiaries and Joint Venture***

As on date of this Draft Red Herring Prospectus, there are no criminal proceedings pending against our Subsidiaries and Joint Venture.

***Criminal proceedings by our Subsidiaries and Joint Venture***

As on date of this Draft Red Herring Prospectus, there are no criminal proceedings pending which have been initiated by our Subsidiaries and Joint Venture.

**B. Other outstanding material litigation involving our Subsidiaries and Joint Venture**

***Civil proceedings against our Subsidiaries and Joint Venture***

As on date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings pending against our Subsidiaries and Joint Venture.

***Civil proceedings by our Subsidiaries and Joint Venture***

As on date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings pending which have been initiated by our Subsidiaries and Joint Venture.

**C. Pending action by statutory or regulatory authorities against any of our Subsidiaries or Joint Venture**

**ASKFH**

The Financial Intelligence Unit, Ministry of Finance, had placed ASKFH under the ‘high risk financial institutions’ list, citing non-registration of the company and principal officer under the PMLA. However, pursuant to registration of the company and appointment of a principle officer under the PMLA, the name of removed from the list by the Financial Intelligence Unit. Further, ASKFH had received a show cause notice dated March 12, 2018, from the RBI in respect of non-registration of the company, a principal officer and non-filing of applicable forms. ASKFH has submitted details of the registration and timely filing of applicable forms with the RBI after which we have not received any further communication from the RBI.

**D. Tax proceedings involving our Subsidiaries and Joint Venture**

The details with respect to direct tax and indirect tax proceedings involving our Subsidiaries or Joint Venture are set out below:

Sr. No.	Name of the Subsidiaries or Joint Venture	Category of tax	Number of cases	Aggregate amount involved (in ₹ million)*
1.	ASKWA	Direct tax	3	0.83
2.	ASKPIA	Direct tax	3	56.45

\* To the extent quantifiable

**V. LITIGATION INVOLVING OUR GROUP COMPANIES**

**A. Outstanding criminal litigation involving our Group Companies**

*Criminal proceedings against our Group Companies*

As on date of this Draft Red Herring Prospectus, there are no criminal proceedings pending against our Group Companies.

*Criminal proceedings by our Group Companies*

As on date of this Draft Red Herring Prospectus, there are no criminal proceedings pending which have been initiated by our Group Companies.

**B. Other outstanding material litigation involving our Group Companies**

*Civil proceedings against our Group Companies*

Lily Realty Private Limited

The Pashmina Waterfront Buyers Association has filed a claim on January 8, 2018 before the National Consumer Disputes Redressal Commission, New Delhi against Lily Realty Private Limited. The association claimed that Lily Realty Private Limited had previously failed to hand over certain flats to 70 customers on or before June 2015, due to which the customers have approached the commission for certain specific relief. The association prayed that, among others, Lily Realty Private Limited should provide possession of the concerned flats to the customers before December 31, 2018, pay an amount of ₹ 0.30 million as compensation for harassment to each customer, along with their legal expenses. Lily Realty Private Limited has filed its objects and written statements before the forum. The matter is currently pending before the commission.

*Civil proceedings by our Group Companies*

As on date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings pending which have been initiated by our Group Companies.

**C. Pending action by statutory or regulatory authorities against any of our Group Companies**

As on date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against any of our Group Companies.

**D. Tax proceedings involving our Group Companies**

As on date of this Draft Red Herring Prospectus, there are no direct or indirect tax proceedings involving our Group Companies.

## **VI. NON COMPLIANCE WITH SECURITIES LAWS**

As on date of this Draft Red Herring Prospectus, there are no adverse findings involving any persons/entities connected with our Company as regards non-compliance with securities law.

### ***Material developments since the last balance sheet date***

Except as stated in “***Management’s Discussion and Analysis of Financial Condition and Results of Operation – Significant Developments after March 31, 2018***” on page 485, no circumstances have arisen since March 31, 2018 the date of the last restated financial information disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect, when our operations or earnings taken as a whole, the value of our consolidated assets or our ability to pay our material liabilities within the next 12 months.

## GOVERNMENT AND OTHER APPROVALS

We are required to obtain necessary consents, licenses, permissions, registrations and approvals from the Government, various governmental agencies, including various authorities in the states of India, where we have our presence, and other statutory and/ or regulatory authorities required for carrying out our present business activities or to undertake the Offer. Except as disclosed herein and in “**Risk Factors**” on page 19, we have obtained all material consents, licenses, permissions and approvals from various governmental, statutory and regulatory authorities, which are necessary for undertaking our business. In view of these material approvals, we can undertake our current business activities. Unless stated otherwise, such approvals are valid as on the date of this Draft Red Herring Prospectus.

### Approvals Related to the Offer

For details, see “**Other Regulatory and Statutory Disclosures**” on page 498.

### Approvals for our Company

We require various approvals to carry on our business in India. We have received the following major Government and other approvals pertaining to our business and operations:

#### Incorporation Details of our Company

1. Certificate of incorporation dated August 9, 2004 issued by the RoC in the name of ASKRJ Investment Management Private Limited
2. Fresh certificate of incorporation dated April 18, 2007 issued by the RoC pursuant to change in our name from ‘ASKRJ Investment Management Private Limited’ to ‘ASK Securities Management Private Limited’
3. Fresh certificate of incorporation dated January 31, 2008 issued by the RoC pursuant to change in our name from ‘ASK Securities Management Private Limited’ to ‘ASK Investment Managers Private Limited’
4. Fresh certificate of incorporation dated July 26, 2018 issued by the RoC pursuant to the conversion of our Company to a public limited company and consequent change in our name from ‘ASK investment Managers Private Limited’ to ‘ASK Investment Managers Limited’

#### Tax Related Approvals

1. Permanent Account Number: AAFC2302P
2. Tax Deduction Account Number: MUMA30533G
3. GST Registration, issued by the Government of India for Delhi, Gujarat, Karnataka, Maharashtra, Tamil Nadu and West Bengal

#### Other Approvals

##### **A. The following are the material approvals received by our Company for its business:**

1. Portfolio Manager registration (Registration code INP000000043) under the SEBI PMS Regulations, by way of a registration certificate dated November 24, 2015. As per SEBI (Change in Conditions of Registration of Certain Intermediaries) (Amendment) Regulations, 2016 dated December 8, 2016, the current certificate of registration is now valid unless it is suspended or cancelled by SEBI
2. Approval letter dated September 28, 2015, issued by NSE appointing our Company to act as an authorized person, with registration code – CM-AP0317000023, with JM Financial Institutional Securities Limited, as its stock broker
3. Certificate of registration dated September 22, 2015 issued by BSE authorising our Company to act as an authorized person, bearing registration code – AP0104000146638, with JM Financial Institutional Securities Limited, as its stock broker

4. Certificate of registration dated October 12, 2017 (Registration code IN/AIF3/17-18/0378) granted by SEBI to 'ASK Equity AIF' as a Category III AIF under the SEBI AIF Regulations

**B. *The following are the material approvals received by our Company relating to our labour/employees and branch offices***

1. Registration for employee's provident fund issued by the Employees' Provident Fund Organization under the Employees' Provident Fund and Miscellaneous Provision Act, 1952
2. Shops and establishments registrations issued by the office of the relevant authorities for offices of our Company, wherever applicable

As on the date of this Draft Red Herring Prospectus, we currently hold all aforementioned material approvals.

**Our Company's Intellectual Property**

For details in relation to the intellectual property which are registered to our Company, see "***Business –Intellectual Property***" on page 177.

**Approvals for our Subsidiaries**

**1. ASKWA**

**Incorporation Details of ASKWA**

- a) Certificate of Incorporation dated May 30, 2006 issued by the RoC in the name of ASK Wealth Advisors Private Limited

**Tax Related Approvals**

- a) Permanent Account Number: AAFC9124M
- b) Tax Deduction Account Number: MUMA29357G
- c) GST Registration, issued by the Government of India for Andhra Pradesh, Delhi, Goa, Gujarat, Haryana, Karnataka, Maharashtra, Tamil Nadu, Telangana and West Bengal

**Other Approvals**

- a) Investment Advisors certificate registration (INA00000532) issued by SEBI by way of certificate dated December 16, 2013 As per SEBI (Change in Conditions of Registration of Certain Intermediaries) (Amendment) Regulations, 2016 dated December 8, 2016, the current certificate of registration is now valid unless it is suspended or cancelled by SEBI
- b) AMFI registration number (ARN-47293) issued by AMFI (valid from January 22, 2018 to January 21, 2021), read with the letter dated October 31, 2017, issued by AMFI for renewal of registration of our Company. The registration is in compliance with the AMFI Code of Conduct for Intermediaries of Mutual Funds

ASKWA has obtained registrations in the normal course of business for its branches across various states in India under the applicable shops and establishments laws and employees' provident fund organisation. As on the date of this Draft Red Herring Prospectus, ASKWA holds all of the aforementioned material approvals.

**2. ASKPIA**

**Incorporation Details of ASKPIA**

- a) Certificate of Incorporation dated January 19, 2009 issued by the RoC in the name of ASK Property Investment Advisors Private Limited

**Tax Related Approvals**

- a) Permanent Account Number: AAHCA5652N

- b) Tax Deduction Account Number: MUMA34667D
- c) GST Registration number, issued by the Government of India for Haryana, Karnataka, Maharashtra and Tamil Nadu.

#### **Other Approvals**

- a) Portfolio Manager registration (Registration code INP000005713) under the SEBI PMS Regulations, by way of a registration certificate dated July 3, 2017. As per SEBI (Change in Conditions of Registration of Certain Intermediaries) (Amendment) Regulations, 2016 dated December 8, 2016, the current certificate of registration is now valid unless it is suspended or cancelled by SEBI
- b) Certificate of registration dated July 24, 2014 (Registration code IN/AIF2/14-15/0115) granted by SEBI to 'ASK Real Estate Special Opportunities Fund - II' as a Category II AIF under the SEBI AIF Regulations
- c) Certificate of registration dated July 12, 2016 (Registration code IN/AIF2/16-17/0245) granted by SEBI to 'ASK Real Estate Fund' as a Category II AIF under the SEBI AIF Regulations
- d) Certificate of registration dated September 2, 2010 (Registration code IN/VCF/10-11/0185) granted by SEBI to 'ASK Real Estate Special Opportunities Fund' as a venture capital fund under the SEBI VCF Regulations

ASKPIA has obtained registrations in the normal course of business for its branches across various states in India under the applicable shops and establishments laws and employees' provident fund organisation. As on the date of this Draft Red Herring Prospectus, ASKPIA holds all of the aforementioned material approvals.

### **3. ASKFH**

#### **Incorporation Details of ASKFH**

- a) Certificate of Incorporation dated February 10, 2010 issued by the RoC in the name of ASK Infrastructure Private Limited
- b) Certificate of Incorporation dated October 10, 2013 issued by the RoC pursuant to change in name from ASK Infrastructure Private Limited to ASK Financial Holdings Private Limited

#### **Tax Related Approvals**

- a) Permanent Account Number: AAICA6339F
- b) Tax Deduction Account Number: MUMA38159C
- d) GST Registration number, issued by the Government of India for Maharashtra

#### **Other Approvals**

- a) Certificate of registration (bearing registration number N-13. 02135) dated September 28, 2016 issued by the RBI under Section 45 IA of the RBI Act, classifying ASKFH as a non-public deposit taking NBFC.

ASKFH has obtained registrations in the normal course of business for its branches across various states in India under the applicable shops and establishments laws and employees' provident fund organisation. As on the date of this Draft Red Herring Prospectus, ASKFH holds all of the aforementioned material approvals.

### **4. ASKFO**

#### **Incorporation Details of ASKFO**

- a) Certificate of Incorporation dated March 5, 2007 issued by the RoC in the name of ASK Insurance Advisors Private Limited
- b) Certificate of Incorporation dated August 18, 2007 pursuant to change in name from ASK Insurance Advisors Private Limited to ASK Insurance Broking and Risk Management Services Private Limited

- c) Certificate of Incorporation dated May 26, 2015 issued by the RoC pursuant to change in name from ASK Insurance Broking and Risk Management Services Private Limited to ASK Family Office and Investment Advisers Private Limited

#### **Tax Related Approvals**

- a) Permanent Account Number: AAGCA2329D
- b) Tax Deduction Account Number: MUMA30098F
- e) GST Registration, issued by the Government of India for Maharashtra

#### **Other Approvals**

ASKFO has obtained registrations in the normal course of business for its branches across various states in India under the applicable shops and establishments laws and employees' provident fund organisation. As on the date of this Draft Red Herring Prospectus, ASKFO holds all of the aforementioned material approvals.

### **5. ASKPAS**

#### **Incorporation Details of ASKPAS**

- a) Certificate of Incorporation dated March 8, 2010 issued by the RoC in the name of ASK Property Advisory Services Private Limited

#### **Tax Related Approvals**

- a) Permanent Account Number: AAICA6340C
- b) Tax Deduction Account Number: MUMA38181D

#### **Other Approvals**

ASKPAS has obtained registrations in the normal course of business for its branches across various states in India under the applicable shops and establishments laws and employees' provident fund organisation. As on the date of this Draft Red Herring Prospectus, ASKPAS holds all of the aforementioned material approvals

### **6. ASKTS**

#### **Incorporation Details of ASKTS**

- a) Certificate of Incorporation dated June 3, 2010 issued by the RoC in the name of ASK Trusteeship Services Private Limited

#### **Tax Related Approvals**

- a) Permanent Account Number: AAICA8573H
- b) Tax Deduction Account Number: MUMA38160D

#### **Other Approvals**

ASKTS has obtained registrations in the normal course of business for its branches across various states in India under the applicable shops and establishments laws and employees' provident fund organisation. As on the date of this Draft Red Herring Prospectus, ASKTS holds all of the aforementioned material approvals.

### **7. ASKCMPT E**

#### **Incorporation Details for ASKCMPT E**

- a) ASK Capital Management Pte. Limited was incorporated on February 18, 2011 with the Accounting and Corporate Regulatory Authority, Singapore

#### **Other Approvals**

- a) Capital Markets Services License (CMS100546-1) issued by the Monetary Authority of Singapore, under the Securities and Future Act, to conduct the activities of Fund Management
- b) Certificate of registration dated April 28, 2017 (Registration number INSGFP117217) granted by SEBI to 'BNP Paribus Trust Services Singapore Limited as Trustee of ASK India Opportunities Fund 1' as a as a Category II FPI under the SEBI FPI Regulations
- c) Certificate of registration dated January 6, 2015 (Registration number INSGFP004215) granted by SEBI to 'ASK India Real Estate Special Opportunities Fund Pte. Ltd.' as a Category III FPI under the SEBI FPI Regulations

#### **Our Subsidiaries' Intellectual Property**

For details in relation to the intellectual property which are registered to our Subsidiaries, see "***Business - Intellectual Property***" on page 177.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

#### Corporate Approvals

- Our Board has authorised the Offer under Section 62(1)(c) of the Companies Act 2013 by a resolution dated July 27, 2018.
- Our Shareholders have authorised the Offer, pursuant to a special resolution dated August 1, 2018 under Section 62(1)(c) of the Companies Act 2013
- The IPO Committee has, on August 6, 2018 approved this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

#### In-principle Listing Approvals

- Our Company has received in-principle approval from BSE for the listing of our Equity Shares pursuant to a letter dated [●].
- Our Company has received in-principle approval from NSE for the listing of our Equity Shares pursuant to a letter dated [●].

#### Approval from the Selling Shareholders

The Selling Shareholders have specifically confirmed and approved sale of the Equity Shares pursuant to the Offer for Sale as set out below.

S. No.	Name of the Selling Shareholder	Date of Consent Letter	Date of Selling Shareholder resolution	Number of Equity Shares offered for sale
1.	AI Global	August 3, 2018	July 31, 2018	13,569,405
2.	Mr. Sameer Koticha	August 6, 2018	N/A	4,400,000

Each of the Selling Shareholders specifically confirms that, as required under Regulation 26(6) of the SEBI ICDR Regulations, it has held the Offered Shares for a continuous period of at least one year prior to the date of filing of this Draft Red Herring Prospectus or such Equity Shares have resulted from a bonus issue on Equity Shares held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus. Further, in this regard, our Company confirms that the bonus issue was not undertaken by capitalizing or by utilization of revaluation reserves or unrealised profits of our Company. Therefore, the Offered Shares are eligible to be offered for sale in the Offer.

### Prohibition by the SEBI, the RBI or Governmental Authorities

None of our Company, our Subsidiaries, our Promoters, our Promoter Group, our Directors or our Group Companies are or have ever been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authorities.

Neither our Promoters, nor any of our Directors or persons in control of our Company were or are a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities. Further, there have been no violations of securities laws committed by any of them in the past or are currently pending against them.

Each Selling Shareholder, severally and not jointly, specifically confirms that it has not been prohibited from accessing or operating in the capital market under any order or direction passed by SEBI or any other governmental authority in India. Further, each Selling Shareholder, severally and not jointly, specifically confirms that it has not been declared as a wilful defaulter, as defined under the SEBI ICDR Regulations.

Except as disclosed under “*Management – Directorships of Directors in listed companies*” on page 201, none of our Directors are in any manner associated with the securities market, including any securities market related business and no action has been taken by the SEBI against our Directors or any entity in which our Directors are involved as promoters or directors.

Neither our Company, our Subsidiaries, our Promoters nor any of their relatives (as defined under the Companies Act), any member of our Promoter Group, our Directors and our Group Companies are or have been declared as wilful defaulters, as defined by the SEBI ICDR Regulations.

### Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 26(1) of the SEBI ICDR Regulations as set forth below:

- our Company has net tangible assets of at least ₹ 30 million in each of the preceding three full years (of 12 months each) of which not more than 50% of net tangible assets are monetary assets;
- our Company has a minimum average pre-tax operating profit of ₹ 150 million, calculated on a restated and consolidated basis during the three most profitable years out of the immediately preceding five years; our Company has a net worth of at least ₹ 10 million in each of the three preceding full years (of 12 months each);
- the aggregate size of the Offer and all previous issues made in the same Fiscal is not expected to exceed five times the pre-Offer net worth of our Company as per the audited balance sheet of the preceding Fiscal; and
- our Company has not changed its name during the last one year.

Set forth below are our Company's pre-tax operating profit, net tangible assets, monetary assets, monetary assets as a percentage of our net tangible assets and net worth, derived from our Restated Standalone Financial Information included in this Draft Red Herring Prospectus.

Particulars	Fiscal 2018**	Fiscal 2017**	Fiscal 2016**	Fiscal 2015*	Fiscal 2014*
Pre-tax operating profit <sup>(1)</sup>	1,324.29	726.21	474.00	344.19	(3.28)
Net worth <sup>(2)</sup>	4,221.05	3,252.16	2,126.53	1,616.57	1,340.87
Net tangible assets <sup>(3)</sup>	4,512.82	3,576.90	2,306.01	1,565.89	1,318.80
Monetary assets <sup>(4)</sup>	8.03	59.30	5.20		
Monetary assets as a % of net tangible assets <sup>(4/3)</sup>	0.18%	1.66%	0.23%		

Set forth below are our Company's pre-tax operating profit, net tangible assets, monetary assets, monetary assets as a percentage of our net tangible assets and net worth, derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

Particulars	Fiscal 2018**	Fiscal 2017**	Fiscal 2016**	Fiscal 2015*	Fiscal 2014*
Pre-tax operating profit <sup>(1)</sup>	1,753.76	955.03	800.11	587.89	109.48
Net worth <sup>(2)</sup>	3,915.11	2,597.15	1,645.18	843.95	391.11
Net tangible assets <sup>(3)</sup>	4,027.89	2,685.57	1,767.47	808.43	373.98
Monetary assets <sup>(4)</sup>	108.30	142.09	13.68		
Monetary assets as a % of net tangible assets <sup>(4/3)</sup>	2.69%	5.29%	0.77%		

\* Based on financial statements prepared in accordance with generally accepted accounting principles in India and restated in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

\*\* Based on financial statements prepared in accordance with Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under Companies (Indian Accounting Standard) Rules, 2015 and restated in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

Notes:

(1) Pre-tax operating profit, as restated, has been calculated as restated net profit before tax excluding other income, each on a restated basis.

- (2) *Net worth is computed in accordance the SEBI ICDR Regulations, net worth means "the aggregate value of the paid-up share capital, share premium account, reserves and surplus (excluding revaluation reserve) as reduced by the aggregate value of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.*
- (3) *Net tangible assets mean the sum of all net assets of the issuer, excluding intangible assets as defined in Ind AS 38 Intangible assets / Accounting Standard 26 (AS 26) Intangible assets, issued by the Institute of Chartered Accountants of India; deferred tax assets, deducted by total non-current liabilities and current liabilities excluding deferred tax liabilities, each on a restated basis.*
- (4) *Monetary assets, as restated, shall mean aggregate of cash and bank balances in the current account (net of bank deposits not considered as cash and cash equivalent, each on a restated basis*

Hence, we are eligible for the Offer as per Regulation 26(1) of the SEBI ICDR Regulations.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, otherwise, the entire application money will be refunded forthwith. If our Company does not allot Equity Shares pursuant to the Offer within five Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, we shall repay without interest all monies received from bidders, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI. For the avoidance of doubt, subject to applicable law, the Selling Shareholders shall not be responsible to pay interest or expenses for any delay, except to the extent such delay has been caused solely and directly attributable to an act or omission of such Selling Shareholder and to the extent of their respective portion of the Offered Shares.

Other than listing fees, which will be paid by the Company, all costs, fees and expenses with respect to the Offer shall be borne by the Selling Shareholders, on a pro rata basis in proportion to the respective Offered Shares. Upon the successful completion of the Offer, the Selling Shareholders agree that they shall reimburse the Company, for any expenses incurred by the Company on behalf of the Selling Shareholders in proportion to the respective Offered Shares. All such amounts payable by the Selling Shareholders in relation to the Offered Shares shall be deducted from the proceeds of the Offer prior to such funds being transferred to the Selling Shareholders.

Our Company is in compliance with conditions specified in Regulation 4(2) of the SEBI ICDR Regulations to the extent applicable.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO THE SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY THE 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(S) ("BRLMs" OR "LEAD MANAGERS"), BEING JM FINANCIAL LIMITED, AXIS CAPITAL LIMITED, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED AND NOMURA FINANCIAL ADVISORY AND SECURITIES (INDIA) PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. 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 AND THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY SUCH SELLING SHAREHOLDER IN THIS DRAFT RED HERRING PROSPECTUS TO THE EXTENT SUCH STATEMENTS SPECIFICALLY PERTAIN TO SUCH SELLING SHAREHOLDER AND/OR THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS, BEING JM FINANCIAL LIMITED, AXIS CAPITAL LIMITED, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED AND NOMURA FINANCIAL ADVISORY AND SECURITIES (INDIA) PRIVATE LIMITED HAVE FURNISHED TO THE SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 6, 2018 WHICH READS AS FOLLOWS:**

**WE, THE LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THIS DRAFT RED HERRING PROSPECTUS DATED AUGUST 6, 2018 PERTAINING TO THE SAID OFFER;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:**
  - A. THIS DRAFT RED HERRING PROSPECTUS FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS ETC., FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - C. THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT 1956, TO THE EXTENT APPLICABLE, THE COMPANIES ACT 2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THIS DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI AND UNTIL DATE SUCH REGISTRATIONS ARE VALID; - COMPLIED WITH AND NOTED FOR COMPLIANCE**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS - NOTED FOR COMPLIANCE;**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THIS DRAFT RED HERRING PROSPECTUS WITH THE SEBI UNTIL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THIS DRAFT RED HERRING PROSPECTUS; - COMPLIED WITH;**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS; - COMPLIED WITH AND NOTED FOR COMPLIANCE**

7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION WILL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER – NOTED FOR COMPLIANCE;
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION; - COMPLIED WITH TO THE EXTENT APPLICABLE;
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER, THE COMPANY AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION - NOTED FOR COMPLIANCE. ALL MONIES RECEIVED FROM THE OFFER SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS PER SECTION 40(3) OF THE COMPANIES ACT 2013, AS NOTIFIED;
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE - NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT 2013, EQUITY SHARES IN THE OFFER WILL BE ISSUED IN DEMATERIALISED FORM ONLY;
11. WE CERTIFY THAT ALL APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION; - COMPLIED WITH TO THE EXTENT APPLICABLE;
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS: COMPLIED WITH;
- a. AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND
- b. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER - NOTED FOR COMPLIANCE;

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC. - COMPLIED WITH;
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THIS DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY - COMPLIED WITH;
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGERS (WHO ARE RESPONSIBLE FOR PRICING THIS OFFER)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR - COMPLIED WITH;
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 AND INDIAN ACCOUNTING STANDARD 24 IN THE RESTATED FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THIS DRAFT RED HERRING PROSPECTUS AND AS CERTIFIED BY M. P. CHITALE & CO., CHARTERED ACCOUNTANTS, PURSUANT TO THEIR CERTIFICATE DATED AUGUST 6, 2018;
18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THE SEBI ICDR REGULATIONS. (IF APPLICABLE). - NOT APPLICABLE.

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company or any person who has authorised the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the proposed Offer. SEBI further reserves the right to take up, at any point of time, with the BRLMs, any irregularities or lapses in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

The filing of this Draft Red Herring Prospectus does not absolve the Selling Shareholders from any liability to the extent of the statements specifically confirmed or undertaken by the Selling Shareholders in respect of the Equity Shares offered by by each Selling Shareholder in the Offer for Sale, under Sections 28, 34 or Section 36 of Companies Act 2013.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act 2013.

## Price Information of past issues handled by the BRLMs

### JM Financial Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited.

S. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1	HDFC Asset Management Company Limited	28,003.31	1,100	August 6, 2018	1,726.25	NA	NA	NA
2	Fine Organic Industries Limited	6,001.69	783.00	July 2, 2018	815.00	+5.72% [+6.56%]	NA	NA
3	IndoStar Capital Finance Limited	18,440.00	572.00	May 21, 2018	600.00	-0.96% [+1.84%]	NA	NA
4	Bandhan Bank Limited	44,730.19	375.00	March 27, 2018	499.00	+31.81% [+3.79%]	+42.96 [+6.26%]	NA
5	Aster DM Healthcare Limited	9,801.00	190.00	February 26, 2018	183.00	-13.66% [-3.77%]	-4.97% [+0.21%]	NA
6	Galaxy Surfactants Limited	9,370.88	1,480.00	February 8, 2018	1,525.00	+1.14% [-3.31%]	-0.85% [+1.33%]	14.80% [+7.66%]
7	Reliance Nippon Life Asset Management Limited	15,422.40	252.00	November 6, 2017	295.90	+3.61% [-3.19%]	+5.91% [+2.95%]	-4.21% [+1.59%]
8	Prataap Snacks Limited	4,815.98	938.00 <sup>(1)</sup>	October 5, 2017	1,270.00	+25.12% [+5.70%]	+31.82% [+5.60%]	+40.99% [+3.27%]
9	SBI Life Insurance Company Limited	83,887.29	700.00 <sup>(2)</sup>	October 3, 2017	735.00	-7.56% [+5.89%]	-0.66% [+6.81%]	-3.11% [+2.58%]
10	ICICI Lombard General Insurance Company Limited	57,009.40	661.00	September 27, 2017	651.10	+3.62% [+6.25%]	+17.60% [+7.78%]	+12.13% [+2.69%]

Source: [www.nseindia.com](http://www.nseindia.com); for price information and prospectus/ basis of allotment for issue details

#### Notes:

1. A discount of ₹ 90 per equity share had been offered to eligible employees.
2. A discount of ₹ 68 per equity share had been offered to eligible employees.
3. Opening price information as disclosed on the website of NSE.
4. Change in closing price over the issue/offer price as disclosed on NSE.
5. Change in closing price over the closing price as on the listing date for benchmark index viz. NIFTY 50.
6. In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
7. 30<sup>th</sup> calendar day has been taken as listing date plus 29 calendar days; 90<sup>th</sup> calendar day has been taken as listing date plus 89 calendar days; 180<sup>th</sup> calendar day has been taken as listing date plus 179 calendar days.
8. Restricted to last 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 JM Financial Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount - 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 180 <sup>th</sup> calendar days from listing		
			Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%
2018-19*	3	52,445.00	-	-	1	-	-	1	-	-	-	-	-	-
2017-18	10	251,600.44	-	-	4	-	3	3	-	1	3	-	1	2
2016-17	7	137,049.21	-	-	2	1	1	3	-	-	1	2	2	2

\*The information is as on the date of this Draft Red Herring Prospectus

**Axis Capital Limited**

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Axis Capital Limited.*

Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1. HDFC Asset Management Company Limited	28,003.31	1,100	06-Aug-18	1,726.25	-	-	-
2. Sandhar Technologies Limited	5,124.80	332.00	02-Apr-18	346.10	+19.59%, [+4.96%]	+15.41%, [+4.36%]	-
3. Hindustan Aeronautics Limited	41,131.33	1,215.00 <sup>1</sup>	28-Mar-18	1,152.00	-6.96%, [4.98%]	-25.84%, [+6.41%]	-
4. Bandhan Bank Limited	44,730.19	375.00	27-Mar-18	499.00	+31.81%, [3.79%]	+42.53%, [+5.68%]	-
5. Aster DM Healthcare Limited	9801.00	190.00	26-Feb-18	183.00	-13.66%, [-3.77%]	-5.39%, [+1.00%]	-
6. Khadim India Limited	5,430.57	750.00	14-Nov-17	730.00	-10.40%, [+0.06%]	-6.47%, [+3.47%]	+10.21%, [+6.09%]
7. The New India Assurance Company Limited	18,933.96	800 <sup>5</sup>	13-Nov-17	750.00	-27.91%, [+0.15%]	-7.81%, [+3.08%]	-13.06%, [+5.69%]
8. Mahindra Logistics Limited	8,288.84	429 <sup>^</sup>	10-Nov-17	429.00	+2.49%, [0.00%]	+9.48%, [+1.50%]	+21.00%, [+3.84%]
9. Reliance Nippon Life Asset Management Limited	15,422.40	252	06-Nov-17	295.90	+3.61%[-3.19%]	+8.12%, [+2.05%]	-4.21, [+1.59%]
10. General Insurance Corporation of India	111,758.43	912 <sup>@</sup>	25-Oct-17	850.00	-12.92%, [+0.52%]	-13.95%, [+6.52%]	-22.02%, [2.81%]

Source: www.nseindia.com

<sup>1</sup>Offer Price was ₹ 632.00 per equity share to Eligible Employees

<sup>@</sup>Offer Price was ₹ 855.00 per equity share to Retail Individual Bidders and Eligible Employees

<sup>^</sup>Offer Price was ₹ 387.00 per equity share to Eligible Employees

<sup>5</sup>Offer Price was ₹ 770.00 per equity share to Retail Individual Bidders and Eligible Employees

<sup>!</sup>Offer Price was ₹ 1,190.00 per equity share to Retail Individual Bidders and Eligible Employees

Notes:

a. Issue Size derived from Prospectus/final post issue reports, as available.

b. The CNX NIFTY is considered as the Benchmark Index.

c. Price on NSE is considered for all of the above calculations.

d. In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.

e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

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 Axis Capital Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount - 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 180 <sup>th</sup> calendar days from listing		
			Over 50%	Betw een 25- 50%	Less than 25%	Over 50%	Betw een 25- 50%	Less than 25%	Over 50%	Betw een 25- 50%	Less than 25%	Over 50%	Betw een 25- 50%	Less than 25%
2018-2019*	2	33,128.11	-	-	-	-	-	1	-	-	-	-	-	-
2017-2018	18	415,433.38	-	1	9	1	3	5	-	2	5	3	2	1
2016-2017	10	111,377.80	-	-	1	4	2	3	-	-	-	7	1	2

\*The information is as on the date of the document

The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

**Citigroup Global Markets India Private Limited**

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Citi.*

Sr. No.	Issue Name	Issue size (in ₹ million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing
1.	HDFC Asset Management Company Limited	28,003.3	1,100	August 6, 2018	1,726.25	NA	NA	NA
2.	TCNS Clothing Co. Limited	11,251.2	716.00	July 30, 2018	716.00	NA	NA	NA
3.	Varroc Engineering Limited	19,551.8	967.00	July 6, 2018	1,015.00	NA	NA	NA
4.	ICICI Securities Limited	35,148.5	520.00	April 4, 2018	435.00	(- )27.93% [+5.44%]	(- )38.63% [+5.64%]	NA
5.	General Insurance Corporation of India	112,568.3	912.00	October 25, 2017	850.00	(- )12.92% [+0.52%]	(- )13.95% [+6.52%]	(- )20.78% [+2.61%]
6.	SBI Life Insurance Company Limited	83,887.3	700.00	October 3, 2017	735.00	(- )7.56% [+5.89%]	(- )0.66% [+6.81%]	(- )3.11% [2.58%]
7.	AU Small Finance Bank Limited	19,125.1	358.00	July 10, 2017	530.00	+58.76% [+2.12%]	+71.80% [+2.14%]	+95.38% [+8.06%]
8.	Eris Lifesciences Limited	17,404.9	603.00	June 29, 2017	611.00	+0.87% [+5.37%]	(- )5.69% [+3.87%]	+27.19% [+10.40%]
9.	Tejas Networks Limited	7,766.9	257.00	June 27, 2017	257.00	+28.04% [+5.35%]	+23.27% [+4.76%]	+51.65% [+10.32%]
10.	India Grid Trust	22,499.6	100.00	June 6, 2017	99.70	(- )7.66% [+0.00%]	(- )3.50% [+3.50%]	(- )5.15% [+5.03%]

Source: www.nseindia.com

**Notes:**

1. Nifty is considered as the benchmark index.
2. In case 30th/90th/180th day is not a trading day, closing price on the NSE of a trading day immediately prior to the 30th/90th/180th day, is considered.
3. Since the listing date of ICICI Securities Limited was April 4, 2018, information relating to closing prices and benchmark index as on 180th calendar day from listing date is not available.
4. Since the listing date of Varroc Engineering Limited was July 6, 2018, information relating to closing prices and benchmark index as on 30th/90th/180th calendar day from listing date is not available.
5. Since the listing date of TCNS Clothing Co. Limited was July 30, 2018, information relating to closing prices and benchmark index as

on 30th / 90th / 180th calendar day from listing date is not available.

*Summary statement of price information of past issues handled by Citi*

Fiscal Year	Total No. of IPOs	Total Funds Raised (in Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19	4	93,952.6	-	1	-	-	-	-	-	-	-	-	-	
2017-18	6	263,252.1	-	-	3	1	1	1	-	-	3	2	1	
2016-17	5	59,804.8	-	-	1	-	1	3	-	-	1	3	1	

**Notes:**

1. Since the listing date of ICICI Securities Limited was April 4, 2018, information relating to closing prices and benchmark index as on 180th calendar day from listing date is not available.
2. Since the listing date of Varroc Engineering Limited was July 6, 2018, information relating to closing prices and benchmark index as on 30th / 180th calendar day from listing date is not available.
3. Since the listing date of TCNS Clothing Co. Limited was July 30, 2018, information relating to closing prices and benchmark index as on 30th / 90th / 180th calendar day from listing date is not available.

**Nomura Financial Advisory and Securities (India) Private Limited**

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Nomura.

S. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
1	HDFC Asset Management Company Limited	28,003.31	1,100	August 6, 2018	1,726.25	Not applicable	Not applicable	Not applicable
2	Indostar Capital Finance Limited	18,440.00	572	May 21, 2018	600	-0.96% [+1.84%]	Not applicable	Not applicable
3	Future Supply Chain Solutions Limited	6,496.95	664	December 18, 2017	664	+3.50% [+3.00%]	+6.27% [-2.83%]	-5.20% [+4.13%]
4	HDFC Standard Life Insurance Company Limited	86,950.07	290	November 17, 2017	310	+30.16% [+1.02%]	+48.93% [+2.11%]	+74.66% [+5.04%]
5	The New India Assurance Company Limited <sup>1</sup>	95,858.23	800	November 13, 2017	750	-27.91% [+0.15%]	-7.81% [+3.08%]	-13.06% [+5.69%]
6	Reliance Nippon Life Asset Management Limited	15,422.40	252	November 6, 2017	295.9	+3.61% [-3.19%]	+8.12% [+2.05%]	-4.21% [+1.59%]
7	Central Depository Services (India) Limited	5,239.91	149	June 30, 2017	250	+127.92% [+5.84%]	+128.86% [+2.26%]	+146.71% [+10.61%]
8	Tejas Networks Limited	7,766.88	257	June 27, 2017	257	+28.04% [+5.35%]	+17.82% [+3.80%]	+51.36% [+10.73%]
9	Housing and Urban Development Corporation Limited <sup>2</sup>	12,097.77	60	May 19, 2017	73	+13.17% [+2.44%]	+34.67% [+4.98%]	+35.67% [+8.05%]

S. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
10	BSE Limited	12,434.32	806	February 3, 2017	1,085	+17.52%, [+2.55%]	+24.41%, [+6.53%]	+34.43% [+15.72%]

Source: [www.nseindia.com](http://www.nseindia.com)

- Price for retail individual investors and Eligible Employees bidding in the Employee Reservation Portion was INR770.00 per equity share
- Price for retail individual bidders bidding in the retail portion and to eligible employees was INR58.00 per equity share

Notes:

- The CNX NIFTY has been considered as the Benchmark Index.
- Price on NSE is considered for all of the above calculations.
- In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.
- Not applicable – Period not completed

## 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 Nomura

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount - 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 180 <sup>th</sup> calendar days from listing		
			Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%
2018-19*	2	46,443.31	-	-	1	-	-	-	-	-	-	-	-	-
2017-18	7	229,832.21	-	1	-	1	2	3	-	-	3	3	1	-
2016-17	1	12,434.32	-	-	-	-	-	1	-	-	-	-	1	-

\*As on the date of this Draft Red Herring Prospectus

## Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified under circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the websites of the BRLMs mentioned below.

BRLMs	Website
JM Financial Limited	<a href="http://www.jmfl.com">www.jmfl.com</a>
Axis Capital Limited	<a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a>
Citigroup Global Markets India Private Limited	<a href="http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm">www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm</a>
Nomura Financial Advisory and Securities (India) Private Limited	<a href="http://www.nomuraholdings.com/company/group/asia/india/index.html">www.nomuraholdings.com/company/group/asia/india/index.html</a>

## Caution – Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, [www.askinvestments.com](http://www.askinvestments.com), or any website of any of the members of our Promoter Group, Group Companies, Subsidiaries or any affiliate or associates of our Company or the Selling Shareholders, would be doing so at his or her own risk. Each Selling Shareholders, their respective directors, affiliates, associates and officers accept no responsibility for any statements made or undertakings provided other than those statements specifically confirmed by such Selling Shareholder, and only to that extent that it specifically pertains to such Selling Shareholder and/or to the Offered Shares.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement entered into among the BRLMs, the Selling Shareholders and our Company and the Underwriting Agreement to be entered into among the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders and the BRLMs to the Bidders and public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Neither our Company, the Selling Shareholders, nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise.

The BRLMs and their respective associates may engage in transactions with, and perform services for our Company, each Selling Shareholder and their respective affiliates or associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or each Selling Shareholder or their respective affiliates or associates for which they have received, and may in future receive agreed compensation.

Bidders that bid in the Offer will be required to confirm, and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

#### **Disclaimer in respect of Jurisdiction**

This Offer is being made in India to persons resident in India (including Indian nationals resident in India, Hindu Undivided Families (“HUFs”), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), Systemically Important Non-Banking Financial Companies or trusts under the applicable trust laws, and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, 2013, state industrial development corporations, permitted insurance companies registered with IRDAI, insurance funds, provident funds, national investment funds, venture capital funds and, insurance funds set up and managed by the army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, Government of India and pension funds and, to permitted non-residents including Eligible NRIs, Alternative Investment Funds (“AIFs”), Foreign Portfolio Investors registered with SEBI (“FPIs”) and QIBs, provided they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, 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 this Offer will be subject to the jurisdiction of appropriate court(s) at Mumbai, India only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or 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 Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), and may not be offered or sold within the United States except pursuant to an exemption from or in a transaction not subject to the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being offered and sold in the United States in reliance on an exemption from the registration requirements of Section 5 of the U.S. Securities Act only to persons who are: (i) qualified institutional buyers (“U.S. QIBs”) as defined in Rule 144A under the U.S. Securities Act (for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as**

“QIBs”); and (ii) qualified purchasers (“QPs”) as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “U.S. Investment Company Act”); (persons who are both a QIB and a QP are referred to as “Entitled QPs”). The Equity Shares are being offered and sold outside the United States to non-U.S. Persons (or to persons who are both U.S. Persons (as defined in Regulation S) and Entitled QPs) in reliance on Regulation S under the U.S. Securities Act (“Regulation S”). The Equity Shares are not transferable except in accordance with the restrictions described under “*Other Regulatory and Statutory Disclosures—Eligibility for the Offer*” beginning on page 499 of this Draft Red Herring Prospectus. Purchasers in the United States or who are U.S. Persons will be required to represent, warrant, agree, undertake and acknowledge to representations, warranties, agreements, undertakings and acknowledgements contained in the section “*Other Regulatory and Statutory Disclosures—Eligibility for the Offer—Equity Shares Offered and Sold within the United States or to U.S. Persons*” beginning on page 510 of this Draft Red Herring Prospectus. Each purchaser is hereby notified that sellers of Equity Shares may be relying on an exemption from the provisions of Section 5 of the U.S. Securities Act.

**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.**

Until the expiry of 40 days after the date of commencement of the Offer, an offer or sale of the Equity Shares within the United States by a dealer (whether or not participating in the Offer) may violate the registration requirements of the U.S. Securities Act.

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved.

Our Company has not been and will not be registered under the U.S. Investment Company Act and investors will not be entitled to the benefits of the U.S. Investment Company Act. Our Company is relying on the exemption provided by Section 3(c)(7) of the U.S. Investment Company Act, and as a result the Equity Shares are being offered and sold in the United States and to U.S. Persons only to persons who are Entitled QPs.

Our Company may be a “covered fund” for purposes of the “Volcker Rule” contained in the Dodd-Frank Act (Section 619: Prohibitions on Proprietary Trading and Certain Relationships with Hedge Funds and Private Equity Funds). Accordingly, entities that may be “covered banking entities” for the purposes of the Volcker Rule may be restricted from holding the Company’s securities and should take specific advice before making an investment in the Company.

### ***Eligible Investors***

The Equity Shares are being offered and sold:

- i. in the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act), in each case only to persons that are Entitled QPs, in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Section 3(c)(7) under the U.S. Investment Company Act; and
- ii. outside the United States to investors that are not U.S. Persons (as defined in Regulation S under the U.S. Securities Act), nor persons acquiring for the account or benefit of U.S. Persons, in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur;

and in each case who are deemed to have made the representations set forth below.

### ***Equity Shares Offered and Sold within the United States or to U.S. Persons***

Each purchaser that is a U.S. Person or acquiring the Equity Shares issued pursuant to this Offer within the United States or for the account or benefit of U.S. Persons, by a declaration included in the Bid-cum Application Form and its acceptance of this Draft Red Herring Prospectus and of the Equity Shares, will be deemed to have represented, warranted, agreed, undertaken and acknowledged, on behalf of itself and each person for which it is

acting, to the Company and the Managers that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. it is an institution that, in the normal course of business, invests in or purchases securities similar to the Equity Shares and it, and any accounts for which it is acting, (a) are a highly sophisticated investor that have sufficient knowledge and experience in financial, business and investment matters to be capable of evaluating the merits and risks of our investments in the Equity Shares, and (b) are able to bear the economic risk, and sustain a complete loss, of such investment in the Equity Shares. It acknowledges that investment in the Equity Shares involves a certain degree of risk and that the Equity Shares could, therefore, be a speculative investment;
2. if it is acquiring the Equity Shares as a fiduciary or agent for one or more investor accounts,
  - a) each such account is an Entitled QP;
  - b) it has sole investment discretion with respect to each account, and
  - c) it has full power and authority to make the representations, warranties, agreements, undertakings and acknowledgements contained in this section on behalf of each such account;
3. it is not a broker-dealer which owns and invests on a discretionary basis less than US\$25 million in securities of unaffiliated issuers;
4. it was not formed for the purpose of investing in the Company;
5. it is (i) an Entitled QP, (ii) acquiring the Equity Shares for investment purposes, and not with a view to distribution of the Equity Shares, and (iii) aware, and each beneficial owner of the Equity Shares has been advised, that the sale of the Equity Shares to it is being made in a transaction exempt from the provisions of Section 5 of the U.S. Securities Act;
6. it is not a participant-directed employee plan, such as a plan described in sub-sections (a)(1)(i)(D), (E) or (F) of Rule 144A;
7. it is not managed as a device for facilitating individual investment decisions of beneficial owners, but rather is managed as a collective investment vehicle;
8. it, and each account for which it is acting, has applied for the Equity Shares in an amount of at least US\$250,000 or its equivalent in another currency;
9. if it, or any person for which it is acting, is an investment company excepted from the U.S Investment Company Act pursuant to section 3(c)(1) or section 3(c)(7) thereof (or a foreign investment company under Section 7(d) thereof relying on section 3(c)(1) or 3(c)(7) with respect to its holders that are U.S. persons) and was formed on or before April 30, 1996, it has received the consent of its beneficial owners who acquired their interests on or before April 30, 1996, with respect to its treatment as an Entitled QP in the manner required by Section 2(a)(51)(C) of the U.S. Investment Company Act and the rules promulgated thereunder;
10. it, and each person for which it is acting, is not a partnership, common trust fund, or corporation, special trust, pension fund or retirement plan, or other entity, in which the partners, beneficiaries, beneficial owners, participants, shareholders or other equity owners, as the case may be, may designate the particular investments to be made, or the allocation thereof unless all such partners, beneficiaries, beneficial owners, participants, shareholders or other equity owners are Entitled QPs;
11. it, and each person for which it is acting, has not invested and will not invest more than 40.0% of its assets in the Equity Shares (or beneficial interests therein) and/or other securities of the Company after giving effect to the purchase of the Equity Shares (or beneficial interests therein) (unless all of the beneficial owners of such entity's securities are Entitled QPs);
12. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for re-sales of any Equity Shares;

13. it is not taking up the Equity Shares as a result of (i) any general solicitation or general advertising (as those terms are defined in Regulation D under the U.S. Securities Act) or any directed selling efforts (as that term is defined in Regulation S under the U.S. Securities Act); (ii) any statement or information found on any website of the Company or any of its affiliates, or of the BSE or NSE; and (iii) any statement or information found in any announcement, press release or press-related materials released by the Company, any of its affiliates or any person acting on its or their behalf;
14. neither it, nor any of its affiliates, nor any person acting on its or their behalf, has relied nor will rely upon any statement or information described in sub-paragraphs 13(ii) and 13(iii) above and that it waives, and will procure that each of its affiliates and each person acting on its or their behalf will waive, all claims with respect to any inaccuracy or omission in any such statement or information. It became aware of the offering of the Equity Shares by the Company and the Equity Shares were offered to it solely by means of the offering memorandum dated [●], relating to the Equity Shares (the “Offering Memorandum”), and it did not become aware of, nor were the Equity Shares offered to it by any other means, including in each case as described in sub-paragraphs 13(ii) and 13(iii), and in making the decision to purchase or subscribe to the Equity Shares, it relied solely on the information set forth in the Offering Memorandum;
15. neither it, nor any of its affiliates, nor any person acting on its or their behalf, will make any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares or any “general solicitation” or “general advertising” (as defined in Regulation D under the U.S. Securities Act) in the United States in connection with any offer or sale of the Equity Shares;
16. (i) the Equity Shares are being offered and sold in the United States only in a transaction not involving any public offering within the meaning of the U.S. Securities Act and that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, (ii) the Company has not been and will not be registered under the U.S. Investment Company Act and related rules and (iii) that the Company has elected to impose the transfer and offering restrictions with respect to persons in the United States and U.S. Persons described herein so that the Company will qualify for the exemption provided under Section 3(c)(7) of the U.S. Investment Company Act and will have no obligation to register as an investment company under the U.S. Investment Company Act. The purchaser, and each person for which it is acting, also understands and agrees that the Company and the BRLMs shall have the right to request and receive such additional documents, certifications, representations and undertakings, from time to time, as they may deem necessary in order to comply with applicable legal requirements;
17. the Equity Shares may not be offered, sold, pledged, or otherwise transferred except (i) in an offshore transaction executed in, on or through the facilities of the BSE or NSE where neither the seller nor any person acting on its behalf knows by pre-arrangement or otherwise that the buyer is in the United States or a U.S. Person, (ii) to any person the seller and any person acting on its behalf knows to be outside the U.S. and a non-U.S. Person, or (iii) to the Company or a subsidiary thereof;
18. the Equity Shares may not be deposited into any unrestricted depositary receipt facility in respect of the Equity Shares established or maintained by a depositary bank;
19. it will not effect any sale, pledge or other transfer of the Equity Shares unless it first executes a US Resale Letter in the form of Annexure A to this Draft Red Herring Prospectus and delivers such letter to the Company prior to the settlement of any such sale, pledge or other transfer of the Equity Shares. It understands that the transfer restrictions will remain in effect until the Company determines, in its sole discretion, to remove them;
20. the Equity Shares (to the extent they are in certificated form), unless otherwise determined by the Company in accordance with applicable law, will bear a legend substantially to the following effect:

**THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND THE COMPANY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE “U.S. INVESTMENT**

COMPANY ACT”). THE SECURITIES REPRESENTED HEREBY HAVE BEEN INITIALLY PLACED PURSUANT TO EXEMPTIONS FROM THE SECURITIES ACT AND THE INVESTMENT COMPANY ACT. THE SECURITIES REPRESENTED HEREBY MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN AN OFFSHORE TRANSACTION EXECUTED IN, ON OR THROUGH THE FACILITIES OF THE BSE OR THE NSE WHERE NEITHER THE SELLER NOR ANY PERSON ACTING ON ITS BEHALF KNOWS BY PRE-ARRANGEMENT OR OTHERWISE THAT THE BUYER IS IN THE UNITED STATES OR A U.S. PERSON, (2) TO ANY PERSON THE SELLER AND ANY PERSON ACTING ON ITS BEHALF KNOWS TO BE OUTSIDE THE U.S. AND A NON-U.S. PERSON OR (3) TO THE COMPANY OR A SUBSIDIARY THEREOF. THE SECURITIES REPRESENTED HEREBY MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE COMPANY’S SECURITIES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK. EACH HOLDER, BY ITS ACCEPTANCE OF SECURITIES, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.

THE COMPANY AND ITS AGENTS WILL NOT BE REQUIRED TO ACCEPT FOR REGISTRATION OF TRANSFER ANY SECURITIES MADE OTHER THAN IN COMPLIANCE WITH THESE RESTRICTIONS. THE COMPANY MAY REQUIRE ANY PERSON THAT HOLDS, DIRECTLY OR INDIRECTLY, ANY EQUITY SHARES (1) WHOSE OWNERSHIP OF EQUITY SHARES MAY CAUSE THE COMPANY TO BE REQUIRED TO HAVE THE COMPANY COMPLY WITH ANY REGISTRATION OR FILING REQUIREMENTS IN ANY JURISDICTION, WITH WHICH IT WOULD NOT OTHERWISE BE REQUIRED TO COMPLY, (2) WHOSE OWNERSHIP OF EQUITY SHARES MAY CAUSE THE COMPANY TO BE REQUIRED TO REGISTER AS AN “INVESTMENT COMPANY” UNDER THE U.S. INVESTMENT COMPANY ACT, OR (3) WHO IS A U.S. PERSON (AS DEFINED IN REGULATION S UNDER THE U.S. SECURITIES ACT) BUT WHO IS NOT A QUALIFIED PURCHASER (AS DEFINED IN SECTION 2(A)(51) OF THE U.S. INVESTMENT COMPANY ACT), TO TRANSFER ALL OR A SPECIFIED PORTION OR THE SECURITIES OR ANY SUCH BENEFICIAL INTEREST IMMEDIATELY IN A MANNER CONSISTENT WITH THESE RESTRICTIONS, AND IF THE OBLIGATION TO TRANSFER IS NOT MET, THE COMPANY AND ITS AGENTS ARE IRREVOCABLY AUTHORIZED, WITHOUT ANY OBLIGATION, TO TRANSFER THE SECURITIES IN A MANNER CONSISTENT WITH THESE RESTRICTIONS AND, IF SUCH SECURITIES ARE SOLD, THE COMPANY SHALL BE OBLIGED TO DISTRIBUTE THE NET PROCEEDS TO THE ENTITLED PARTY.

EACH TRANSFEROR OF THIS SECURITY AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE COMPANY’S PROSPECTUS DATED [●] TO THE TRANSFEREE AND TO ANY EXECUTING BROKER.

21. (i) it fully understands the limitations on ownership and transfer and the restrictions on sales of the Equity Shares described herein, and (ii) if, in the future, it offers, resells, pledges or otherwise transfers such Equity Shares, it shall notify such subsequent transferee or the executing broker, as applicable, of the restrictions set out above;
22. it will not act as a swap counterparty or other type of intermediary whereby any other party will acquire an economic interest or beneficial interest in the Equity Shares acquired or reoffer, resell, pledge or otherwise transfer the Equity Shares or any beneficial interest therein, to any person except to a person that meets all of the requirements above and who agrees not to subsequently transfer the Equity Shares or any beneficial interest therein except in accordance with these transfer restrictions;
23. (i) the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; (ii) any acquisition of a beneficial interest in the Equity Shares by any U.S. Person or any person within the United States who is required under these restrictions to be an Entitled QP but is not an Entitled QP at the time it acquires a beneficial interest in the Equity Shares, shall be null and void ab initio and will not be honored by the Company and in no event will the Company, its directors, officers, employees or agents, including any broker or dealer, have any liability whatsoever to the purchaser by reason of any act or failure to act by any person authorized by the Company in connection with the foregoing;

24. our Company may be considered a “covered fund” for purposes of the Volcker Rule. Each purchaser must make its own determination as to whether it is a banking entity subject to the Volcker Rule and, if applicable, the potential impact of the Volcker Rule on its ability to purchase or retain our Equity Shares;
25. it has made and will make its own independent investigation and appraisal of the business, results, financial condition, prospectus, creditworthiness, status and affairs of the Company and it has made and will make its own investment decision with respect to the Equity Shares;
26. the Company, the BRLMs and their affiliates and others will rely on the truth and accuracy of the foregoing representations, warranties, agreements, undertakings and acknowledgments, including as a basis for exemption of the offer and sale of the Equity Shares under the U.S. Securities Act, the U.S. Investment Company Act, the securities laws of applicable states of the United States, and for other purposes;
27. its purchase of the Equity Shares is subject to and based upon all the terms, conditions, representations, warranties, agreements, undertakings and acknowledgements and other information contained in this Draft Red Herring Prospectus; and
28. it irrevocably authorizes the Company, its affiliates, the BRLMs and their respective affiliates and any person acting on their behalf to produce the Bid cum Application Form or a copy thereof to any interested party in any administrative or legal proceedings, dispute or official inquiry with respect to the matters covered hereby.

***Equity Shares Offered and Sold outside the United States to non-U.S. Persons***

Each non-U.S. Person who purchases the Equity Shares in the Offer outside the United States by a declaration included in the Bid cum Application Form and its acceptance of this Draft Red Herring Prospectus and of the Equity Shares, will be deemed to have represented, warranted, agreed, undertaken and acknowledged, on behalf of itself and each person for which it is acting, to the Company and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. it (a) is not, and is not acquiring the Equity Shares for the account or benefit of, a U.S. person, (b) is located outside the United States (within the meaning of Regulation S), and (c) is not an affiliate of the Company or otherwise acting on its or their behalf;
2. it and the person, if any, for whose account or benefit it is acquiring the Equity Shares issued pursuant to this Offer, is a non-U.S. Person and was located outside the United States at each time (i) the offer was made to it and (ii) when the buy order for such Equity Shares was originated, and continues to be a non-U.S. Person and located outside the United States and has not purchased such Equity Shares for the account or benefit of any U.S. Person or any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any U.S. Person or any person in the United States;
3. it is acquiring Equity Shares in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;
4. it is not taking up the Equity Shares as a result of any general solicitation or general advertising (as those terms are defined in Regulation D under the U.S. Securities Act) or any directed selling efforts (as that term is defined in Regulation S under the U.S. Securities Act);
5. neither it, nor any of its affiliates, nor any person acting on its or their behalf, will make any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares or any “general solicitation” or “general advertising” (as defined in Regulation D under the U.S. Securities Act) in the United States in connection with any offer or sale of the Equity Shares;
6. (i) the Equity Shares are being offered and sold in the United States only in a transaction not involving any public offering within the meaning of the U.S. Securities Act and that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, (ii) the Company has not been and will not be registered under the U.S. Investment Company Act and related rules and (iii) that the Company has

elected to impose the transfer and offering restrictions with respect to persons in the United States and U.S. Persons described herein so that the Company will qualify for the exemption provided under Section 3(c)(7) of the U.S. Investment Company Act and will have no obligation to register as an investment company under the U.S. Investment Company Act. The purchaser, and each person for which it is acting, also understands and agrees that the Company and the BRLMs shall have the right to request and receive such additional documents, certifications, representations and undertakings, from time to time, as they may deem necessary in order to comply with applicable legal requirements;

7. the Equity Shares may not be offered, sold, pledged, or otherwise transferred except (i) in an offshore transaction executed in, on or through the facilities of the BSE or NSE where neither the seller nor any person acting on its behalf knows by pre-arrangement or otherwise that the buyer is in the United States or a U.S. Person, (ii) to any person the seller and any person acting on its behalf knows to be outside the U.S. and a non-U.S. Person, or (iii) to the Company or a subsidiary thereof;
8. the Equity Shares (to the extent they are in certificated form), unless otherwise determined by the Company in accordance with applicable law, will bear a legend substantially to the following effect:

**THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT"), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND THE COMPANY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE "U.S. INVESTMENT COMPANY ACT"). THE SECURITIES REPRESENTED HEREBY HAVE BEEN INITIALLY PLACED PURSUANT TO EXEMPTIONS FROM THE SECURITIES ACT AND THE INVESTMENT COMPANY ACT. THE SECURITIES REPRESENTED HEREBY MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN AN OFFSHORE TRANSACTION EXECUTED IN, ON OR THROUGH THE FACILITIES OF THE BSE OR THE NSE WHERE NEITHER THE SELLER NOR ANY PERSON ACTING ON ITS BEHALF KNOWS BY PRE-ARRANGEMENT OR OTHERWISE THAT THE BUYER IS IN THE UNITED STATES OR A U.S. PERSON, (2) TO ANY PERSON THE SELLER AND ANY PERSON ACTING ON ITS BEHALF KNOWS TO BE OUTSIDE THE U.S. AND A NON-U.S. PERSON OR (3) TO THE COMPANY OR A SUBSIDIARY THEREOF. THE SECURITIES REPRESENTED HEREBY MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE COMPANY'S SECURITIES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK. EACH HOLDER, BY ITS ACCEPTANCE OF SECURITIES, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.**

**EACH TRANSFEROR OF THIS SECURITY AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE COMPANY'S PROSPECTUS DATED [•] TO THE TRANSFEREE AND TO ANY EXECUTING BROKER.**

**THE COMPANY AND ITS AGENTS WILL NOT BE REQUIRED TO ACCEPT FOR REGISTRATION OF TRANSFER ANY SECURITIES MADE OTHER THAN IN COMPLIANCE WITH THESE RESTRICTIONS. THE COMPANY MAY REQUIRE ANY PERSON THAT HOLDS, DIRECTLY OR INDIRECTLY, ANY EQUITY SHARES (1) WHOSE OWNERSHIP OF EQUITY SHARES MAY CAUSE THE COMPANY TO BE REQUIRED TO HAVE THE COMPANY COMPLY WITH ANY REGISTRATION OR FILING REQUIREMENTS IN ANY JURISDICTION, WITH WHICH IT WOULD NOT OTHERWISE BE REQUIRED TO COMPLY, (2) WHOSE OWNERSHIP OF EQUITY SHARES MAY CAUSE THE COMPANY TO BE REQUIRED TO REGISTER AS AN "INVESTMENT COMPANY" UNDER THE U.S. INVESTMENT COMPANY ACT, OR (3) WHO IS A U.S. PERSON (AS DEFINED IN REGULATION S UNDER THE U.S. SECURITIES ACT) BUT WHO IS NOT A QUALIFIED PURCHASER (AS DEFINED IN SECTION 2(A)(51) OF THE U.S. INVESTMENT COMPANY ACT), TO TRANSFER ALL OR A SPECIFIED PORTION OR THE SECURITIES OR ANY SUCH BENEFICIAL INTEREST IMMEDIATELY IN A MANNER CONSISTENT WITH THESE RESTRICTIONS, AND IF THE OBLIGATION TO TRANSFER IS NOT MET, THE COMPANY AND ITS AGENTS ARE IRREVOCABLY AUTHORIZED, WITHOUT ANY OBLIGATION, TO TRANSFER THE SECURITIES IN A MANNER CONSISTENT WITH**

**THESE RESTRICTIONS AND, IF SUCH SECURITIES ARE SOLD, THE COMPANY SHALL BE OBLIGED TO DISTRIBUTE THE NET PROCEEDS TO THE ENTITLED PARTY.**

9. (i) the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; (ii) any acquisition of a beneficial interest in the Equity Shares by any U.S. Person or any person within the United States who is required under these restrictions to be an Entitled QP but is not an Entitled QP at the time it acquires a beneficial interest in the Equity Shares, shall be null and void ab initio and will not be honored by the Company and in no event will the Company, its directors, officers, employees or agents, including any broker or dealer, have any liability whatsoever to the purchaser by reason of any act or failure to act by any person authorized by the Company in connection with the foregoing;
10. our Company may be considered a “covered fund” for purposes of the Volcker Rule. Accordingly, banking entities that are subject to the Volcker Rule may be prohibited under the Volcker Rule from, among other things, acquiring or retaining our Equity Shares, absent any applicable exclusion or exemption. Each purchaser must make its own determination as to whether it is a banking entity subject to the Volcker Rule and, if applicable, the potential impact of the Volcker Rule on its ability to purchase or retain our Equity Shares;
11. the Company, the BRLMs and their affiliates and others will rely on the truth and accuracy of the foregoing representations, warranties, agreements, undertakings and acknowledgments, including as a basis for exemption of the offer and sale of the Equity Shares under the U.S. Securities Act, the U.S. Investment Company Act, the securities laws of applicable states of the United States, and for other purposes;
12. its purchase of the Equity Shares is subject to and based upon all the terms, conditions, representations, warranties, agreements, undertakings and acknowledgements and other information contained in this Draft Red Herring Prospectus;
13. it irrevocably authorizes the Company, its affiliates, the Managers and their respective affiliates and any person acting on their behalf to produce the Bid Cum Application Form or a copy thereof to any interested party in any administrative or legal proceedings, dispute or official inquiry with respect to the matters covered hereby; and
14. if it is acquiring the Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make (and does make) the foregoing representations, warranties, arrangements, undertakings and acknowledgments on behalf of each such account.

**Disclaimer Clause of BSE**

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. The disclaimer clause as intimated by BSE to us shall be included in the Red Herring Prospectus prior to filing with the RoC.

**Disclaimer Clause of NSE**

As required, a copy of this Draft Red Herring Prospectus shall be submitted to NSE. The disclaimer clause as intimated by NSE to us shall be included in the Red Herring Prospectus prior to filing with the RoC.

**Filing**

A copy of this Draft Red Herring Prospectus has been filed with the SEBI at Corporation Finance Department, SEBI Bhavan, Plot No. C4 A, G Block, 3rd Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.

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

*The Registrar of Companies, Maharashtra at Mumbai*  
100 Everest

Marine Drive  
Mumbai 400 002  
Maharashtra, India

### **Listing**

Applications will be made to the Stock Exchanges for obtaining permissions for listing and trading of the Equity Shares being offered and sold in the Offer and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalised for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is 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. 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 six Working Days of the Bid/Offer Closing Date or such other time prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI. For the avoidance of doubt, subject to applicable law, the Selling Shareholders shall not be responsible to pay interest or expenses for any delay, except to the extent such delay has been caused solely and directly attributable to an act or omission of such Selling Shareholder and to the extent of their respective portion of the Offered Shares.

The Selling Shareholders, severally and not jointly, undertake to provide such reasonable support and extend reasonable cooperation as may be requested by our Company, to the extent applicable, and to the extent such support and cooperation is required from such party to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within six Working Days from the Bid/Offer Closing Date or such other time prescribed by SEBI.

### **Impersonation**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013, which is reproduced below:

*“Any person who –*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under section 447.”*

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

### **Consents**

Consents in writing of (a) each Selling Shareholder, our Directors, the Chief Financial Officer, the Company Secretary and compliance officer of our Company, the Auditors, the legal counsels, the Bankers to our Company, lenders (where such consent is required), industry sources, customers/ other third parties (where names of such customers/third parties have been disclosed) , the BRLMs and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Monitoring Agency, Bankers to the Offer/Anchor Escrow Bank and Refund Bank to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act 2013. Further, such consents have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

## **Expert Opinion**

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

The Restated Ind AS Standalone financial information of our Company and the Restated Ind AS Consolidated financial information of the Group as at March 31, 2018, March 31, 2017 and March 31, 2016 and for each of the years during the three years period ended March 31, 2018, the Restated Previous GAAP Standalone financial information of our Company and the Restated Previous GAAP Consolidated financial information of the Group as at March 31, 2015, and March 31, 2014 and for each of the years during the two years period ended March 31, 2015 and the statement of tax benefits, each dated August 6, 2018, have been included herein in reliance upon the reports of B S R & Co. LLP, an independent registered Chartered Accountants firm, appearing elsewhere herein, and upon the authority of said firm as an “experts” as defined under Section 2 (38) read with Section 26(5) of the Companies Act 2013 to the extent and in their capacity as the statutory auditor of our Company. Our Company has received written consent from our Auditors, M/s. B S R & Co. LLP, Chartered Accountants and consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## **Offer related Expenses**

For details of Offer related expenses, see “*Objects of the Offer - Offer related Expenses*” on page 112.

The fees and expenses relating to the Offer shall be shared in the proportion mutually agreed between our Company and the Selling Shareholders in accordance with applicable law. However, for ease of operations, expenses of each Selling Shareholder may, at the outset, be borne by our Company on behalf of such Selling Shareholder, and each Selling Shareholder agrees that it will reimburse, severally and not jointly, our Company of all such expenses. Further, all expenses incurred by our Company on behalf of each Selling Shareholder, in relation to appointment of any intermediary, shall be pre-authorized by such Selling Shareholder and shall be reimbursed by such Selling Shareholder, upon successful completion of the Offer, in the proportion mutually agreed between our Company and such Selling Shareholder, as per applicable law. In the event that the Offer is withdrawn or not completed for any reason whatsoever, all Offer related costs and expenses will be borne by our Company.

## **Fees, brokerage and selling commission**

The total fees payable to BRLMs and Syndicate Members (including underwriting and selling commissions), and reimbursement of their out of pocket expenses, will be as stated in the engagement letter dated August 6, 2018 and the Syndicate Agreement to be executed among our Company, the Selling Shareholders and the members of the Syndicate. For details, see “*Objects of the Offer*” on page 110.

## **Fees payable to the Registrar to the Offer**

The fees payable to the Registrar to the Offer, including fees for processing of Bid cum Application Forms, data entry, printing of Allotment Advice, refund order, preparation of refund data on magnetic tape and printing of bulk mailing register, will be as per the Registrar Agreement, a copy of which shall be made available for inspection at our Registered Office, from 10.00 A.M. to 4.00 P.M. Adequate funds shall be provided to the Registrar to the Offer to enable it to send refund orders or Allotment Advice by registered post or speed post or ordinary post.

## **Particulars regarding public or rights issues during the last five years**

There have been no public issues or rights issues to the public undertaken by our Company during the five years immediately preceding the date of this Draft Red Herring Prospectus.

## **Commission payable to SCSBs, Registered Brokers, RTAs and CDPs**

For details of the commission payable to SCSBs, Registered Brokers, RTAs and CDPs, see “*Objects of the Offer - Offer related Expenses*” above on page 112.

## **Commission or brokerage on previous issues**

Since this is the initial public offering of the Equity Shares of our Company, 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, since the incorporation of our Company.

#### **Previous issues otherwise than for cash**

Except as disclosed in “*Capital Structure*” on page 88, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **Capital issues in the preceding three years**

Except as disclosed in “*Capital Structure*” on page 88, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus. Further, none of our Subsidiaries or Group Companies have made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

#### **Performance vis-à-vis objects**

Our Company has not undertaken any public issue or any rights issues in the 10 years immediately preceding the date of this Draft Red Herring Prospectus.

#### **Performance vis- à-vis objects: Last issue of Subsidiaries**

None of our Subsidiaries and Group Companies have made any public issues or rights issues in the 10 years immediately preceding the date of this Draft Red Herring Prospectus.

#### **Outstanding debentures, bonds or redeemable preference shares**

Our Company does not have any outstanding debentures, bonds or redeemable preference shares, as on the date of this Draft Red Herring Prospectus.

#### **Partly paid-up shares**

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares.

#### **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 minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

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

All grievances, other than 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 ASBA 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, date of ASBA 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 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 Investors Application Form number, Bidders’ DP ID, Client ID,

PAN, date of the Anchor Investors Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investors Application Form and the name and address of the BRLMs where the Anchor Investors Application Form was submitted by the Anchor Investor.

Our Company, BRLMs and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Syndicate Members, RTAs, Registered Brokers and CDPS, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

#### **Disposal of investor grievances by our Company**

We estimate that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall be within seven days of receipt of the complaint. Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mr. Lalatendu Acharya, our Company Secretary, as our Compliance Officer, in terms of the SEBI ICDR Regulations, and he may be contacted in case of any pre-Offer or post-Offer related grievances, at the address set forth hereunder.

#### **Mr. Lalatendu Acharya**

##### **ASK Investment Managers Limited**

Birla Aurora, 16 Level, Office Floor 9

Dr. Annie Besant Road, Worli

Mumbai 400 030

Maharashtra, India

**Telephone:** +91 22 6652 0000

**Facsimile:** +91 22 2432 5620

**E-mail:** cosec@askgroup.in

There are no listed companies under the same management as our Company within the meaning of erstwhile section 370 (1B) of the Companies Act 1956. Investor grievance mechanisms and investor complaints for the listed companies (whose equity shares are listed on stock exchanges) under the same management within the meaning of the erstwhile Section 370 (1B) of the Companies Act 1956.

The Selling Shareholders have authorised the compliance officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offered Shares.

Further, our Board has constituted the Stakeholders Relationship Committee comprising our Directors, Mr. Sameer Koticha and Mr. Sunil Rohokale, which is responsible for redressal of grievances of the security holders of our Company. For more information, see “*Management - Board committees - Stakeholders Relationship Committee*” on page 204.

#### **Disposal of investor grievances by listed Group Companies**

As on the date of this Draft Red Herring Prospectus, none of our Group Companies is listed on any stock exchange, and therefore there are no investor complaints pending against any of them.

#### **Changes in Auditors**

Except as described below, there has been no change in our Auditors for the last three years:

<b>Name of Auditor</b>	<b>Date of appointment</b>	<b>Date of Resignation/Completion of tenure</b>	<b>Reason for Change</b>
M/s B S R & Co. LLP Chartered Accountants	September 30, 2016	-	Appointed as the Statutory Auditors for a term of five years
M/s B S R & Co. LLP Chartered Accountants	December 21, 2015	September 30, 2016	Completion of term of casual vacancy
Deloitte Haskin & Sells, Chartered Accountants	September 30, 2014	November 28, 2015	Resignation

#### **Capitalization of Reserves or Profits**

Except as disclosed in “*Capital Structure*” in page 88, our Company has not capitalized its reserves or profits at any time since its incorporation.

**Revaluation of Assets**

Our Company has not revalued its assets at any time in the last five years.

## SECTION VII – OFFER RELATED INFORMATION

### TERMS OF THE OFFER

The Equity Shares offered and Allotted in the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the abridged prospectus and other terms and conditions as may be incorporated in the Confirmation of allocation notes (for Anchor Investors), Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and offer for sale and listing and trading of securities, issued from time to time, by the SEBI, Government of India, Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as maybe prescribed by SEBI, RBI and/or any regulatory authority while granting approval for the Offer.

#### Ranking of Equity Shares

The Equity Shares being offered and Allotted in the Offer will be subject to the provisions of the Companies Act, SEBI Listing Regulations, the Memorandum of Association and the Articles of Association and will rank *pari passu* with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see “*Dividend Policy*” and “*Main Provisions of our Articles of Association*” on pages 218 and 577, respectively.

#### Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the Government of India in this respect.

Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale) in this Offer, will be received by the Allottees. For more information, see “*Dividend Policy*” and “*Main Provisions of our Articles of Association*” on pages 218 and 577, respectively.

#### Face Value and Price Band

The face value of each Equity Share is ₹ 2. At any given point of time there will be only one denomination for the Equity Shares. The Floor Price of the Equity Shares is ₹ [●] and the Cap Price of the Equity Shares is ₹ [●]. The Anchor Investor Offer Price is [●].

The Price Band and the minimum Bid Lot will be decided by our Company and the Selling Shareholders in consultation with the BRLMs and published by our Company at least five Working Days prior to the Bid/Offer Opening Date, in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper and in [●] a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the respective websites of the Stock Exchanges.

#### Compliance with the SEBI Regulations

Our Company shall comply with all the disclosure and accounting norms as specified by SEBI from time to time.

#### Rights of the Equity Shareholder

Subject to applicable law and our Articles of Association, the Equity Shareholder will have the following rights:

- right to receive dividend, if declared;
- right to attend general meetings and exercise voting powers, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting;
- right to receive offers for rights shares and be allotted bonus shares, if announced;
- right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;

- right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- such other rights as may be available to a shareholder of a listed public company under the Companies Act, 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*” on page 577.

### **Market Lot and Trading Lot**

In terms of Section 29 of the Companies Act 2013, the Equity Shares will be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of our Equity Shares will only be in dematerialised form.

Since trading of our Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see “*Offer Procedure*” on page 530.

### **Joint Holders**

Where two or more persons are registered as the holders of any 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 or First Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder’s death during minority. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office, or with the RTA 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 Participant.

### **Bid/Offer Period**

<b>BID/OFFER OPENS ON*</b>	[●]
<b>BID/OFFER CLOSES ON**</b>	[●]

\* Our Company and the Selling Shareholders, in consultation with the BRLMs may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

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

**This timetable, other than Bid/Offer Opening and Closing Dates, is indicative in nature and does not constitute any obligation or liability on our Company, the Selling Shareholders or the members of the Syndicate. While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/Offer Closing Date or such other timeline prescribed by SEBI, the timetable may be subject to change for various reasons, including extension of Bid/Offer period by our Company and the Selling Shareholders due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, 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 in accordance with applicable law. Each Selling Shareholder confirms, severally and not jointly, that it shall extend reasonable cooperation required by our Company, to the extent applicable, and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date. Bids other than Bids from Anchor Investors for non-ASBA are liable to be rejected.**

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
<b>BID/OFFER CLOSING DATE</b>	On or about [●]
<b>FINALIZATION OF BASIS OF ALLOTMENT</b>	On or about [●]
<b>INITIATION OF REFUNDS FOR ANCHOR INVESTORS/UNBLOCKING OF FUNDS</b>	On or about [●]
<b>CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS</b>	On or about [●]
<b>COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGES</b>	On or about [●]

**Submission of Bids (other than Bids from Anchor Investors):**

<b>Bid/Offer Period (except the Bid/Offer Closing Date)</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
<b>Bid/Offer Closing Date</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

**On the Bid/Offer Closing Date, the Bids shall be uploaded until:**

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIIs and Eligible Employees.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIIs and Eligible Employees after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Except in relation to Anchor Investors, Bids and any revision in Bids will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Bid/Offer Period at the Bidding Centers, except that on the Bid/Offer Closing Date (which for QIBs is maybe a day prior to the Bid/Offer Closing Date for non-QIBs), Bids will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until (i) 4.00 p.m. (Indian Standard Time) by QIBs and Non-Institutional Investors; and (ii) 5.00 p.m. or such extended time as permitted by the Stock Exchanges (Indian Standard Time) in case of Bids by Retail Individual Investors and Eligible Employees. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors 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 reported by the BRLMs to the Stock Exchanges. Due to limitation of time available for uploading Bids on the Bid/Offer Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/Offer Closing Date. If a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public issues, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded on the electronic bidding

system will not be considered for allocation in the Offer. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by the SCSBs would be rejected. Our Company, the Selling Shareholders and the members of Syndicate will not be responsible for any failure in uploading Bids due to faults in any hardware/software system or otherwise. Bids will be accepted only on Working Days.

Our Company and the Selling Shareholders in consultation with the BRLMs 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 and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, 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.

**In case of revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a press release and by indicating the change on the website of the Designated Intermediaries. However, in case of revision in the Price Band, the Bid Lot shall remain the same.**

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

### **Minimum Subscription**

If our Company does not receive the minimum subscription of 90% of the Fresh Issue, including through the devolvement to the Underwriters within 60 days from the Bid/ Offer Closing Date, as applicable, our Company shall forthwith refund the entire subscription monies received within the timelines prescribed under applicable laws, failing which, the directors of our Company who are officers in default shall, jointly and severally, be liable to repay that money with interest at the rate of 15% per annum or such other rate as prescribed by SEBI. This is further subject to the compliance with Regulation 19(2)(b) of the SCRR. Further in terms of Regulation 26(4) of the SEBI ICDR Regulations, our Company will ensure that the number of Bidders to whom the Equity Shares are Allotted in the Offer will be not less than 1,000.

The requirement for minimum subscription is not applicable to the Offer for Sale in accordance with SEBI ICDR Regulations.

In the event of under subscription in the Offer, the Selling Shareholders, the BRLMs and our Company agree that Equity Shares equivalent to 90% of the Fresh Issue shall be issued prior to the sale of Equity Shares forming part of the Offer for Sale, after which the balance subscription in the Offer shall be applied towards allotment of Equity Shares offered by each Selling Shareholder in the Offer for Sale and upon the utilisation of subscriptions towards the Offer for Sale, the balance portion of the Fresh Issue, in a proportionate manner.

### **Withdrawal of the Offer**

Our Company and/or the Selling Shareholders in consultation with the BRLMs reserve the right not to proceed with the Offer at any time after the Bid/Offer Closing Date. If our Company and/or the Selling Shareholders withdraw the Offer, our Company will issue a public notice within two days from the Bid/Offer Closing Date or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. 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 and/or the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of Equity Shares, they will file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within six Working Days of the Bid/ Offer Closing Date; and (ii) the final RoC approval of the Prospectus which will be filed with the RoC after the Bid/ Offer Closing Date.

### **Arrangement for Disposal of Odd Lots**

Since the market lot for our Equity Share is one, there are no arrangements for disposal of odd lots.

### **Restriction on transfer and Transmission of shares**

Except for lock-in of pre-Offer equity shareholding and Anchor Investor lock-in in the Offer, as detailed in “*Capital Structure*” on page 88 and as provided in our Articles as detailed in “*Main Provisions of the Articles of Association*” on page 577, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation/splitting.

### **Option to receive Equity Shares in Dematerialised Form**

Allotment of Equity Shares to successful Bidders will only be in the dematerialised form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialised segment of the Stock Exchanges.

## OFFER STRUCTURE

The Offer is up to [●] Equity Shares, at an Offer Price of ₹ [●] per Equity Share for cash, including a premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] million. The Offer comprises a Fresh Issue of up to [●] Equity Shares by our Company aggregating up to ₹ 6,000 million and an Offer for Sale of up to 17,969,405 Equity Shares by the Selling Shareholders. The Offer includes a reservation of up to [●] Equity Shares for subscription by the Eligible Employees under the Employee Reservation Portion for cash at a price of ₹ [●] per Equity Share, aggregating up to ₹ 100 million. The Offer will constitute up to [●] % of the post-Offer paid-up Share capital of our Company and the Net Offer shall constitute [●]% of our post-Offer paid-up Share capital.

Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement of up to 4,395,865 Equity Shares for cash consideration aggregating up to ₹ 3,000 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Net Offer size of 10% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.

In terms of Rule 19(2)(b)(iii) of the SCRR, read with Regulation 41 of the SEBI ICDR Regulations the Offer is being made through the Book Building Process, in compliance with Regulation 26(1) of the SEBI ICDR Regulations.

Particulars	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation**	Up to [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares or Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation	Not less than [●] Equity Shares or Offer less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation
Percentage of Offer size available for Allotment/allocation	The Employee Reservation Portion shall constitute up to [●]% of the post-Offer paid-up Equity Share capital of our Company	50% of the Net Offer size shall be available for allocation to QIBs.  Up to 5% of the net QIB Category (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Category	Not less than 15% of the Net Offer or the Net Offer less allocation to QIBs and Retail Individual Investors shall be available for allocation	Not less than 35% of the Net Offer or the Net Offer less allocation to QIBs and Non Institutional Investors shall 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 as follows (excluding the Anchor Investor Portion):  (a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and  (b) [●] Equity Shares shall be available for	Proportionate	Proportionate, subject to minimum Bid Lot. For details, see “ <i>Offer Procedure – Part B – Allotment Procedure and Basis of Allotment – Allotment to RIIs</i> ” on page 566.

Particulars	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
	proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000 each.	allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above		
		Up to [•] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only		
Mode of Bidding		Through ASBA process only (except Anchor Investors)		
Minimum Bid	[•] Equity Shares	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount exceeds ₹ 200,000	[•] Equity Shares
Maximum Bid	Such number of Equity Shares and in multiples of [•] Equity Shares so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹ 500,000	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Mode of Allotment		Compulsorily in dematerialized form		
Bid Lot	[•] Equity Shares and in multiples of [•] Equity Shares thereafter			
Allotment Lot	[•] Equity Shares and in multiples of one Equity Share thereafter	[•] Equity Shares and in multiples of one Equity Share thereafter	[•] Equity Shares and in multiples of one Equity Share thereafter	[•] Equity Shares and in multiples of one Equity Share thereafter subject to availability in the Retail Category
Trading Lot		One Equity Share		
Who can Apply***	Eligible Employees such that the Bid Amount does not exceed ₹ 500,000	Public financial institutions specified in Section 2(72) of the Companies Act, FPIs (other than category III FPIs), scheduled commercial banks, mutual funds registered with the SEBI, venture capital funds registered with SEBI, FVCIs, Alternative Investment Funds, multilateral and bilateral development financial institutions, state industrial development corporations, Systemically Important Non-	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions societies and trusts and any category III FPIs registered with SEBI, which is a foreign corporate or foreign individual for Equity Shares such that the Bid Amount exceeds ₹ 2,00,000 in value	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs applying for Equity Shares such that the Bid Amount does not exceed ₹ 2,00,000 in value

Particulars	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
		Banking Financial Companies, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with a minimum corpus of ₹ 250 million, pension funds with a minimum corpus of ₹ 250 million, the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India, insurance funds set up and managed by the army, navy, or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India		
Terms of Payment****	of	<p><b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids</p> <p><b>In case of all other Bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders that is specified in the ASBA Form at the time of the submission of the ASBA Form</p>		

\* Our Company and the Selling Shareholders, in consultation with the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five 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 Anchor Investor Allocation Price.

\*\* This Offer is being made in accordance with Rule 19(2)(b)(iii) of the SCRR, through the Book Building Process and in compliance with Regulation 26(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer will be allocated to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category (including the Employee Reservation Portion), except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. 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 value exceeding ₹ 200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.

\*\*\*If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

\*\*\*\* Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investors Application Form, provided that any difference between the price at which Equity Shares are allocated to Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

## OFFER PROCEDURE

All Bidders should review the General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 notified by SEBI (“**General Information Document**”) included below under section titled “**Offer Procedure – Part B - General Information Document**”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and provisions of the Companies Act 2013, to the extent applicable to a public issue and any other enactments and regulations. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Our Company, the Selling Shareholders and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

### PART A

#### Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b)(iii) of the SCRR, through the Book Building Process and in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer will be available for allocation to QIBs on a proportionate basis, provided that our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, of which at least one-third will be available for allocation to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations and subject to valid Bids being received at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) will be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Offer Price. In case of under subscription in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Category. The remainder will 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. Furthermore, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category (including the Employee Reservation Portion), except in the 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 the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis, subject to applicable laws.

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 DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.**

## Bid cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers, at our Registered and Corporate Office. The Bid cum Application Forms will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Anchor Investors Application Form will be available at the offices of the BRLMs.

Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors) must provide bank account details and authorisation by the ASBA bank account holder to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such detail are liable to be rejected.

Further, such Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid-cum-Application Forms) and Bid cum Application Forms not bearing such specified stamp maybe liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible NRIs, FPI or FVCIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
For restrictions on participation in the Offer, see " <i>Offer Procedure</i> " and " <i>Restrictions on Foreign Ownership of Indian Securities</i> " on pages 530 and 576, respectively	
Eligible Employees Bidding under the Employee Reservation Portion	[●]
Anchor Investors**	[●]

\* Excluding electronic Bid cum Application Forms

\*\* Anchor Investors Application Forms for Anchor Investors will be made available at the office of the BRLMs.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Anchor Escrow Bank.

## Who can Bid?

In addition to the category of Bidders set forth under the section "*General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue*" on page 545, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- scientific and/or industrial research organisations authorised in India to invest in the Equity Shares; and
- any other persons eligible to Bid in the Offer under the laws, rules, regulations, guidelines and policies applicable to them.

## Participation by associates and affiliates of the BRLMs and the Syndicate Member

The BRLMs and the Syndicate Members shall not be allowed to purchase in the in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except for Mutual Funds sponsored by entities related to the BRLMs and any persons related to the BRLMs, Promoters and Promoter Group cannot apply in the Offer under the Anchor Investor Portion.

### **Bids by Mutual Funds**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company reserves the right to reject any Bid without assigning any reason. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

### **Bids by Eligible NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRIs applying on a repatriation basis should authorise their SCSBs to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) accounts, and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid amount, at the time of submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

### **Bids by FPIs**

In terms of the Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2014 (“**SEBI FPI Regulations**”), investment in the Equity Shares by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) shall be below 10% of our post-Offer Equity Share capital.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of applicable FEMA regulations and the SEBI FPI Regulations, investments by FPIs in the capital of an Indian company under the SEBI FPI Regulations is subject to certain limits, i.e. the individual holding of an FPI is restricted to below 10% of the capital of the company and the aggregate limit for FPI investment is capped at 24% of the capital of the company. Such aggregate limit for FPI investment in a company can be increased up to the applicable sectoral cap by passing a board resolution, followed by a special resolution by the Shareholders, subject to prior intimation to the RBI. Our Company has passed a Board resolution dated July 27, 2018 and Shareholders resolution dated August 1, 2018 for increasing the aggregate limit for investments by FPIs to the maximum sector cap as prescribed under applicable regulations with the individual limit being restricted to 10% of the total paid-up Equity Share capital of the Company or such other limit as may be stipulated by the RBI in each case, from time to time, subject to acknowledgement from the RBI.

Further, pursuant to the master directions on foreign investments in India, issued by RBI dated January 4, 2018, as amended on April 6, 2018, the investments made by a SEBI registered FPI in a listed Indian company will be re-classified as FDI, if the total shareholding increases to more than 10% of the total paid-up equity capital on a fully diluted basis or 10% or more of the paid-up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions specified by the Government of India from time to time.

As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments (“ODIs”). Two or more subscribers to ODIs having a common beneficial owner shall be considered together as a single subscriber to the ODI. In the event an investor has investments as a FPI and as a subscriber to ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

### **Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors**

The FVCI Regulations and the SEBI AIF Regulations *inter alia* prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF or FVCI registered with SEBI in any company 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 by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund 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.

### **Bids by limited liability partnerships**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason.

### **Bids by banking companies**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the “**Banking Regulation Act**”), and Master Directions- 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 banks’ own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company’s paid-up share capital. 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.

### **Bids by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered

SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **Bids by Systemically Important Non-Banking Financial Companies**

In case of Bids made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

### **Bids by Eligible Employees**

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 500,000. The Allotment in the Employee Reservation Portion will be on a proportionate basis. However, Allotments to Eligible Employees in excess of ₹ 200,000 up to ₹ 500,000 shall be considered on a proportionate basis, in the event of under subscription in the Employee Reservation Portion. Subsequent under subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price. Eligible Employees can bid at a cut off price in the Employee Reservation Portion irrespective of their bid size.

Bids under Employee Reservation Portion by Eligible Employees shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form (i.e. [●] colour form).
- Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) as at the date of the Red Herring Prospectus) 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.
- 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 and in multiples of [●] Equity Shares thereafter.
- The Eligible Employee who Bid in the Employee Reservation Portion can also Bid in the Net Offer and such Bids shall not be treated as multiple Bids. To clarify, an Eligible Employee Bidding in the Employee Reservation Portion for up to ₹500,000, can also Bid in the Net Offer and such Bids will not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all portions. For further details, see “*Offer Procedure –Multiple Bids*” on page 552.
- The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 on a net basis. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (which will be less Employee Discount). 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 (which will be less Employee Discount).
- 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.
- Under-subscription, if any, in any portion, (including the Employee Reservation Portion), except in the QIB Portion, would be allowed to be met with spill-over from any other portion or a combination of portions at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see “*Offer Procedure – Part B - Basis of Allocation*” on page 564.

#### **Bids by insurance companies**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, the Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason. The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the “**IRDA Investment Regulations**”), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them.

#### **Bids under Power of Attorney**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason.

Our Company and the Selling Shareholders, in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLMs may deem fit.

**The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

#### **Bids by Anchor Investors**

For details in relation to Bids by Anchor Investors, see “*Offer Procedure – Part B – General Information Document for Investing in Public Issues*” on page 542.

#### **Bids by provident funds/pension funds**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid, without assigning any reason.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft Red Herring Prospectus.

**In accordance with RBI regulations, OCBs cannot participate in the Offer.**

#### **Bids by Systemically Important Non-Banking Financial Companies**

In case of Bids made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form.

Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid, without assigning any reason. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

### **Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company will, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in the [●] edition of [●] (a widely circulated English national daily newspaper), [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi national daily newspaper), Marathi also being the regional language in the place where our Registered Office is located). Our Company shall, in the pre- Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the form prescribed in Part A of Schedule XIII of the SEBI Regulations.

### **Signing of Underwriting Agreement and filing of Prospectus with the RoC**

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

### **General Instructions**

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until the 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 the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. ensure that you have Bid within the Price Band;
3. read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. all Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
5. ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
6. ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;
7. if the first applicant is not the ASBA account holder, ensure that the Bid cum Application Form is signed by the ASBA account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form;
8. ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. ensure that you request for and receive an acknowledgement in the form of a counterfoil or by specifying the application number from the concerned Designated Intermediary;
11. ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;
12. submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. ensure that the Demographic Details are updated, true and correct in all respects;
15. 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;
16. ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of you Bid in the electronic Bidding system of the Stock Exchanges;
17. 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, are submitted;
18. ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
19. bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
20. ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
21. the Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with;
22. ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
23. ensure that you tick the correct investor category, as may be applicable, in the Bid cum Application Form to ensure proper upload of the Bid in the online IPO system of the Stock Exchanges; and

24. bids by Eligible NRIs and Category III FPIs 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.

**Don'ts:**

1. do not Bid for lower than the minimum Bid size;
2. do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. if you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date;
9. do not instruct your respective banks to release the fund blocked in the ASBA Account under the ASBA process;
10. do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
11. do not Bid for a Bid Amount exceeding ₹ 500,000 (for Bids by Eligible Employees Bidding in the Employee Reservation Portion);
12. do not submit the General Index Register number instead of the PAN;
13. do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account;
14. 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;
15. do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
16. 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;
17. 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);
18. do not withdraw your Bid or lower the size of your Bid (in terms of number of Equity Shares or Bid amount), if you are a QIB or a Non-Institutional Bidder;
19. 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 applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus; and
20. from one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Payment into Anchor Escrow Accounts**

Our Company and the Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). The payment instruments for payment into the Anchor Escrow Accounts should be drawn in favor of:

- (i) In case of resident Anchor Investors: “[●]”
- (ii) In case of non-resident Anchor Investors: “[●]”

### **Depository Arrangements**

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among the Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated July 26, 2017 among NSDL, the Company and the Registrar to the Offer.
- Agreement dated July 12, 2017 among CDSL, the Company and Registrar to the Offer.

### **Undertakings by our Company**

Our Company undertakes the following:

- (i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- (ii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date or such other timeline as prescribed by SEBI;
- (iii) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/ Offer Closing Date, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit of refund;
- (iv) that no further issue of Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription etc.;
- (v) that the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- (vi) that if our Company or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- (vii) that if our Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the SEBI, in the event our Company or the Selling Shareholders subsequently decides to proceed with the Offer;
- (viii) that the allotment of Allotment Advice/refund confirmation to Eligible NRIs shall be dispatched within specified time;
- (ix) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;

- (x) that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received;
- (xi) Except the Pre-IPO Placement, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account / Refunded on account of non-listing, under-subscription, etc.; and
- (xii) that the Allotment Advice will be issued or the application money will be refunded/unblocked within such time as specified by the SEBI, failing which interest will be paid to the Bidders at the rate prescribed under applicable law for the delayed period.

The Promoters have authorised the compliance officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

#### **Undertakings by the Promoter Selling Shareholder**

Only the statements and undertakings set out below, in relation to the Promoter Selling Shareholder and his portion of the Offered Shares, are statements which are specifically “confirmed” or “undertaken” in this Draft Red Herring Prospectus and shall be deemed to be “statements and undertakings specifically confirmed or undertaken” by such Promoter Selling Shareholder. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Promoter Selling Shareholder. The Promoter Selling Shareholder, specifically confirms and undertakes the following in respect of himself and his portion of the Offered Shares:

- (i) his respective portion of the Offered Shares have been held by it for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus with SEBI or were issued under a bonus issue on Equity Shares held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with the SEBI, in accordance with Regulation 26(6) of the SEBI ICDR Regulations;
- (ii) he is the legal and beneficial owner of its portion of the Offered Shares, and that such Offered Shares shall be transferred in the Offer, free from liens, charges and encumbrances;
- (iii) he shall not have recourse to the proceeds from the Offer for Sale, until the approval for trading of the Equity Shares is received from the Stock Exchanges;
- (iv) he will deposit its portion of the Offered Shares in an escrow account opened with the Share Escrow Agent prior to filing of the Red Herring Prospectus with the Registrar of Companies; and
- (v) he will 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 a Bid in the Offer, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person who makes a Bid in the Offer.

The Promoter Selling Shareholder has authorized the compliance officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

#### **Undertakings by the Investor Selling Shareholder**

Only the statements and undertakings set out below, in relation to the Investor Selling Shareholder and its portion of the Offered Shares, are statements which are specifically “confirmed” or “undertaken” in this Draft Red Herring Prospectus and shall be deemed to be “statements and undertakings specifically confirmed or undertaken” by such Investor Selling Shareholder. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Investor Selling Shareholder. The Investor Selling Shareholder, specifically confirms and undertakes the following in respect of itself and its portion of the Offered Shares:

- (vi) Its portion of the Offered Shares has been held by it for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus with SEBI or were issued under a bonus issue on Equity Shares held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with the SEBI, in accordance with Regulation 26(6) of the SEBI ICDR Regulations;

- (vii) it is the legal and beneficial owner of its portion of the Offered Shares, and that such Offered Shares shall be transferred in the Offer, free from liens, charges and encumbrances;
- (viii) it shall not have recourse to the proceeds from the Offer for Sale, until the approval for trading of the Equity Shares is received from the Stock Exchanges;
- (ix) it will deposit its portion of the Offered Shares in an escrow account opened with the Share Escrow Agent prior to filing of the Red Herring Prospectus with the Registrar of Companies; and
- (x) it will 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 a Bid in the Offer, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person who makes a Bid in the Offer.

The Investor Selling Shareholder has authorized the compliance officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

### **Utilization of Net Proceeds**

Our Board certifies that:

- (i) our Company declares that all monies received from the Offer shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act 2013;
- (ii) The Selling Shareholders, along with the Company, specifically confirms and declares that all monies received out of its component of the Offer for Sale shall be credited/transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act 2013;
- (iii) details of all monies utilised out of the Fresh Issue referred to in sub item (i) shall be disclosed and continue to be disclosed until the time any part of the Net proceeds remains unutilised, under an appropriate separate head in the balance-sheet of the Issuer indicating the purpose for which such monies had been utilised; and
- (iv) details of all unutilised monies out of the Fresh Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

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## PART B

### General Information Document for Investing in Public Issues

*This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer.*

#### SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus (“**RHP**”)/ Prospectus filed by the Issuer with the RoC. Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Offer and on the website of Securities and Exchange Board of India (“**SEBI**”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to the section “Glossary and Abbreviations”.

#### SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

##### 2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

##### 2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

##### 2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act 2013 (to the extent notified and in effect), the Companies Act 1956 (to the extent applicable), the SCRR, industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

## **2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues**

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Offer Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Offer (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-offer advertisement was given at least five Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

## **2.5 OFFER PERIOD**

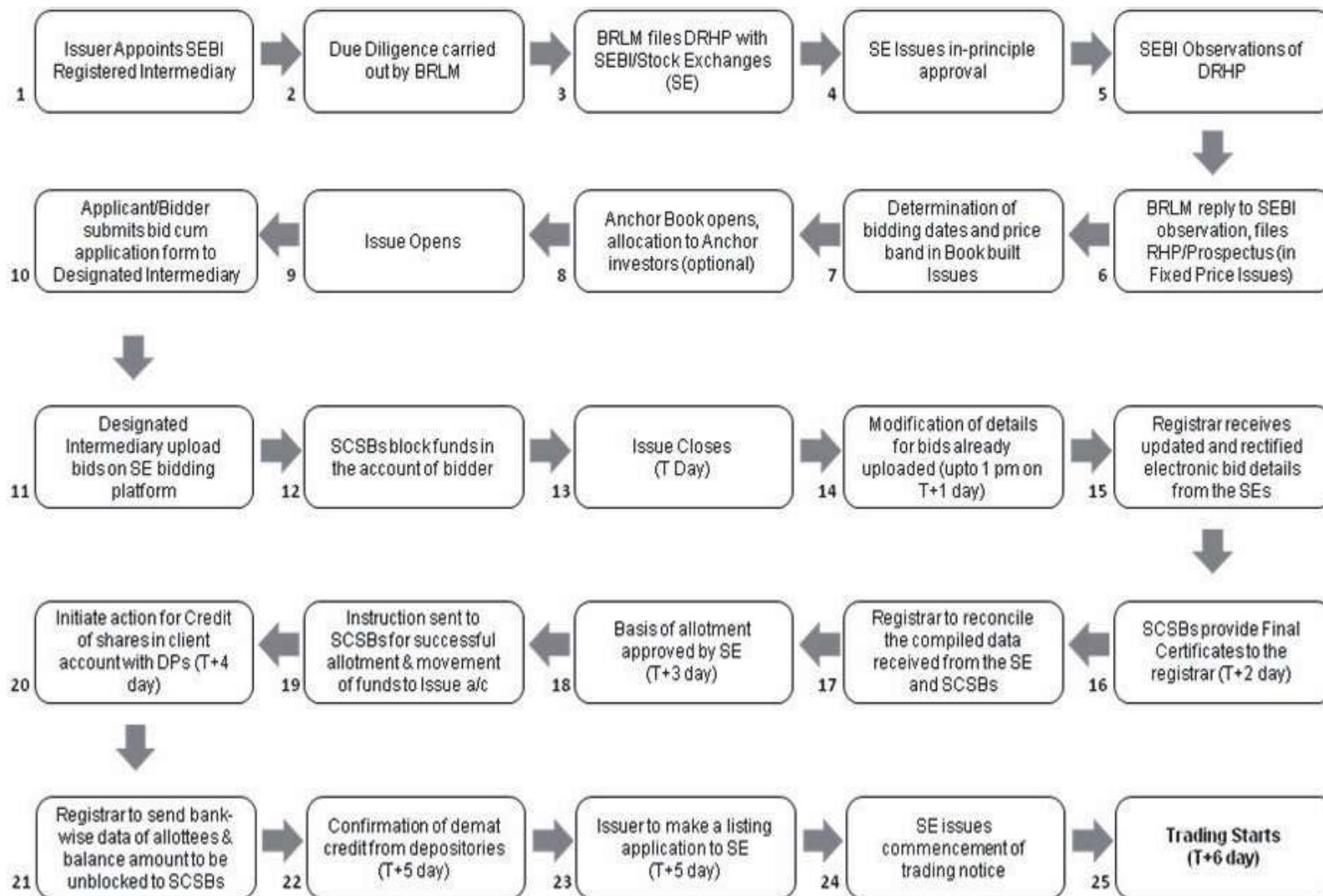
The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Offer Period. Details of Bid/Offer Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Offer Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

## **2.6 FLOWCHART OF TIMELINES**

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Offer other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:
  - i. Step 7 : Determination of Offer Date and Price
  - ii. Step 10: Applicant submits Bid cum Application Form with Designated Intermediaries.



### SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

*Each Bidder/Applicant should check whether it is eligible to apply under applicable law.* Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to hold and invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares; Scientific and/or industrial research organisations in India, authorised to invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

### SECTION 4: APPLYING IN THE ISSUE

**Book Built Issue:** Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing stamp of a Designated Intermediary as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the BRLM, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus. For Anchor Investors, Bid cum Application Forms shall be available at the offices of the BRLM.

**Fixed Price Issue:** Applicants should only use the specified Bid cum Application Form bearing the stamp of the Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Application

Forms are available with the Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FPIs on a repatriation basis	Blue
For restrictions on participation in the Offer, see “ <i>Offer Procedure</i> ” and “ <i>Restrictions on Foreign Ownership of Indian Securities</i> ” on pages 530 and 576, respectively	
Anchor Investors (where applicable) & Bidders/Applicants Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

#### **4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/ APPLICATION FORM**

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

## Application Form – For Residents

TEAR HERE

<b>COMMON BID CUM APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</b>
	Address : _____ Contact Details: _____ CIN No. _____	

LOGO TO, THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE ISIN : _____	Bid cum Application Form No. _____
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SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr./Ms. _____
		Address _____
		_____ (Invt)
		Tel. No. (with STD code) / Mobile _____
		2. PAN OF SOLE / FIRST BIDDER _____

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID	6. INVESTOR STATUS <input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family - HUF <input type="checkbox"/> Bodies Corporate - CB <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indian - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH
--	--

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")				5. CATEGORY		
Bid Options	No. of Equity Shares Bid (in Figures) (Bid must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)	<input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
		Bid Price	Retail Discount	Net Price		
Option 1	8   7   6   5   4   3   2   1	8   2   1   1	3   2   1   1	3   2   1   1	<input type="checkbox"/>	<input type="checkbox"/>
(OR) Option 2					<input type="checkbox"/>	<input type="checkbox"/>
(OR) Option 3					<input type="checkbox"/>	<input type="checkbox"/>

7. PAYMENT DETAILS		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>	
Amount paid (₹ in figures)		(₹ in words)	
ASBA Bank A/c No.			
Bank Name & Branch			

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED AGREEMENTS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDER'S UNDERTAKING" AT GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING OF THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to debit my/our account to make the Application in the form	BROKER / SCSB / DP / RTA STAMP (A clear copy being uploaded / Bid to Stock Exchange system)
	1) _____	
	2) _____	
	3) _____	
Date : _____		

TEAR HERE

LOGO	<b>XYZ LIMITED</b>	<b>Initial Public Issue - R</b>	Bid cum Application Form No. _____ PAN of Sole / First Bidder _____
------	--------------------	---------------------------------	--

DPID / CIID		
Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr/Ms.		
Telephone / Mobile	Email	

TEAR HERE

<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Amount Paid (₹)</td> <td></td> <td></td> <td></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Amount Paid (₹)				Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder _____ Acknowledgement Slip for Bidder
	Option 1	Option 2	Option 3																
No. of Equity Shares																			
Bid Price																			
Amount Paid (₹)																			
ASBA Bank A/c No.			Bid cum Application Form No. _____																
Bank & Branch																			

TEAR HERE

## Application Form – For Non – Residents

<b>COMMON BID CUM APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b> Address : _____ Contact Details: _____ CIN No _____	<b>FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVICIS, ETC APPLYING ON A REPATRIATION BASIS</b>																														
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<table border="1" style="width: 100%;"> <tr> <td style="text-align: center;">BOOK BUILT ISSUE ISIN : _____</td> <td style="text-align: center;">Bid cum Application Form No. _____</td> </tr> </table>	BOOK BUILT ISSUE ISIN : _____	Bid cum Application Form No. _____																												
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SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER																														
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	BICROW BANK/SCSB BRANCH STAMP & CODE	Mr. / Ms. _____																														
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Address _____																														
		Email _____																														
		Tel. No (with STD code) / Mobile _____																														
		2. PAN OF SOLE / FIRST BIDDER																														
		_____																														
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		4. INVESTOR STATUS																														
		<input type="checkbox"/> NRI Non-Resident Indian(s) (Reputation basis)																														
		<input type="checkbox"/> FI FI or Sub-account not a Corporate/Foreign Individual																														
		<input type="checkbox"/> FIIA FI Sub-account Corporate/Individual																														
		<input type="checkbox"/> FVCI Foreign Venture Capital Investor																														
		<input type="checkbox"/> FPI Foreign Portfolio Investors																														
		<input type="checkbox"/> OTH Other (Please Specify) _____																														
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")		5. CATEGORY																														
Bid Options:	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	<input type="checkbox"/> Retail Individual Bidder																														
	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)	<input type="checkbox"/> Non-Institutional Bidder																														
	Bid Price	<input type="checkbox"/> QIB																														
	Retail Discount																															
	Net Price																															
Option 1	_____	"Cut-off" (Please tick)																														
(OR) Option 2	_____	<input type="checkbox"/>																														
(OR) Option 3	_____	<input type="checkbox"/>																														
7. PAYMENT DETAILS		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>																														
Amount paid (₹ in figures) _____ (₹ in words) _____																																
ASBA Bank A/c No. _____																																
Bank Name & Branch _____																																
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8A. SIGNATURE OF SOLE / FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)																														
	<small>I/We authorize the SCSB to bill as per necessary to make the Application in the time</small>																															
	1) _____																															
	2) _____																															
	3) _____																															
Date : _____																																
TEAR HERE																																
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Bank & Branch				Bid cum Application Form No. _____																												

#### 4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

- (a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- (b) **Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications(including letters notifying the unblocking of the bank accounts of Bidders (other than Anchor Investors) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.
- (c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013 which is reproduced below:

*“Any person who:*

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- (e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

#### 4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

- (a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose sole name or first name the relevant beneficiary account is held as per the Depositories' records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and

Bids/Applications by Bidders/Applicants residing in Sikkim (“PAN Exempted Bidders/Applicants”). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- (c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- (d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- (e) Bids/Applications by Bidders whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and Demographic Details are not provided by depositories.

#### 4.1.3 FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

- (a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**
- (b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.
- (c) Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice or unblocking of ASBA Account or for any correspondence(s) related to an Offer.
- (d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants’ sole risk.

#### 4.1.4 FIELD NUMBER 4: BID OPTIONS

- (a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.
- (b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))
- (c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

- (d) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.
- (e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

#### 4.1.4.1 Maximum and Minimum Bid Size

- (a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000.  
  
In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.
- (b) For NRIs, a Bid Amount of up to ₹ 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- (c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.
- (d) RII may revise or withdraw their bids until Bid/Offer Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.
- (e) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- (f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.
- (g) A Bid cannot be submitted for more than the Offer size.
- (h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- (i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may

automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))).

#### 4.1.4.2 Multiple Bids

- (a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

- (b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:
- i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
  - ii. For Bids from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- (c) The following Bids may not be treated as multiple Bids:
- i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.
  - ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
  - iii. Bids by Mutual Funds, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
  - iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

#### 4.1.5 FIELD NUMBER 5 : CATEGORY OF BIDDERS

- (a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.
- (b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.
- (c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.
- (d) The SEBI ICDR Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

#### 4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

- (a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Offer is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.
- (c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- (d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

#### 4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

- (a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorization provided in the Bid cum Application Form. If the Discount is applicable in the Offer, the RIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- (b) Bid Amount for Bidders who Bid at Cut-off price shall be blocked on the Cap Price.
- (c) All Bidders (except Anchor Investors) can participate in the Offer only through the ASBA mechanism.
- (d) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

##### 4.1.7.1. **Instructions for Anchor Investors:**

- (a) Anchor Investors may submit their Bids with a Book Running Lead Manager.
- (b) Payments should be made either by RTGS, NACH or NEFT.
- (c) The Anchor Escrow Bank(s) shall maintain the monies in the Anchor Escrow Accounts for and on behalf of the Anchor Investors until the Designated Date.

##### 4.1.7.2. **Payment instructions for Bidders (other than Anchor Investors)**

- (a) Bidders may submit the Bid cum Application Form either
  - i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
  - ii. in physical mode to any Designated Intermediary(ies).
- (b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

- (d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- (f) **Bidders bidding through a member of the Syndicate** should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified Locations. Bidders should also note that Bid cum Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>).
- (g) **Bidders bidding through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.
- (h) **Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- (j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- (k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.
- (l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.
- (m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- (n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

#### 4.1.7.1.1 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.

#### 4.1.7.2 **Discount** (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.
- (c) The Bidders entitled to the applicable Discount in the Offer may block for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

#### 4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- (a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.
- (c) The signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.
- (d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

#### 4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- (a) Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form.
- (b) All communications in connection with Bids/Applications made in the Offer should be addressed as under:
  - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblocking of funds, the Bidders/Applicants should contact the Registrar to the Issue.
  - ii. In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.
  - iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.
  - iv. In case of queries relating to uploading of Bids by a Designated Intermediary, the Bidders/Applicants should contact the relevant Designated Intermediary.

- v. Bidder/Applicant may contact the Company Secretary and compliance officer or BRLM(s) in case of any other complaints in relation to the Issue.
- (c) The following details (as applicable) should be quoted while making any queries –
- i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;
  - ii. name and address of the Designated Intermediary, where the Bid was submitted;
  - iii. in case of Bids other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked; or
  - iv. in case of Anchor Investor Bids, the unique transaction reference number and the name of the relevant bank thereof.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- (a) During the Bid/Offer Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- (b) RII may revise their Bids or withdraw their bids until Bid/Offer Closing date.
- (c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- (d) The Bidder/Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:

<b>COMMON BID REVISION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b> Address : ..... Contact Details: ..... CIN No. ....	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</b>
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LOGO

TO,  
THE BOARD OF DIRECTORS  
XYZ LIMITED

<b>BOOK BUILT ISSUE</b>
ISIN : .....

Bid cum Application Form No. \_\_\_\_\_

<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/DP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b>
		Mr. / Ms. _____
		Address _____
		Tel. No (with STD code) / Mobile _____ Email _____
<b>SUB-AGENT'S / SUB-AGENTS' STAMP &amp; CODE</b>	<b>SECTION BANK/SCSB BRANCH STAMP &amp; CODE</b>	<b>2. PAN OF SOLE / FIRST BIDDER</b>
		_____
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
		For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID

**PLEASE CHANGE MY BID**

<b>4. FROM (AS PER LAST BID OR REVISION)</b>				
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)		Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only)	
	(In Figures)		(In Figures)	
			Bid Price	Retail Discount
				Net Price
				"Cut-off" (Please tick)
Option 1				<input type="checkbox"/>
(OR) Option 2				<input type="checkbox"/>
(OR) Option 3				<input type="checkbox"/>

<b>5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")</b>				
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)		Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only)	
	(In Figures)		(In Figures)	
			Bid Price	Retail Discount
				Net Price
				"Cut-off" (Please tick)
Option 1				<input type="checkbox"/>
(OR) Option 2				<input type="checkbox"/>
(OR) Option 3				<input type="checkbox"/>

<b>6. PAYMENT DETAILS</b>		<b>PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/></b>
Additional Amount Paid (₹ in figures)		(₹ in words)
ASBA Bank A/c No.		
Bank Name & Branch		

I/WE HEREBY DECLARE THAT I/WE AM/ARE THE SOLE BIDDER(S) AND CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THE BID AND THE INFORMATION AND DISCLOSURE DOCUMENT FOR INITIAL PUBLIC ISSUES (I/WE) AND HEREBY AGREE AND CONFIRM THE TERMS UNDER WHICH I/WE HAVE APPLIED FOR/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVER LEAF.

<b>TA SIGNATURE OF SOLE / FIRST BIDDER</b>	<b>THE SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> <small>(I/We authorize the SCSB to debit/credit as necessary to make Bid Application as per lot)</small>	<b>BROKER / SCSB / DP / RTA STAMP</b> (Acknowledging upload of Bid in Bank Exchange system)
Date : _____	1) _____ 2) _____ 3) _____	

TEAR HERE

LOGO	<b>XYZ LIMITED</b> BID REVISION FORM - INITIAL PUBLIC ISSUE - R	<b>Acknowledgement Slip for Broker/SCSB/DP/RTA</b>	Bid cum Application Form No. _____
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DPID / CLID	PAN of Sole / First Bidder	
Additional Amount Paid (₹)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

<b>XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R</b>	Option 1	Option 2	Option 3	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder
	No. of Equity Shares				
	Bid Price				<b>Acknowledgement Slip for Bidder</b>
	Additional Amount Paid (₹)				
ASBA Bank A/c No.				Bid cum Application Form No. _____	
Bank & Branch					

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

#### 4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

#### 4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

- (a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.
- (b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.
- (c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.
- (d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding will be unblocked after the allotment is finalized.

#### 4.2.3 **FIELD 6: PAYMENT DETAILS**

- (a) All Bidders/Applicants are required to authorize blocking of the full Bid Amount (less Discount (if applicable) at the time of submitting the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- (b) Bidder/Applicant, Bidder/Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- (c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that no additional amount is required for blocking Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

- (d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

#### 4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

#### 4.3 **INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)**

##### 4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

##### 4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

- (a) The Issuer may mention Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).
- (b) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the Lead Manager to the Offer (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- (c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.
- (d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- (e) An application cannot be submitted for more than the Offer size.
- (f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- (g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:
- i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.
  - ii. For applications from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- (i) The following applications may not be treated as multiple Bids:
- i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Offer portion in public category.

- ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.
- iii. Applications by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

#### 4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

- (a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- (b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.
- (c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

#### 4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

#### 4.3.5 **FIELD 7: PAYMENT DETAILS**

- (a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Offer
- (b) Application Amount cannot be paid in cash, cheques or demand drafts through money order or through postal order or through stock invest.

##### 4.3.5.1 **Payment instructions for Applicants**

Applicants should refer to the payment instructions included in paragraph 4.1.7.2.

##### 4.3.5.2 **Unblocking of ASBA Account**

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Application to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Offer may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Offer Closing Date.

##### 4.3.5.3 **Discount** (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- (c) The Applicants entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Application Amount less Discount (if applicable).

**4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

**4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM**

**4.4.1 Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations
	(b) To the Designated Branches of the SCSBs where the ASBA Account is maintained

- (a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.
- (b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.
- (c) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

**SECTION 5: OFFER PROCEDURE IN BOOK BUILT ISSUE**

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

**5.1 SUBMISSION OF BIDS**

- (a) During the Bid/Offer Period, ASBA Bidders/Applicants may approach any of the Designated Intermediary to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager to register their Bid.
- (b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).
- (c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

## **5.2 ELECTRONIC REGISTRATION OF BIDS**

- (a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- (b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.
- (c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

## **5.3 BUILD UP OF THE BOOK**

- (a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Offer Period.
- (b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Offer Period.

## **5.4 WITHDRAWAL OF BIDS**

- (a) RIIs can withdraw their Bids until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid, the same can be done by submitting a request for the same to the concerned Designated Intermediary, who shall do the requisite, including providing instructions for unblocking of the funds by the SCSB in the ASBA Account.
- (b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalization of basis of Allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

## **5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS**

- (a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to
  - i. the Bids accepted by the Designated Intermediary;
  - ii. the Bids uploaded by the Designated Intermediary; and
  - iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.
- (b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- (c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- (d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- (e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

### 5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter alia, on the following grounds, which have been detailed at various places in this GID:-

- (a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (b) Bids/Applications of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account maintained with an SCSB;
- (c) Bids/Applications by OCBs;
- (d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- (e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;
- (f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- (g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- (h) Bids/Applications by persons in the United States or by U.S. Persons who have not confirmed the declaration included in the Bid cum Application Form confirming the representations, warranties, agreements, undertakings and acknowledgements contained under the heading "*Other Regulatory and Statutory Disclosures – Disclaimer in respect of Jurisdiction – Equity Shares Offered and Sold within the United States or to U.S. Persons*";
- (i) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;
- (j) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- (k) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- (l) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- (m) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;
- (n) Bids/Applications at Cut-off Price by NIIs and QIBs;
- (o) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- (p) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- (q) Submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

- (r) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- (s) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;
- (t) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;
- (u) Bank account mentioned in the Bid cum Application Form may not be an account maintained by SCSB. Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;
- (v) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Anchor Escrow Bank;
- (w) Where no confirmation is received from SCSB for blocking of funds;
- (x) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;
- (y) Bid cum Application Form submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Anchor Escrow Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;
- (z) Bids/Applications not uploaded on the terminals of the Stock Exchanges;
- (aa) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

## 5.6 BASIS OF ALLOCATION

- (a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.
- (b) Under-subscription in any category (except QIB category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- (c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.
- (d) **Illustration of the Book Building and Price Discovery Process**

*Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.*

Bidders can bid at any price within the price band. For instance, assume a price band of ₹ 20 to ₹ 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of equity shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The issuer, in consultation with the book running lead managers, may finalise the Offer Price at or below such cut-off price, i.e., at or below ₹ 22.00. All bids at or above this Offer Price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (“**Alternate Book Building Process**”).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

## SECTION 6: OFFER PROCEDURE IN FIXED PRICE ISSUE

**Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.** As the Offer Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“**ASBA Account**”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

## SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be

Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

#### **7.1 ALLOTMENT TO RIIs**

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot (**“Maximum RII Allotees”**). The Allotment to the RIIs will then be made in the following manner:

- (a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allotees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- (b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allotees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

#### **7.2 ALLOTMENT TO NIIs**

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

#### **7.3 ALLOTMENT TO QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

- (a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;
- (b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

#### **7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- (a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the issuer subject to compliance with the following requirements:
- i. not more than 60% of the QIB Category will be allocated to Anchor Investors;
  - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹10 crores;
    - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor; and
    - a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor.
- (b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- (c) **In the event that the Offer Price is higher than the Anchor Investor Offer Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- (d) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

## 7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- (a) Bidders may be categorized according to the number of Equity Shares applied for;
- (b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- (c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;
- (d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in

accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

- (e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid Lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and
- (f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

## 7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the Anchor Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Anchor Escrow Accounts, as per the terms of the Cash Escrow Agreement, into the Public Offer Account with the Bankers to the Offer. The balance amount after transfer to the Public Offer Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.
- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Offer Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within five Working Days from the Bid/Offer Closing Date.

## SECTION 8: INTEREST AND REFUNDS

### 8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within six Working Days of the Bid/Offer Closing Date.

### 8.2 GROUNDS FOR REFUND

#### 8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are

disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act 2013, the Issuer may be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹ 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith may take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not refunded to Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

### **8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION**

If the Issuer does not receive a minimum subscription of 90% of the Net Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, as applicable, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. This is further subject to the compliance with Regulation 19(2)(b) of the SCRR. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

### **8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING**

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations but fails to Allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

### **8.3 MODE OF REFUND**

1. **In case of ASBA Bids:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.
2. **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.
3. In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Bid cum Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund

orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Anchor Escrow Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank

### 8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

- i. **NACH** — National Automated Clearing House is a consolidated system of ECS. Payment of refunds would be done through NACH for Anchor Investors having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refunds through NACH is mandatory for Anchor Investors having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;
- ii. **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine- digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- iii. **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account; and
- iv. **RTGS**—Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹ 0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Anchor Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders/Applicants may refer to RHP/Prospectus.

### 8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working Days of the Bid/Offer Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Offer Closing Date, if Allotment is not made.

## SECTION 9: GLOSSARY AND ABBREVIATIONS

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

<b>Term</b>	<b>Description</b>
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Escrow Account(s)	Account(s) opened with Anchor Escrow Bank for the Offer and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Anchor Escrow Bank(s)	The bank(s) which is/are clearing members and are registered with the SEBI as an escrow bank, with whom the Anchor Escrow Accounts in relation to the Offer for Bids by Anchor Investors will be opened
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and this Red Herring Prospectus
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with and the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Offer	Anchor Escrow Bank(s), the Public Offer Account Bank(s) and the Refund Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Offer Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Opening Date
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the

<b>Term</b>	<b>Description</b>
	SEBI ICDR Regulations. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under the SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Managers to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Managers should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Anchor Escrow Bank, Public Offer Account Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Date	The date on which the Anchor Escrow Bank(s) transfer funds from the Anchor Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus following which our Board of Directors (or a duly constituted committee thereof) shall Allot Equity Shares to successful Bidders in the Fresh Issue and the Selling Shareholders may give delivery instructions for the transfer of the respective Offered Shares

<b>Term</b>	<b>Description</b>
Designated Intermediaries /Collecting Agent	Syndicate Members, sub-syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the Bid cum Application Forms to RTAs.  The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under the SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under the SEBI ICDR Regulations, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House
NEFT	National Electronics Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable

<b>Term</b>	<b>Description</b>
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholders
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Offer Price, the size of the Offer and certain other information
Public Offer Account	An account opened with the Banker to the Offer to receive monies from the Anchor Escrow Account and from the ASBA Accounts on the Designated Date
Public Offer Account Bank	The bank(s) with whom the Public Offer Account is opened for collection of Bid Amounts from the Anchor Escrow Accounts and ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under the SEBI ICDR Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/ Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Offer/Registrar	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.

<b>Term</b>	<b>Description</b>
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s)	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Bid/Offer Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI. The Union Cabinet has recently approved phasing out the FIPB, as provided in the press release dated May 24, 2017. The DIPP issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29, 2017, provides a list of the competent authorities for granting approval for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under automatic route but which required Government approval earlier as per the extant policy during the relevant period, the concerned Administrative Ministry/Department shall act as the competent authority (the “**Competent Authority**”) for the grant of post-facto approval for foreign investment. In circumstances where there is a doubt as to which department shall act as the competent authority, DIPP shall identify the Competent Authority.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP, issued the Consolidated FDI Policy by way of circular no D/o IPP F. No. 5(1)/2017-FC-1 dated the August 28, 2017, which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on Consolidated FDI Policy once every year and therefore, the Consolidated FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the 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 SEBI and RBI.

As per the existing policy of the Government, OCBs cannot participate in this Offer.

**The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws 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.**

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), and may not be offered or sold within the United States except pursuant to an exemption from or in a transaction not subject to the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being offered and sold in the United States in reliance on an exemption from the registration requirements of Section 5 of the U.S. Securities Act only to persons who are: (i) qualified institutional buyers (“U.S. QIBs”) as defined in Rule 144A under the U.S. Securities Act (for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”); and (ii) qualified purchasers (“QPs”) as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “U.S. Investment Company Act”); (persons who are each a QIB and a QP). The Equity Shares are being offered and sold outside the United States to non-U.S. Persons (or to persons who are both U.S. Persons (as defined in Regulation S) and Entitled QPs) in reliance on Regulation S under the U.S. Securities Act (“Regulation S”). The Equity Shares are not transferable except in accordance with the restrictions described under “*Other Regulatory and Statutory Disclosures—Eligibility for the Offer*” beginning on page 499 of this Draft Red Herring Prospectus. Purchasers in the United States or who are U.S. Persons will be required to represent, warrant, agree, undertake and acknowledge to representations, warranties, agreements, undertakings and acknowledgements contained in the section “*Other Regulatory and Statutory Disclosures—Eligibility for the Offer—Equity Shares Offered and Sold within the United States or to U.S. Persons*” beginning on page 510 of this Draft Red Herring Prospectus. Each purchaser is hereby notified that sellers of Equity Shares may be relying on an exemption from the provisions of Section 5 of the U.S. Securities Act.

## SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

*Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act 2013 and the SEBI ICDR Regulations, the main provision of the Articles of Association of our Company are detailed below.*

### THE COMPANIES ACT, 2013

#### \*ARTICLES OF ASSOCIATION

OF

#### ASK INVESTMENT MANAGERS LIMITED<sup>2</sup>

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#### PUBLIC COMPANY LIMITED BY SHARES

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*\*Adopted new set of Articles of Association vide special resolution passed at the Annual General Meeting of the Company held on August 1, 2018.*

The Articles of Association of ASK Investment Managers Limited (the “**Company**”) comprise of two parts, Part I and Part II, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency between Part I and Part II, the provisions of Part II shall prevail, unless such inconsistency is with provisions of Applicable Law (as defined hereinafter), including in relation to provisions applicable to a public limited company. Further, Part II shall automatically terminate and cease to have any force and effect from the date of receipt of final approval for listing and trading of equity shares of the Company on the recognized stock exchanges in India subsequent to an initial public offering of the equity shares of the Company without any further action by the Company or by the Shareholders and Part I shall continue to be in effect. Further, once the equity shares of the Company are listed on the recognized stock exchanges, the right of the Investor (as defined hereinafter) to nominate a Director (as defined hereinafter), on the Board (as defined hereinafter) of the Company in accordance with Article 72 of Part A herein shall be subject to the Members’ (as defined hereinafter) approval through a special resolution post listing of Equity Shares of the Company.

### PRELIMINARY

#### 1. 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 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.

Regulation 5, Regulation 60, Regulation 79 and the proviso to Regulation 13(i) of Table ‘F’ in the SCHEDULE 1 to the Act shall not apply to the Company.

### PART I

#### DEFINITIONS AND INTERPRETATIONS

2. (A) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the meanings assigned to them respectively hereunder:
  - (i) The “Act” means the Companies Act, 2013 (18 of 2013) or any statutory modification or re-enactment thereof for the time being in force;

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<sup>2</sup> The Shareholders of the Company at the Annual General Meeting held on July 14, 2018 by passing a special resolution changed the name of the Company from “ASK Investment Managers Private Limited” to “ASK Investment Managers Limited” upon conversion of the company from private company into public company.

- (ii) The “Articles” means these Articles of Association including alterations made therein from time to time.
- (iii) “Board” or “Board of Directors” means the collective body of the directors of the Company;
- (iv) “Capital” or “Capital” means the capital, for the time being raised, or authorized to be raised, as the case may be, for the purpose of the Company;
- (v) “Chairman” means chairman of the Board of Directors of the Company or the person elected as chairman at Meeting of the Directors or Members, as the case may be;
- (vi) “Debenture” includes stock, bonds and other securities of the Company;
- (vii) The “Company” means **ASK INVESTMENT MANAGERS LIMITED**.
- (viii) Director or Directors” means the Director or Directors for the time being appointed to the Board of the Company;
- (ix) “Member” means a duly registered holder, for the time being, of the shares in the company, and includes a subscriber to the Memorandum and Articles of Association of the Company;
- (x) “Meeting” or “General Meeting” means a general meeting of the Members held in accordance with the provisions of these Articles;
- (xi) “Share” means share in the share capital of the Company, and includes stocks except where a distinction between stock and shares is expressed or implied.
- (xii) Share Capital: The share capital of the Company shall be of two kinds namely:
  - (a) Equity Share Capital:
    - (i) with voting rights; or
    - (ii) with differential voting rights as to dividend, voting or otherwise as may be prescribed under Section 43 or any other provisions of the Companies Act, 2013 or such other rules, regulations governing the matter from time to time.
  - (b) Preferential Share Capital.
- (xiii) “Dividends” includes interim dividend.
- (xiv) “Investor” shall mean AI Global Investments (Cyprus) PCC Ltd. – ASK Cell, a company incorporated and registered in Guernsey with a registered Cyprus branch at Third Floor, Globe House, Kennedy Avenue, 1075 Nicosia, Cyprus, or its Affiliate(s) (which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns).

For the purposes of this clause:

“Affiliates” means (i) with respect to any Person other than a natural Person, any other Person that is directly or indirectly, through one or more intermediate Persons, Controlling, Controlled by, or under common Control of such Person and any investment funds managed or advised by such specified Person; and (ii) any pooled investment fund, collective investment scheme, trust, partnership (including, without limitation, any co-investment partnership), special purpose or other vehicle(s) and/or juristic entity managed, sub-advised or advised by the Investor.

“Control” means any other body corporate shall mean the right to appoint majority of the directors on the board (or members on any similar governing body) or to control the management or policy decisions of such body exercisable by a Person or Persons

acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

“Person(s)” means any person (including a natural person), trust, Hindu undivided family, firm, trade union, company, corporation, governmental authority, state or agency of a state or any association or partnership (whether or not having separate legal personality) of two or more of the foregoing.

- (xv) “Proxy” means any person whether a member or not who is appointed by an instrument to vote for a member at a General Meeting on a poll.
- (xvi) “Ordinary Resolution” means a resolution in respect of which at a general meeting the notice required under this Act has been duly given, the votes cast (whether on a show of hands, or on a poll, as the case may be), in favour of the resolution (including the casting vote, if any, of the chairman) by the members who being entitled to do so, vote in person, or where proxies are allowed, by proxy exceed the votes, if any, cast against the resolution by members so entitled and voting.
- (xvii) “Special Resolution” means a resolution in respect of which:
  - (a) the intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution;
  - (b) the notice under the Act has been duly given of the general meeting; and
  - (c) The votes cast in favour of that resolution (whether on a show of hands or electronically or on a poll; as the case may be) by Members who being entitled to do so, vote in person, or where proxies are allowed, by proxy or postal ballot, are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting;

And shall have same meaning assigned thereto by Section 114 of the Companies Act, 2013.

- (xviii) “Securities” means securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.

(B) Any reference in these Articles to:

- (a) any gender, whether masculine, feminine or neutral, shall be deemed to be construed as referring to the other gender or genders, as the case may be;
- (b) singular number shall be construed as referring to the plural number and vice versa;
- (c) “Year” shall be to a calendar year; and
- (d) “Month” shall be to a calendar month.

Save as aforesaid, any words or expressions defined in the Act, but not defined in these Articles and not inconsistent with the subject or context;

bear the same meaning herein as assigned to them respectively in the Act.

3. The Company is a public company within the meaning of Section 2(71) of Companies Act, 2013, and accordingly:

“Public Company” means a company which-

- (a) is not a private company;
- (b) has a minimum paid-up share capital as may be prescribed:

**Provided** that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles

#### SHARE CAPITAL

4. The Authorized Share Capital of the Company will be such amount and such description as shall have been stated in Clause V of the Memorandum of Association of the Company from time to time. The Company shall have the power to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Company or the legislative provisions for the time being in force in that behalf.
5. Every person whose name is entered as a Member in the register of members shall be entitled to receive:
  - (i) one (1) or more certificates in marketable lots for all the Shares of each class or denomination registered in his name, without payment of any charge; or
  - (ii) several certificates, if the Board so approves (upon paying such fee as the Board so determines), each for one (1) or more of such Shares, and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within 1 (one) month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be.
6. Every certificate shall specify the number and distinctive numbers of the Shares to which it relates and the amount paid-up thereon and shall be in Form SH 1 or near thereto as possible.
7. In respect of any Share or Shares held jointly by several persons, the Company shall not be bound to issue more than 1 (one) certificate, and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders. Any Member of the Company shall have the right to sub-divide, split or consolidate the total number of Shares held by them in any manner and to request the Company to provide certificate(s) evidencing such sub-division, split or consolidation.
8. If any share 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 Board 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 without payment of fees if the Board so decides, or on payment of such fees as the Board shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares. Notwithstanding the foregoing Article relating to issue of certificates, the Board shall comply with applicable Law including the rules or regulations or requirements of any stock exchange, or the rules made under the Securities Contracts (Regulation) Act, 1956, or any statutory modification or re-enactment thereof, for the time being in force.
9. Subject to the provisions of the Act, the provisions of the foregoing Articles relating to issue of certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures of the Company.
10. 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 meetings, receipt of dividends or bonus or 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 instalments and calls due in respect of such Shares and for all incidents thereof in accordance with the Act and the Company's Articles.

## **TRANSFER OF SHARES**

11.

- (i) A common form of transfer shall be used and the instrument of transfer of any share in the Company shall be in writing which shall be duly executed by or on behalf of both the transferor and transferee and all provisions of Section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof;
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof;
- (iii) The Board may, subject to the right of appeal conferred by the 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;
- (iv) The registration of 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;
- (v) The Board may decline to recognise any instrument of transfer unless (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under sub-section (1) of Section 56 of the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; (c) the instrument of transfer is duly stamped and (d) the instrument of transfer is in respect of only one class of shares;
- (vi) On giving of previous notice of at least seven days or period in accordance with Section 91 of the Act and Rules made there under, the registration of transfers may not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year;
- (vii) Subject to the provisions of Section 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, or such other period as may be prescribed by the Act, send notice of the refusal to the transferee and the transferor giving reasons for such refusal;
- (viii) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.
- (ix) No share shall in any circumstances be transferred to a person who is an insolvent or of an unsound mind.
- (x) No transfer of any shares shall be made or registered without the previous sanction of the Board who may, without assigning any reason, decline to give any such sanction and shall so decline in case of any transfer, the registration of which involves a contravention of Article 4.

## **SWEAT EQUITY SHARES**

12.

The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act, of a class of shares already issued subject to the following conditions:-

- (i) The issue of sweat equity shares is authorised by a special resolution passed by the company in general meeting
- (ii) The resolution specifies the number of shares, their value and the class or classes of Directors or employees to whom such equity shares are to be issued; and

13. **EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK APPRECIATION RIGHTS:**

Subject to the provisions of the Companies Act, 2013, and any other provisions in law in this regard, the Board shall have the authority to issue securities (whether or not convertible into shares) for offer and allotment to such officers, employees and workers of the company as the Board may select or the trustees of such trust as may be set up for the benefit of the officers, employees and workers in accordance with the terms and conditions of such scheme, plan or proposal as the Board may formulate, the Board may impose conditions that the securities of the company so allotted not be transferable for a specified time period.

14. The securities shall be under the absolute control of the Board who may allot or otherwise dispose of the same to such persons, on such terms and conditions and at such time as the Board thinks fit.
15. If two or more persons are registered as joint holders of any shares, any of such persons may give an effectual receipt for any dividends or other moneys payable in respect of such shares.
16. The Company in a General Meeting may alter the conditions of its Memorandum of Association in the manner specified in the Act.
17. Subject to the provisions of the Act, the Board shall have the right to issue and allot securities as either fully or partly paid-up against any goods received or services rendered to the Company or in settlement of any debt or claim of the Company and subject to the provision of the Act and without prejudice to any right attached to any existing shares, share may be issued with such right or restriction as the Board may determine, including issuing at a premium.

**INCREASE, SUB-DIVISION AND CONSOLIDATION OF SHARES**

18. Subject to the provisions of the Act, the Company in General Meeting may, from time to time, by Special Resolution alter the conditions of its Memorandum of Association so as to;
- (a) increase its share capital by such amount as it thinks expedient by issuing new shares;
  - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (c) convert all or any of its fully paid up shares into stock, and reconvert that stock into fully paid up shares of any denomination;
  - (d) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, so however, that in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each sub-divided share shall be the same as it was in the case of the share from which the sub-divided share is derived; and
  - (e) cancel shares which at the date of 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 the shares so cancelled.

**CALLS ON SHARES**

19. The Board may from time to time subject to the terms on which any shares may have been issued and subject to the conditions of allotment by a resolution passed at a meeting of the Board make such calls as it think fit upon the Members in respect of all moneys unpaid on the above shares held by them respectively and each member shall pay the amount of every share so made on him to the persons and at the times and places appointed by the Board. A call may be made payable by instalments at fixed times.
20. Fourteen day notice at least of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call be paid.
21. A call may be revoked or postponed at the discretion of the Board.

22. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
24. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent, per annum or at such lower rate, if any, as the Board may determine.
25. The Board shall be at liberty to waive payment of any such interest wholly or in part.
26. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

27. The Board—
  - a. may, if it thinks fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same, all or any part of the monies uncalled upon any shares held by him beyond the sums actually called for; and
  - b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him. The Directors may at any time repay the amount so advanced.
  - c. The provisions of this Article shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures of the Company.

#### **REDUCTION OF CAPITAL**

28. The Company may (subject to the provisions of Section 66 of the Act and other applicable provisions, if any) from time to time by a Special Resolution, reduce its capital, capital redemption reserve account or share premium account in any manner for the time being authorized by law.

#### **SHARES AND SHARE CERTIFICATES**

29. Subject to the provisions of these Articles and of the Act, the shares (including any shares forming part of any increased capital of the Company) in the capital shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Board of Directors thinks fit and with full power to give any person the option to call of or be allotted shares of any class of the Company either at a premium or at par or (subject to the provisions of the Act) at a discount and for such time and for such consideration as the Board of Directors thinks fit.
30. Subject to the provisions of the Articles and Act, the Company in a General Meeting may, determine which shares shall be offered to such persons (whether Members or not), in such proportion and on such terms and conditions and either at a premium or at par or at a discount, as such determined at such General Meeting and with full power to give any person/s (whether a Member or not) the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed at such General Meeting, or the Company in the General Meeting may make any other provisions whatsoever for the issue, allotment and disposal of any shares.

31. Subject to the provisions of the Act, the Company shall have the power to issue preference shares which are liable to be redeemed and or are convertible into equity shares the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.
32. On the issue of redeemable preference shares under the provisions of above article hereof, the following provisions shall take effect;
- (a) no such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption.
  - (b) no such shares shall be redeemed unless they are fully paid.
  - (c) where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of shares to be redeemed, to a reserve, to be called the "Capital Redemption Reserve Account" the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.
  - (d) the premium, if any, payable on redemption shall be provided for out of the profits of the company or out of the company's securities premium account, before such shares are redeemed.
33. The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any State or Country outside India a branch Register of Members Resident in that State or Country.
34. (1) An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles.
- (2) Every person who thus or otherwise accepts any shares and whose name is entered in the Register of Members shall, for the purposes of these Articles, be a Member.
35. The money, if any, which the Board of Directors shall, on the allotment of any shares being made by it, require or direct to be paid by way of an advance, call or otherwise, in respect of the shares so allotted, shall immediately on the insertion of the name of the allottee in the Register of Members as the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by such Member accordingly.
36. Every Member shall pay to the Company the portion of the capital represented by his share or shares which may for the time being remain unpaid thereon, in such amounts at such time or times, and in such manner, as the Board of Directors shall, from time to time, in accordance with the Act require or fix for the payment thereof.
37. Except as ordered by a court of competent jurisdiction or as required by law, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in the shares, or except only as is by these Articles, otherwise expressly provided, any right in respect of a share other than an absolute right thereto, in accordance with these Articles in the persons who are from time to time, registered as the holders thereof, but the Board shall be at liberty at its sole discretion, to register any share in the joint names of any two or more persons or the survivor or survivors of them.
38. Shares may be registered in the name of an incorporated company or other body corporate but not in the name of a minor (except in a case where they are fully paid) or in the name of a person of unsound mind, or in the name of any firm or partnership.

**PROVISIONS AS TO ISSUE OF CERTIFICATES TO APPLY MUTATIS MUTANDIS TO  
DEBENTURES, ETC**

39.

- (i) Any debentures, debenture-stock may be issued subject to the provisions of Section 71 of the Act, the Companies (Share Capital and Debentures) Rules, 2014, and these Articles, at a discount, premium or otherwise or may be issued on the condition that they shall be convertible into shares of any denomination and with any special privileges or conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the general meeting, appointment of directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in its general meeting by a special resolution.

**DEMATERIALIZATION OF SECURITIES**

40. (1) Definitions for the purpose of this Article:

“Member” means a member as defined under Section 2 (55) of the Companies Act, 2013;

“Beneficial Owner” means a person or persons whose name is recorded as such with a Depository;

“Depositories Act” means the Depositories Act, 1996 and shall include any statutory modifications or re-enactment thereof;

“SEBI” means the Securities and Exchange Board of India;

“Depository” means a company incorporated and registered under the Depositories Act, 1996 or the Companies Act, 2013 or any other company incorporated and registered under any previous law and which has been granted a certificate of registration to act as a depository by the Securities and Exchange Board of India ; and

“Security” shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate.

(2) Dematerialization and Securities Options for Investors

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act.

(3) Options for investors

Every person subscribing to securities offered by the company shall have the option to receive security certificate or to hold the securities with the depository and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act or any statutory modification thereto or re-enactment thereof.. Such a person who is the Beneficial Owner of the securities can at any time opt out of Depository, if permitted by the law, in respect of any security in the manner provided by the Depository Act, and the Company shall, in the manner and within the time prescribed issue to the Beneficial Owner the required Certificate of Securities.

If a person opts to hold his security with the Depository, the Company shall intimate such Depository of the details of allotment of the security, and on receipt of information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of security.

(4) Securities in Depositories to be in fungible form

All securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in section 89 and 186 of the Companies Act, 2013 shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

(5) Rights of Depositories and Beneficial Owners

- (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be registered owners for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- (b) Save as otherwise provided in paragraph 5 (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

(6) Service of Documents

Notwithstanding anything in the Act, or these Article to the contrary, where securities 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 floppies or discs.

(7) Allotment of securities dealt with in a Depository

Notwithstanding anything in the Act, or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

(8) Distinctive number of securities held in a Depository

Nothing contained in the Act, or these Articles regarding the necessity of having distinctive number of securities issued by the Company shall apply to securities held with a depository.

(9) Register and Index of Beneficial Owners

The register and Index of Beneficial Owners, maintained by the depository under the Depository Act shall be deemed to be the register and Index of Members and security holders for the purpose of these Articles.

**FURTHER ISSUE OF SHARE CAPITAL**

41. (1) Where at any time, it is proposed to increase the subscribed capital of the Company by allotment of further Shares, then such Shares shall be offered -

- (a) to the persons who, at the date of the offer, are holders of the Equity Shares of the Company, in proportion, as near as circumstances admit, to the paid up Share capital on those Shares by sending a letter of offer subject to the following conditions, namely:
  - (i) the offer shall be made by a notice specifying the number of Shares offered and limiting a time not less than fifteen (15) days and not exceeding thirty (30) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
  - (ii) 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 clause (i) hereof shall contain a statement of this right; provided that the Directors may decline, without

assigning any reason to allot any Shares to any person in whose favour any member may, renounce the Shares offered to him.

- (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company.
- (b) to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as prescribed in the Act and the rules thereunder; or
- (c) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b) either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions prescribed in the Act and the rules thereunder.

In case of preferential allotment, the price of shares is to be determined by the valuation report of registered valuer, subject to the compliance with the applicable provisions of Chapter III of Companies (Prospectus and allotment of securities), 2014.

- (2) The notice referred to in sub-clause (i) of clause (a) of sub-article (1) shall be dispatched through courier or any other mode having proof of delivery, in addition to registered post, or speed post or an electronic mode or any other permitted mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.
- (3) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option 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 such shares in the Company (whether such option is conferred in these Articles or otherwise);

Provided that the terms of issue of such debentures or the terms of such loans containing such option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

- (4) Notwithstanding anything contained in sub-clause (3) above, where any debentures have been issued or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

#### **SHARES AT THE DISPOSAL OF THE BOARD OF DIRECTORS**

- 42. Subject to the provision of Section 62 and other applicable 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 same or any of them to Persons in such proportion and on such terms and conditions and either at a premium, at par or (subject to compliance with Section 53) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting to give to any person or Person the option or right to call for any shares of the Company either at par or premium during such time and for such consideration as the Board thinks fit and may issue and allot shares in the Capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares of the Company and if so issued, shall be deemed to be fully paid up shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

## **NOMINATION**

43. Notwithstanding any provision to the contrary contained in these Articles and pursuant to Section 72 of the Act, every holder or joint holders of shares or debentures of the Company or depositor under any fixed deposits scheme of the company may at any time nominate a person including a minor to whom his or their shares in or debentures of the Company shall vest in the event of his or their death. The provisions of Act shall apply for registration, transfer or transmission of such shares, debentures or deposits by such nominee.

## **TRANSMISSION OF SHARES**

44. Any person who becomes a nominee by virtue of the provisions of Section 72 of the Act, upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect to be registered himself as holder of the share or debenture

## **LIEN**

45. (1) The Company shall have a first and paramount lien upon all shares/debentures (not being fully paid up shares/debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys including his debts, liabilities and engagements solely or jointly with any other person to or with the Company (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any such share shall be created except on the condition that Article 38 is to have full legal effect. Any such lien shall extend to all dividends and bonuses, from time to time, declared in respect of such shares/debentures.
- (2) Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares/debentures.
- (3) The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.
46. (1) For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their number to execute a transfer thereof on behalf of and in the name of such Member.
- Provided that no such sale shall be made -
- (a) unless a sum in respect of which the lien exists is presently payable, or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder, for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- (2) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (3) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
47. The proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and 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 persons entitled to the shares on the date of the sale.

## FORFEITURE

48. If any Member fails to pay any call or installment of a call, on or before the day appointed for the payment of the same or any such extension thereof, the Board may, at any time thereafter during such time as the call or installment remains unpaid, serve notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
49.
  - (1) The notice shall name a further day (not being less than fourteen days from the date of the notice) and a place on or before which such call or installment and such interest, as the Board shall determine from the day on which such call or installment ought to have been paid, and expenses as aforesaid are to be paid.
  - (2) The notice shall also state that, in the event of the non-payment on or before the day and at the place so named, the shares, in respect of which the call was made or installment is payable, shall be liable to be forfeited.
50. Neither a judgment or a decree in favour of Company nor the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, or any forbearance by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.
51. If the requirements of any such notice as stated in Article 51 has not been complied with, any share in respect of which such notice has been given may, at any time thereafter, before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect.
52. When any share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission to make any such entry as aforesaid.
53. Any share so forfeited shall be deemed to be the property of the Company, and may be sold, reallocated, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.
54.
  - (1) Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand, all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment at such rate, as the Board may determine and the Board may enforce the payment thereof, if it thinks fit, but shall not be under any obligation to do so.
  - (2) The liability of such person shall cease if and when the Company shall have received payment in full of all such money in respect of the shares.
55. The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
56.
  - (1) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and may cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person.
  - (2) Upon any such sale, re-allotment or other disposal under the above clause, the certificate or certificates originally issued in respect of the shares sold shall (unless the same shall, on demand by the company, have been previously surrendered to it by the defaulting Member) stand

cancelled and become null and void and of no effect, and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

57. The Board may, at any time before any share so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

#### **CONVERSION OF SHARES INTO STOCK AND RECONVERSION**

58. The Company may, by Ordinary Resolution passed at a General Meeting convert any fully paid-up shares into stock and reconvert that stock into fully paid up shares of any denomination. Where any shares have been so converted into stock, the several holders of stock may thenceforth transfer their respective interests therein or any part of such interests 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.
59. 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 the 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.

#### **BUY BACK OF COMPANY'S OWN SHARES**

60. Notwithstanding anything contained in these Articles the Company may, pursuant to Section 67 to 70 and other applicable provisions of the Act, purchase its own Shares or other specified securities.

#### **GENERAL MEETINGS**

61. A notice of twenty-one days specifying the place, the day and the hour of the General Meeting (whether Annual or Extra-ordinary) and in the case of special business, the general nature of such business shall be given to the Members in the manner as may be prescribed by the Board, but accidental omission to give such notice or non receipt of such notice by any Member shall not invalidate the proceedings of the General Meeting. The General Meeting may be called at a shorter notice in such manner as the Members think fit subject to prevailing provisions of the Act. Provided that an Extra-ordinary general meeting of the Company shall be held only at a place within India.
62. Notice and other documents of General meeting can be given to the shareholders even by email provided every shareholder should be given advance opportunity to register their email address and changes therein from time to time with the company. In case any Member has not registered his email address with the company, the service of notice and documents should be made in the physical form as permitted under the law. The Notice of the General Meeting shall inform the shareholders regarding the availability of facility to participate in the meeting through Video Conferencing, if intending to provide, and must provide necessary information to shareholders to access the available facility of video conferencing, if provided
63. No business shall be transacted at any General Meeting unless a quorum of Members is present. The quorum for a General Meeting shall be as provided in Section 103 of the Act. Members attending the meeting through video conferencing shall not be counted for the purpose of ascertaining the quorum of the meeting.
64. The Chairman of the Board shall preside at the General Meeting, but if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same or is unwilling to preside, the Members present shall choose some Director or if no Director be present or if all the Directors present decline to take the chair, they shall choose some Member present to be the Chairman of the meeting.
65. The Chairman may, with the consent of any meeting of which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. When the Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

## VOTES OF MEMBERS

66. Subject to any rights or restrictions attached to any class or class of shares:
- (i) on a show of hands, every Members present in person or being a Member registered in respect of equity shares shall have one vote and every person present either as a proxy on behalf of a Member registered in respect of equity shares, if he is not entitled to vote in his own right or as a duly authorized representative of a body corporate, being a Member registered in respect of equity shares shall have ONE vote;
  - (ii) on a poll, the voting rights of Member shall be as laid down in section 47 of the Act.

## CHAIRMAN'S CASTING VOTE

67. In case of an equality of votes, the Chairman shall both on a show of hands and on a poll, if any, have a casting vote in addition to the voter or votes to which he may be entitled as a Member.

## BOARD OF DIRECTORS

68. Until otherwise determined by the Company in general meeting, the number of Director shall not be less than three or more than fifteen.
69. The Board may give to any Managing Director, Manager or Director holding such office or appointment, in addition to any share in profits or remuneration herein provided for, commission on the profits of any particular business transaction or a share in the general profits of the Company and such commission or share of profits shall be treated as part of the working expenses of the Company and shall be charged to revenue.
70. It shall not be necessary for a Director to hold any qualification shares in the Company.
71. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation, subject to approval of the shareholders of the Company.
72. Notwithstanding anything contained in these Articles, so long as the Investor and/or its Affiliates hold in the aggregate at least 5% (five per cent.) of the Company's Shares, it/they shall have the right to jointly nominate 1 (one) Director ("**Investor Director**") on the Board of the Company. At least 1 (one) Investor Director shall be appointed as a member of all committees of the Board.

Provided also that the Investor Director shall not have any day-to-day managerial powers and will not be a whole-time, managing or executive director of the Company and will not, subject to applicable law, be held responsible for any default or failure of the Company in complying with the provisions of any applicable laws. It is also clarified that the Company shall consistently assert the position set out in this Article 72 regarding the limited liability and responsibility of the Investor Director, in any proceeding in which any liability is sought to be attached to the Investor Director.

The Company undertakes that: (i) it shall not identify the Investor Director or permit them to be identified as 'officers in default' of the Company, or occupier of any premises used by the Company, or as employers with respect to the employees of the Company, or 'compliance officers' or 'person-in-charge' or other equivalent position of responsibility under applicable laws; and (ii) it shall ensure that only the directors other than the Investor Director appointed by virtue of Article 77, are nominated or identified as officers in default, occupiers, employers, compliance officers or persons-in-charge, as the case may be, in order to ensure that, to the maximum extent possible, the Investor Director does not incur any liability for any default or failure of the Company in complying with the provisions of any applicable laws.

73. The remuneration of a Director shall be such sum for each meeting attended plus traveling and halting allowances on such scale as may be determined from time to time by the Directors. For other services, the Directors will be entitled to such remuneration, commission, allowance and travelling expenses as may be determined by the Board of the Company, in accordance with provision of the Act.

## **POWERS OF DIRECTORS**

- 74.
- (a) The business of the Company shall be managed by the Directors, and the Directors may exercise all such powers of the company and do all such acts and things as are not, by the Act, or any other law or by the Memorandum of Association of the Company or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these Articles, to the provisions of the Act, or any other law, and they, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made;
  - (b) Subject to provisions of the Act, the Directors may from time to time at their discretion exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, uncalled capital and to issue debentures, debenture stock etc., and to accept deposits from Members as well as from Directors or their relatives.
75. Subject to the provisions of Sections 161 and 169(5) of the Act, the Board shall have power at any time to appoint person(s) as additional director. A person who has been removed as a Director by the company by an Ordinary Resolution under Section 169 of the Act shall not be appointed as an additional director under this Article.
76. The Board shall have the power to appoint person as Director to fill casual vacancy in accordance with the provisions of Section 161 of the Act.
77. The Board shall also have the power to appoint alternate director pursuant to the provisions of Section 161 of the Act.

## **BOARD MEETINGS & PROCEEDINGS**

78. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate meetings and proceedings, as they think fit.
79. A meeting of the Board of Directors shall be held at least once in every four calendar months as required by Section 173 of the Act or any statutory modification thereof.
80. A Meeting of the Board can be convened by giving a notice of at least seven days, unless all the Directors otherwise agree. Any Director or Secretary or any other officer of the Company on the requisition of any Director may summon a meeting of the Board by issuing a notice. Notice of the Board Meeting should also inform directors about the availability of participation through electronic mode (video conferencing), as permitted under the Act, and should also provide necessary information to enable the Directors to access the available facility of video conferencing. Notice of the meeting shall also seek confirmation from the Directors as to whether he/she will attend the meeting physically or through electronic mode and shall also contain contact number (s), email addresses of the Secretary / designated officer to whom the Director shall confirm in this respect.
81. Subject to the provisions of Section 173 of the Act, the quorum for a meeting of the Board shall be one-third of its total strength or two directors, whichever higher, present either in person or through audio visual facility, if provided by the Company to participate in the meeting.
82. If a meeting of the Board cannot be held for want of quorum, then the meeting shall stand adjourned to such other day, time and place as the Director or Directors present at the meeting may fix.
83. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office. The Chairman of Board shall preside over all the meetings of the Board.
84. The Chairman of the Board shall preside at the Board Meeting, but if, at any meeting of the Board, Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present shall elect one of their number to be Chairman of such meeting.

85. Questions arising at any meeting of the Board or committee shall be decided by a majority of votes, and in the case of an equality of, votes, the Chairman shall have a second or casting vote.
86. All acts by any meetings of the Board or a committee thereof or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
87. Save as expressly otherwise provided, a resolution in writing approved by the majority of the Directors by circulation, who are then in India, or a committee thereof for the time being entitled to receive a notice of the Board or committee shall be as valid and effectual as if it had been passed at a meeting of Board or a committee, duly convened and held.
88. The quorum for a meeting of such a committee shall be one-third of its total strength or two members, whichever is higher.

#### **REMUNERATION AND FEES OF DIRECTORS**

89. (1) A Director may receive remuneration by way of a commission or a fee of ₹ 2,000 (Two thousand Rupees) or such other higher sum as may be decided by the Board having regard to such sum as may be prescribed by the Central Government for each meeting of the Board or of a committee of the Board attended by him.
- (2) Subject to the provisions of the Act, if any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a Member of any committee formed by the Board), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts, either by a fixed sum or otherwise, as may be determined by the Board, and such remuneration may be in addition to his remuneration above provided
90. The Board of Directors may allow and pay to any Director, who is not a resident of the place where the meetings of the Board are ordinarily held and who shall come to such place for the purpose of attending a meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, hotel and other incidental expenses, in addition to his fee, if any, for attending such meeting as above specified, and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be reimbursed all travelling and other expenses incurred in connection with the business of the Company.
91. If any Director shall have performed extra or special service whether on special committees or otherwise, or made any special exertions in going or residing out of Mumbai city or in securing or attempting to secure for the Company special contracts, rights or privileges, or information or otherwise for any of the purposes of the company, the Company shall remunerate such Directors in such manner as the Directors determine and either by a percentage of profits or otherwise as may be prescribed.

#### **CONTRACT BY DIRECTOR WITH THE COMPANY**

92. A Director shall not be disqualified from his office for contracting with the Company either as a vendor, purchaser or otherwise and the provisions of Section 188 of the Act shall be observed by him.

#### **VACATION OF OFFICE BY DIRECTORS**

93. The vacation of office of Director shall be operative/effective in accordance with the provisions of Section 167 or Section 169 of the Act.

#### **CAPITALISATION OF PROFITS**

94. (1) The Company in General Meeting may, upon the recommendation of the Board, resolve-
- (a) 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

- (b) that such sum be accordingly set free for distribution in the manner specified in Article 94 (2) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Article 94 (3) either in or towards.
- (a) paying up any amounts for the time being unpaid on any shares held by such Members respectively;
  - (b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or
  - (c) partly in the way specified in paragraph 2 (a) and partly in that specified paragraph 2 (b)
- (3) A security premium account, a capital reserve account, capital redemption reserve, debenture premium, debenture redemption reserve may for the purposes of this Article, be applied in the paying on unissued shares to be issued to Members of the Company as fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
- (5) Whenever such a resolution as aforesaid shall have been passed, the Board shall;
- (a) 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
  - (b) generally do all acts and things required to give effect thereto.
- (6) The Board shall have full power;
- (a) to 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
  - (b) to 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 the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (7) Any agreement made under such authority shall be effective and binding on all such Members.

#### **MANAGING DIRECTOR/WHOLETIME DIRECTOR**

95. (1) Subject to the provisions of the Act and of this Article, the Board shall have the power to appoint and reappoint and from time to time remove one or more persons to be Managing Director(s) and whole-time Director(s) of the Company and upon such terms and conditions as the Board thinks fit, and, subject to the provisions of Article 100, the Board may, by resolution, vest in such Managing Director such of the powers hereby vested in the Board generally as it think fit, and such power may be made exercisable for such period or periods and upon such conditions and subject to such restrictions it may determine.
- (2) A Managing Director or a Whole-time Director shall receive such remuneration (whether by way of salary, perquisites, commission or participation in profits, or otherwise or partly in one way and partly in another) as the Directors may, subject to the provisions of the Act, or any other law applicable for the time being in force in that behalf, determine.

- (3) Subject to the provisions of the Act, the Board of Directors may entrust to and confer upon a Managing Director or Whole-time Director any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as the Board may think fit, and either collaterally with or to the exclusion of powers of the Board, and may, from time to time, revoke, withdraw, alter or vary any of such powers.
96. Except to the extent mentioned in the resolution passed at the Board Meeting under the provisions of the Act, the Managing Director(s) or Whole-time Director(s) shall not exercise the Power to:
- (a) Make calls on shareholders in respect of money unpaid on their shares in the Company, and
- (b) Issue debentures,
- and except to the extent mentioned in the resolution passed at the Board Meeting under the provisions of the Act the Managing Director(s) or Whole-time Director(s) shall also not exercise the powers to,
- (a) borrow moneys,
- (b) invest the funds of the Company, and
- (c) make loans.
97. (1) The Company shall not appoint or employ, or continue the appointment or employment of, a person as its Managing or Whole-time Director who;
- (a) is an undischarged insolvent, or has, at any time, been adjudicated an insolvent;
- (b) has at any time suspended payment to his creditors or makes, or has at any time made a composition with them; or
- (c) is, or has at any time been, convicted by a court of an offence involving moral turpitude.
- (2) If the Managing or Whole-time Director ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director or Whole-time Director, as the case may be, of the Company.

#### **MANAGER**

98. (1) Subject to the provisions of the Act, if a Managing Director has not been appointed as provided for in the Article, the Board may appoint a Manager for such term and on such remuneration and upon such conditions as it may deem fit; and any Manager so appointed may be removed by the Board.
- (2) The Manager shall exercise such power or powers and for such period or periods and upon such conditions and subject to such restrictions as the Board may determine.

#### **DIVIDENDS AND RESERVES**

99. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
100. Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
101. 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.

102. 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 up on the shares in respect whereof the dividend is paid.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

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.

103. 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 of the company.
104. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who, is first named on the 'Register of Members', or to such person and to such address as the holder or joint holders may in writing direct.
105. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
106. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
107. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
108. No dividend shall bear interest against the company.
109. Where the Company has declared a dividend but which remains unpaid or unclaimed after 30 (thirty) days from the date of declaration, such unpaid or unclaimed amount shall be transferred within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank.

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the Fund known as Investor Education and Protection Fund established under sub-section (1) of Section 125 of the Act.

The Board shall not forfeit any unclaimed or unpaid dividend until the claim becomes barred by applicable laws.

#### INDEMNITY

110. Subject to the provisions of the Act, every Director of the Company or Manager, Secretary, Auditor and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Company to pay out of the funds of the Company all costs, losses and expenses (including travel expenses) which such Director, Managing Director, Auditor, Officer or employee may incur or become liable for, by reason of any contract entered into or act or deed done by him as such Director, Auditor, Officer or employee or in any way in the discharge of his duties.
111. Subject to the provisions of the Act, no Director, Auditor or other officer of the company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses incurring to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damages arising from the bankruptcy, insolvency or tortious act of any persons, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error, whether of judgement or over sight on his part or for

any other loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

#### **GENERAL AUTHORITY**

112. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case these regulations hereby authorise empower the Company to have such right, privilege or authority and to carry on such transactions as have been permitted by the Act without there being any specific regulations in that behalf herein provided.

#### **WINDING UP**

113. Subject to the provisions of the Act, if the Company shall be wound up whether voluntarily or otherwise, the liquidator may with the sanction of special resolution or any other sanction required by the Act, or time to time amendments made in the Act, divide among them if any, Members in specie or kind any part of the assets of the Company whether they consist of the property of same kind or not.

For the purpose aforesaid, the liquidation may set such value as he deemed fit upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members of different classes.

The liquidator may with the like sanction vest the whole or any part of such assets in trusts for the benefits of the contributories as the liquidator, with the like sanction shall think of it, but no Members shall be compelled to accept any shares or other securities whereon there is any liability

#### **MISCELLANEOUS**

114. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations"), the provisions of the Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Regulations, from time to time.

**Note: Pursuant to Clause 16 of the Shareholders Agreement dated October 29, 2016, the following Part II of these Articles of Association has been inserted vide Members Special Resolution passed at the Extra-Ordinary General Meeting held dated October 29, 2016.**

## PART II

### DEFINITIONS AND INTERPRETATION

115. **In this Part II of these Articles, unless the subject or context otherwise requires, the following words and expressions shall have the following meanings:**

“**AB**” shall mean Mr. Amit Bhagat, an Indian national, residing at Ground Floor, Flat no 4, Marlow House, Sir Pochkhanwala Road, Opposite Traffic police HQ, Mumbai 400030.

“**Acceptance Notice Period**” shall have the same meaning ascribed to it in Article 119.5.4.

“**Acceptance Notice**” shall have the same meaning ascribed to it in Article 121.3.

“**Accepted Securities**” shall have the same meaning ascribed to it in Article 121.3.

“**Act**” means the Companies Act, 1956 or the Companies Act, 2013 (as applicable) and any amendment thereto or any other re-enactment thereof.

“**Additional Securities**” shall have the same meaning ascribed to it in Article 121.3.

“**Affiliate(s)**” means:

- a. with respect to any natural Person, (i) any other Person that is a Relative of such Person, and (ii) any Person that is directly or indirectly, through one or more intermediate Persons, controlled by such Person;
- b. with respect to any Person other than a natural Person, any other Person that is directly or indirectly, through one or more intermediate Persons, Controlling, Controlled by, or under common Control of such Person and any investment funds managed or advised by such specified Person;
- c. with respect to the Investor, in addition to sub-Article (b) above, any pooled investment fund, collective investment scheme, trust, partnership (including, without limitation, any co-investment partnership), special purpose or other vehicle(s) and/or juristic entity managed, sub-advised or advised by the Investor.

“**Affiliate Deed of Adherence**” shall have the meaning ascribed to it in the Agreement.

“**Aggregate Sale Consideration**” means the aggregate consideration paid by the Investor to the Sellers for the Shares purchased by the Investor.

“**Agreed Form**” shall mean a form of any document/agreement that is mutually agreed between the relevant Parties in writing, initialed for identification, or confirmed by e-mail, by or on behalf of each of them.

“**Agreement**” shall mean the Shareholders Agreement dated October 29, 2016 (as amended by amendment agreement dated December 12, 2016, and read together with the Addendum dated December 15, 2016) entered into between the Company, the Key Men and the Investor.

“**Aggrieved Party**” shall have the same meaning as ascribed to it in Article 131.2.

“**AK**” shall mean Mr. Asit Koticha, an Indian national residing at 2301/2302, Rameshwaram Apartments, Kashinath Dhuri Marg, Palkewadi, Dadar (West), Mumbai –400 028.

“**Alteration Rights**” shall have the same meaning ascribed to it in Article 120.2.5.a.

“**Applicable Law**” means and includes any applicable statute, law, bye-law, enactment, regulation, ordinance, policy, treaty, rule, notification, direction, directive, guideline, requirement, license, rule of

common law, order, decree, judgment, or any restriction or condition including any similar form of decision of, or determination, application or execution by, or interpretation or pronouncement having the force of law of, any Governmental Authority having jurisdiction over the matter in question.

“**Arbitration Notice**” shall have the same meaning as ascribed to it in Article 131.2.

“**Articles**” means these articles of association of the Company, as amended from time to time.

“**Authorisation**” means any consent, registration, filing, notarization, certificate, license, approval, permit, authority, no-objections or exemption from, by or with any Governmental Authority, whether given by express action or deemed given by failure to act within any specified time period and all Third Party consents including lenders’, corporate, creditors’ and shareholders’ approvals or consents, including any of the aforementioned which may be required with respect to the Business.

“**Big Four Accounting Firms**” means any of KPMG, PricewaterhouseCoopers, Deloitte & Touche Tohmatsu or Ernst & Young and/or their affiliated or associated firms.

“**Board**” shall mean the board of directors of the Company, as constituted from time to time.

“**BS**” shall mean Mr. Bharat Shah, an Indian national, residing at 4, Shanti Sadan Jn of 8/11th Road, Near Madhu Park, Khar West, Mumbai 400052.

“**Business Day**” means any day on which banks are open for general banking purposes in Mumbai, Cyprus and New York other than a Saturday, Sunday or a public holiday.

“**Business Plan**” shall mean the business plan for each year relating to the Business of the Company and its Qualifying Subsidiary, based on parameters customary to the business of the Company and its Qualifying Subsidiary which shall include: (i) execution/development plans; (ii) revenue from sales activities; (iii) operating costs; (iv) market strategy; (v) capital expenditures; (vi) sales and distribution policies; (vii) planned financing; (viii) treasury investments in fixed income products; and (ix) such other items as may be mutually agreed in writing between the Promoters and the Investor.

“**Business**” means the business of asset management, portfolio management, investment advisory, wealth advisory, wealth management, lending, investment management, real estate fund advisory and private equity fund advisory.

“**Buy-Back Notice**” shall have the same meaning as ascribed to it in Article 120.3.1.

“**Cause**” shall mean the occurrence of any of the following: (i) a judgement by either a court of competent jurisdiction or the decision of an arbitrator appointed in accordance with the Agreement or any of the Key Man Agreements, determining that the Key Man has (a) engaged in an act of fraud, reckless disregard, wilful or gross misconduct, bad faith or gross negligence in connection with the operations of the Company or its Subsidiaries, as the case may be, (b) breached its respective obligations under the Agreement, any of the Key Man Agreements or the policies of the Company (or its Subsidiaries, as the case may be) and such breach has materially and adversely affected the Company and, if capable of being remedied, such breach has not been remedied within 90 (ninety) days after written notice of the breach has been served on the Key Man; or (c) breached any Applicable Law by which such Key Man is bound which materially and adversely affects the Company (or its Subsidiaries, as the case may be) and, if capable of being remedied, such breach has not been remedied within 90 (ninety) days after written notice of the breach has been served on the Key Man; (ii) filing or entering into a proceeding of bankruptcy or insolvency, or similar proceedings by the Key Man; and (iii) the Key Man, being convicted by a court of competent jurisdiction, of an indictable offence (for any serious criminal or corrupt conduct, in relation to the activities of the Company (or its Subsidiaries, as the case may be) or otherwise.

“**CFO**” means the chief financial officer of the Company or any Person of whatsoever designation performing the functions of a chief financial officer, who is primarily responsible for the upkeep and management of accounts, management information system and cash flows of the Company.

“**Charter Documents**” shall mean these Articles and the Memorandum of the Company or any of its Subsidiaries, as may be relevant.

“**Closing Date**” shall have the meaning ascribed to the term in the SPA.

“**Company**” shall mean ASK Investment Managers Pvt. Ltd., a public limited company incorporated and existing under the laws of India and having its registered office at Birla Aurora, Level – 16, Dr. Annie Besant Road, Worli, Mumbai – 400 030 (which expression shall, unless repugnant to the context or meaning thereof, be deemed to include its successors and permitted assigns).

“**Competitor(s)**” means the entities set out below:

1. Alchemy Capital Management Pvt. Ltd.
2. Ambit Holdings Pvt Ltd along with its Affiliates
3. Avendus Capital Private Ltd
4. Crest Capital Group Private Limited (CCG), Crest Capital Advisors (CCA), along their group companies
5. ENAM Asset Management Company Pvt. Ltd.
6. IIFL Wealth Management Ltd
7. Indiabulls Asset Management Company Limited along with its Affiliates
8. Karma Capital Management LLC
9. Kotak Mahindra Asset Management Company Ltd
10. Kotak Realty Fund
11. Motilal Oswal Financial Services Ltd
12. Peninsula Brookfield Investment Managers Pvt. Ltd.
13. Quant Investment Advisors Private Limited and Quant Investment Services Private
14. Sanctum Wealth Management Private Ltd
15. Piramal Fund Management Private Ltd
16. Centrum Wealth Management Ltd

“**Consent Notice**” shall have the meaning ascribed to it in Article 119.5.4.

“**Control**”, with respect to (i) the Company shall mean the right to appoint majority of the directors on the Board or to control the management or policy decisions of the Company exercisable by a Person or Persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner and shall include, without prejudice to the generality of the foregoing, the ownership, directly or indirectly, of more than 41.71% (forty one point seventy one percent) of the Equity Share Capital on a Fully Diluted Basis; and (ii) any other body corporate shall mean the right to appoint majority of the directors on the board (or members on any similar governing body) or to control the management or policy decisions of such body exercisable by a Person or Persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

“**Deemed Quorum General Meeting**” shall have the same meaning as ascribed to it in Article 116.3.

“**Deemed Quorum Meeting**” shall have the same meaning as ascribed to it in Article 116.6.2.

“**Defaulting Promoters**” shall have the same meaning as ascribed to it in Article 129.2

“**Director**” means a director of the Company and any alternate of such director appointed in accordance with the Act, the Agreement and these Articles.

“**Disability**” means permanent disability of a serious nature and includes physical and mental disability such that a person is unable to carry out his obligations or exercise his rights under his Key Man Arrangements, and “**Disabled**” shall have a correlative meaning.

“**Dispute**” shall have the same meaning ascribed to it in Article 131.1.

“**Down-round Investor**” shall have the same meaning as ascribed to it in Article 122.1.1.

“**Drag Notice**” shall have the same meaning as ascribed to it in Article 120.6.2.

“**Drag Price**” shall have the same meaning as ascribed to it in Article 120.6.2.

“**Drag Securities**” shall have the same meaning as ascribed to it in Article 120.6.2.

“**Drag Transfer**” shall have the same meaning as ascribed to it in Article 120.6.2.

“**Drag Transferee**” shall have the same meaning ascribed to it in Article 120.6.2.

“**Employment Arrangements**” means arrangements (including agreements and appointment letters) with Key Men pertaining to remuneration or employee benefits, grant letters / performance fee and carry sharing arrangements and benefits, more particularly set out below:

## **EMPLOYMENT ARRANGEMENTS**

### **Part A**

<b>S. No</b>	<b>Title</b>
1.	Performance fee and carry sharing letters issued to Mr. Amit Bhagat and Mr. Sunil Rohokale dated June 20, 2012
2.	Performance fee and carry sharing letters issued to Mr. Amit Bhagat and Mr. Sunil Rohokale dated August 21, 2014

### **Part B – Employee benefit arrangements**

- a. ASK PIA Employee Benefit Trust and the ASK PIA Employee Benefit Trust –II constituted by way of indenture of trust dated 26 April 2012 between ASK Property Investment Advisors Private Limited and Persons Listed in Annex I of such indenture of trust; and indenture of trust dated February 27, 2015 between ASK Property Investment Advisors Private Limited and Persons Listed in Annex I of such indenture of trust Beneficial Interest under the arrangement with ASK India Real Estate Special Opportunities Fund

<b>Name</b>	<b>Beneficial Interest</b>
SR	35%
AB	35%
Total	70%
Blind Pool (unallocated)	30%

- b. Beneficial Interest under the arrangements with Real Estate Special Situations Fund

<b>Name</b>	<b>Beneficial Interest</b>
SR	35%
AB	35%
Total	70%
Blind Pool (unallocated)	30%

### **Part C – Appointment Letters**

<b>S. No.</b>	<b>Key Man</b>	<b>Date of the letter of appointment</b>
1.	SR	June 26, 2008
2.	AB	August 5, 2008
3.	RS	October 11, 2006

S. No.	Key Man	Date of the letter of appointment
4.	BS	December 9, 2002

“**Encumbrance**” means any encumbrance including, without limitation, any security interest, claim, mortgage, pledge, charge, hypothecation, deed of trust, lien, deposit by way of security, bill of sale, assignment, option or right of pre-emption, attachment of assets, beneficial ownership (including usufruct and similar entitlements), public right, common right, way leave, voting rights arrangement, any provisional or executorial attachment, or any other type of preferential arrangement, privilege or priority of any kind having the effect of security or other such obligations, any designation of loss payees or beneficiaries or any similar arrangement under any insurance policy, any conditional sale or other title retention agreement or any lease in the nature thereof and any other interest held by a third party or a contract to give or refrain from giving any of the foregoing, including any restriction imposed under any contract (other than these Articles) on the transferability of the Shares; and “**Encumber**” shall have the correlative meaning.

“**Equity Share Capital**” means the aggregate face value of all of the Equity Shares as of the relevant date of determination.

“**Equity Shares**” mean the issued and fully paid up equity shares of the Company.

“**ESOP Agreement**” shall mean the existing agreements and relevant grant letters in respect of the employee stock options granted to the Key Man executed between the Company or a Subsidiary and the Key Men, as may be applicable, as shall be amended as a condition precedent for the completion of the transactions as set out in the SPA.

“**Execution Date**” shall mean the date of execution of the Agreement, i.e., October 29, 2016.

“**Exercise**” shall have the same meaning as ascribed to it in the relevant ESOP Agreement of the Key Man.

“**Exercise Period**” shall have the same meaning as ascribed to it in the relevant ESOP Agreement of the Key Man.

“**Existing Shareholders**” shall refer to the Signing Parties that are Shareholders of the Company.

“**Fair Market Value**” shall mean the value of Shares as determined at the relevant point in time by a Big Four Accounting Firm which, unless otherwise stated, shall be appointed by the Board. The valuation shall be determined based on (i) a whole company valuation, and (ii) an assumption that the existing arrangements would continue on a “going concern” basis.

“**Financial Year**” means the period commencing on 1st of April of the previous year and ending on the 31st day of March of the current year.

“**First Adjourned Board Meeting**” shall have the meaning ascribed to it in Article 116.6.2.

“**First Adjourned General Meeting**” shall have the meaning ascribed to it in Article 117.3.3.

“**Fresh Offering Price**” shall have the same meaning ascribed to it in Article 121.2.d.

“**Fresh Offering Securities**” shall have the same meaning as ascribed to it in Article 121.2.c

“**Fresh Offering**” shall have the same meaning as ascribed to it in Article 121.1.

“**Fully Diluted Basis**” means, with respect to calculations of the number of Equity Shares if required under the Agreement, that such calculation should be made assuming that all Share Equivalents outstanding on the day such calculation is required to be made, have been converted into, exercised or exchanged for Equity Shares (as the case may be).

“**General Meeting Valid Quorum**” shall have the same meaning ascribed to it in Article 117.3.2

“**General Meetings**” shall mean general meetings of the Shareholders’ of the Company including extraordinary general meetings and annual general meetings.

**“Governmental Authority”** means any government (foreign, domestic, multinational, federal, territorial, state, municipal or local), or any governmental, non-governmental, legislative, executive, administrative, fiscal, judicial, quasi-judicial or regulatory authority, government-owned or government-controlled (in whole or in part) enterprise, public international organisation, body, board, bureau, ministry, department, commission, court, tribunal, agency, instrumentality or other Person exercising legislative, executive, administrative, fiscal, judicial or regulatory functions (including planning authorities, mediators or arbitrators of competent jurisdiction), having jurisdiction over the matter in question, in any jurisdiction or political sub-division (as the case may be) and includes any such authority having jurisdiction over or responsibility with respect to, the administration, assessment, determination, collection or imposition of any Tax, the SEBI and the RBI.

**“Indebtedness”** of the Company and/or any of its Qualified Subsidiary, means all obligations of the Company and/or any of its Qualified Subsidiary, as may be applicable: (a) for borrowed money, (b) evidenced by notes, bonds, debentures or such similar instruments, (c) for the deferred purchase price of goods or services (other than trade payables or accruals incurred in the Ordinary Course of Business), (d) under capital leases; and (e) in the nature of guarantees of the obligations described in items (a) through (d) above of any other Person.

**“Intellectual Property”** means all of the following and all legal rights or interest in, under or in respect of the following arising under Law, whether or not filed, perfected, registered or recorded and whether now or later existing, filed, issued or acquired: (a) all copyrights, copyrightable works and all other corresponding rights; (b) all trademarks; (c) know-how, including technical know-how, process know-how, technology, technical data, trade secrets, confidential business information, pricing and cost information, business and marketing plans, advertising and promotional materials, customer, distributor lists and information, records, and other proprietary documentation and information; (d) all databases, data collections and data exclusivity; (e) all other proprietary rights; and (f) all copies and tangible embodiments of any of the foregoing (in whatever form or medium); including the right to sue for past, present or future infringement, misappropriation or dilution of any of the foregoing.

**“Investor”** shall mean AI Global Investments (Cyprus) PCC Ltd. – ASK Cell, a company incorporated and registered in Guernsey with a registered Cyprus branch at Third Floor, Globe House, Kennedy Avenue, 1075 Nicosia, Cyprus, or its Affiliate(s) (which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns).

**“Investor Director”** shall have the meaning ascribed to the term in Article 116.1.1.c.

**“Investor Drag Transferee”** shall have the same meaning ascribed to it in Article 131.6.1

**“Investor Drag”** shall have the same meaning as ascribed to it in Article 120.6.1.

**“Investor Termination Notice”** shall have the same meaning ascribed to in Article 129.1.

**“IPO Period”** shall have the same meaning ascribed to it in Article 120.2.1.

**“IPO”** means an initial public offering of Equity Shares (whether primary or secondary or a combination of both) and listing of the Equity Shares on a Recognized Stock Exchange.

**“Key Management Personnel”** shall have the same meaning as ascribed to Key Management Personnel in the Act.

**“Key Men Agreements”** shall mean the existing Employment Arrangements, Share Swap Option Agreement and ESOP Agreements executed between the Key Men, the Promoters and the Company or a Subsidiary.

**“Key Men Rights”** shall have the same meaning as ascribed to it in Article 118.3.

**“Key Men Termination Notice”** shall have the meaning ascribed to in Article 128.2.

**“Key Men”** or **“Key Man”** shall mean any person holding a Qualifying Post in the Company or the Subsidiary. As on the Execution Date and the Closing Date, SR and BS are the Key Men for the Company and RS is the Key Man for ASK Wealth Advisors Private Limited while AB is the Key Man for ASK Private Investment Advisors Private Limited.

“**Listing Cut-off Date**” shall have the same meaning ascribed to it in Article 120.2.5.b

“**Liquidity Event**” shall have the same meaning as ascribed to it in the relevant ESOP Agreement of the Key Man.

“**Lock-in Period**” shall have the same meaning as ascribed to it in Article 119.2.1.

“**Lower Price**” shall have the same meaning as ascribed to it in Article 122.1.1.

“**MCIA**” shall have the meaning ascribed to the term in Article 131.1.

“**MCIA Rules**” shall have the meaning ascribed to the term in Article 131.1.

“**More Favourable Rights**” shall have the same meaning ascribed to it in Article 123.1.

“**Non-Conflict Provisions**” shall have the meaning ascribed to it in Article 118.4

“**Ordinary Course of Business**” means the ordinary course of business of the Company and/or any of its Qualified Subsidiary, as may be applicable, consistent with past custom and practice, to the extent consistent with Applicable Law; provided, however, that a series of related transactions which taken together are in the Ordinary Course of Business shall in each case individually also be deemed to be in the Ordinary Course of Business.

“**Parties**” shall refer to, collectively, the Company, the Investor, AK, SK, SR, BS, RS and AB and

“**Party**” shall have the correlative meaning.

“**Person(s)**” means any person (including a natural person), trust, Hindu undivided family, firm, trade union, company, corporation, Governmental Authority, state or agency of a state or any association or partnership (whether or not having separate legal personality) of two or more of the foregoing.

“**Pre-Emptive Entitlement Securities**” shall have the same meaning as ascribed to it in Article 121.1.

“**Pre-Emptive Right**” shall have the same meaning as ascribed to it in Article 121.1.

“**Preference Shares**” shall mean the preference shares of the Company.

“**Promoter**” shall refer AK and SK individually, and collectively they shall be referred to as “**Promoters**”.

“**Promoter Director**” shall have the same meaning as ascribed to it in Article 116.1.1.a. “**Promoter Transferee**” shall have the same meaning ascribed to in Article 119.5.1. “**Purchase Notice**” shall have the same meaning as ascribed to it in Article 120.4.1. “**Purchasing Entity**” shall have the same meaning as ascribed to it in Article 120.4.1.

“**QIPO**” means an IPO of the Company, for listing of the Equity Shares on a Recognized Stock Exchange, which is carried out at a minimum per Equity Share price (“**QIPO Minimum Price**”), such that at the QIPO Minimum Price, the value of the shares held by the Investor at the time of the QIPO, along with any dividends, buy-back, capital reduction or any similar consideration received by the Investor, in total prior to such QIPO, is equivalent to at least 2.5 (two point five) times the aggregate of capital invested by the Investor in the Equity Shares or any other security issued by the Company or its Subsidiaries, from time to time. For the purposes of this definition of QIPO, all calculations shall be made in USD terms by reducing the INR values to USD at the rate of exchange at the relevant point in time

“**Qualifying Post**” shall mean the positions of Chief Executive Officer, Managing Director or Executive Director in the Company or its Subsidiaries or any other position/designation which, in the opinion of the Promoters, entitles a Person to be nominated on the Board of the Company or board of directors of the Subsidiary, as the case may be.

“**Qualifying Subsidiary**” shall mean a Subsidiary in which the Company holds 75% or more share capital.

“**RBI Approval**” shall mean the necessary regulatory approvals required for the Investor to exercise rights under the Agreement in relation to ASK Financial Holdings Private Limited pursuant to Direction 3 of the ‘Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2015’ read with the conditions specified under the certificate of registration dated 28 September 2016.

“**RBI**” means the Reserve Bank of India.

“**Recognized Stock Exchange**” shall mean the National Stock Exchange of India Limited and/or the BSE Limited and/or any other stock exchange in India and other jurisdictions.

“**Registrar of Companies**” means the registrar of companies having jurisdiction in the area where the registered office of the Company is situated.

“**Related Party**” shall have the same meaning as ascribed to it in the Companies Act, 2013

“**Relative**” shall have the meaning ascribed to the term in the Act.

“**Reserved Matter Items**” shall have the meaning ascribed to it in Article 118.1.

“**Resignation**” shall mean the resignation by any of the Key Men from the Qualifying Post on account of (i) any change in his roles and responsibilities; or (ii) any adverse change in his remuneration or employee benefits; and “**Resign**” shall have a correlative meaning.

“**ROFO Acceptance Notice**” shall have the meaning ascribed to it in Article 119.5.3.

“**ROFO Notice Period**” shall have the same meaning ascribed to it in Article 119.5.3.

“**ROFO Notice**” shall have the meaning ascribed to it in Article 119.5.2.

“**ROFO Price**” shall have the meaning ascribed to it in Article 119.5.3.

“**ROFO Shares**” shall have the same meaning ascribed to them in Article 119.5.2.

“**ROFO Terms**” shall have the same meaning ascribed to it in Article 119.5.3.

“**ROFO Transferee**” shall have the same meaning ascribed to in in Article 119.5.1.

“**ROFO**” shall have the same meaning ascribed to it in Article 119.5.1.

“**ROFR Acceptance Notice**” shall have the meaning ascribed to it in Article 119.6.3.

“**ROFR Accepted Securities**” shall have the meaning ascribed to it in Article 119.6.3.

“**ROFR Notice**” shall have the meaning ascribed to it in Article 119.6.2.

“**ROFR Period**” shall have the meaning ascribed to it in Article 119.6.3.

“**ROFR Price**” shall have the same meaning ascribed to it in Article 119.6.2.

“**ROFR Securities**” shall have the meaning ascribed to it in Article 119.6.2.

“**ROFR Terms**” shall have the same meaning ascribed to it in Article 119.6.2.

“**ROFR Transferee**” shall have the same meaning ascribed to it in Article 119.6.1.

“**ROFR**” shall have the meaning ascribed to it in Article 119.6.1.

“**RS**” shall mean Mr. Rajesh Saluja, an Indian national , residing at C-2301, Lodha Bellissimo, N.M. Joshi Marg, Apollo Mills Compound, Mahalaxmi, Mumbai, 400011.

“**SEBI**” shall mean the Securities and Exchange Board of India;

“**Second Adjourned Board Meeting**” shall have the meaning ascribed to it in Article 116.6.2.

“**Second Adjourned General Meeting**” shall have the meaning ascribed to it in Article 117.3.3.

“**Sellers**” shall mean the ‘Sellers’ as defined under the SPA.

“**Share Capital**” means the total face value of all the issued and paid up Shares of the Company.

“**Share Equivalents**” means preference shares, debentures, bonds, loans, warrants, options, depository receipts, debt securities, loan stock, notes, or any other instruments, securities or certificates which are convertible into or exercisable or exchangeable for, or which carry a right to subscribe to or purchase, or which represent or bestow any beneficial ownership / interest in, the Equity Shares.

“**Share Swap Option Agreement**” shall mean the agreements entered between the Company and the Key Men and shall include the share swap option agreement (i) dated 16 February 2015 executed between the Company and RS; and (ii) dated 28 October 2016 executed between the Company and AB, for purchase of the shares of the relevant Qualifying Subsidiary by the Company from the relevant Key Man in consideration for issuance of such Shares of the Company.

“**Shareholder**” shall mean any Person who owns any Shares of the Company.

“**Shares**” means the Equity Shares and shall include Preference Shares of the Company.

“**SK**” shall mean Mr. Sameer Koticha, , an Indian national, residing at 2301 Raheja Princes, S.K. Bole Road, Dadar (West), Mumbai – 400 028.

“**SR**” shall mean Mr. Sunil Rohokale, an Indian national, residing at 601/602, Gomantashram, Chittaranjan Road, Vile Parle (East), Mumbai – 400057.

“**Subsidiary**” or “**Subsidiaries**” shall mean a subsidiary or subsidiaries of the Company as defined under the Act, whether in existence as on Closing Date or any time in the future.

“**Taxes**” means (i) any direct or indirect taxes including excise duties, stamp duties, customs duties, service tax, value added tax, sales tax, local taxes, cess, and (ii) all forms of deductions, withholdings, duties, imposts, levies, fees or other charges or taxes of a similar nature charged/levied by any Governmental Authority (including any penalty or costs or charges or interest payable in connection with any failure to pay the same), whether levied, collected, withheld or assessed.

“**Third Party**” shall mean any Person other than the Parties.

“**Third Party Deed of Adherence**” shall have the meaning ascribed to in the Agreement.

“**Transfer**” means to sell, gift, exchange, give, assign, transfer, transfer any interest in trust, alienate, Encumber, amalgamate, merge or suffer to exist (whether by operation of Law or otherwise) any Encumbrance on, or otherwise dispose of in any manner whatsoever, voluntarily or involuntarily, but shall not include transfers by way of testamentary or intestate successions, and the term “**Transferred**” shall have a meaning correlative to the foregoing. The term “**Transfer**”, when used as a noun, shall have a correlative meaning.

“**Vested Options**” shall have the same meaning as ascribed to it in the relevant ESOP Agreement of the Key Man.

“**Valid Quorum**” shall have the meaning ascribed to the term in Article 116.6.2.

## 116. **THE BOARD OF DIRECTORS AND ITS MEETINGS**

### 116.1 **Composition of the Board.**

116.1.1 The Board shall consist of a maximum of 15 (fifteen) Directors, nominated as follows (subject to Article 118 (*Reserved Matters*)):

- a. Each of the Promoters shall be entitled to themselves be appointed as a Director on the Board. The Chairperson of the Board shall be one of the two Promoters (“**Promoter Directors**”).

- b. The Promoters shall further be entitled to nominate two Key Men as Directors on the Board. As on the Closing Date, the Promoters have nominated SR and BS as Directors on the Board of the Company.
- c. The Investor shall be entitled to nominate such number of directors on the Board as is determined in accordance with the formula below, with the result (in case of a fraction) being rounded off to the nearest whole number (each such director, an “Investor Director”), provided however that the Investor shall (a) comply with the conditions set out in Article 127 (*Fall Away of Rights*) regarding the shareholding of the Investor in the Company; (b) subject to Article 127 (*Fall Away of Rights*), be entitled to nominate at least 1 (one) Director; and (c) in any event, be entitled to nominate Director(s) not more than a number that is one less than the number of Directors appointed by the Promoters, including the number of Key Men on the Board, collectively, as set out above:

$$\left( X = \frac{A}{B} \times C \right)$$

Where:

X = the number of Directors that the Investor is entitled to nominate on the Board;

A = the number of Equity Shares held by the Investor on a Fully Diluted Basis;

B = the number of Equity Shares on a Fully Diluted Basis; and

C = the total strength of the Board.

- d. In addition to the Investor Director, the Investor shall have a right to nominate an observer to the Board.
- e. It is clarified that the Key Men shall not be entitled to appoint any Directors on the Board of the Company irrespective of their shareholding in the Equity Share Capital of the Company.
- f. In addition to the above, the Company shall appoint such number of Directors as independent Directors as required under the Applicable Laws, and the Company shall ensure compliance with the Applicable Laws with respect to the appointment of such independent Directors.

## 116.2 Appointment, removal and retirement of Directors (including alternates and casual vacancies)

- 116.2.1 Upon any individual being nominated as a Director as per Article 116.1.1, the Shareholders shall exercise all voting rights at General Meetings and Board meetings (through their nominee Directors) so as to ensure appointment or removal of any individual nominated as per Article 116.1.1.
- 116.2.2 The rights of any Shareholder to nominate Directors as set out in Article 116.1.1, shall include the right of the nominating Shareholder at any time to require the Company, subject to the provisions of Applicable Law, to remove and/or replace from office such individual as a Director, and from time to time determine the tenure for which such individual shall hold office as Director.
- 116.2.3 The Shareholders entitled to nominate Directors as set out in Article 116.1.1, shall be entitled to nominate any person for appointment as an alternate Director(s) for any Director(s) nominated by them. The appointment of such nominee as alternate Director shall take place as the first item of business at the first Board meeting to be held subsequent to receipt by the Company of such nomination. The alternate Director shall generally perform all functions of the original Director in his/her absence and, shall be entitled to all the relevant rights and benefits of the original Director (whether under these Articles or otherwise), including being entitled to receive notice of all Board meetings and to attend (including being considered for determining the quorum, if applicable), participate in, and vote at Board meetings in place of the original Director.
- 116.2.4 The Shareholders entitled to nominate individuals as Directors as per Article 116.1.1 shall have the right to fill in any casual vacancy caused in the office of such Director(s), by reason of his/her resignation, death, removal or otherwise.

116.2.5 An Investor Director shall not be required to retire by rotation or hold any qualification Shares, provided however that, if an Investor Director is required for any reason whatsoever at any time to retire by rotation, the Existing Shareholders shall ensure that such retiring Investor Director is re-appointed at the same General Meeting in which such Investor Director is required to retire.

### **116.3 Reasonable Expenses**

116.3.1 The Company shall reimburse the Investor Director's reasonable expenses relating to their appointment, and performance of their duties as Directors, including expenses for attending meetings of the Board or committees such as air fare, boarding and lodging expenses.

### **116.4 Investor Director's Liability and Insurance**

116.4.1 The Company and the Existing Shareholders recognize that the Investor Director shall not have any day-to-day managerial powers and will not be a whole-time, managing or executive director of the Company and will not, subject to Applicable Law, be held responsible for any default or failure of the Company in complying with the provisions of any Applicable Laws. The Company and the Existing Shareholders shall consistently assert the position set out in this Article regarding the limited liability and responsibility of the Investor Director, in any Proceeding in which any liability is sought to be attached to the Investor Director.

116.4.2 The Company and the Existing Shareholders agree and undertake that: (i) they shall not identify the Investor Director or permit them to be identified as 'officers in default' of the Company, or occupier of any premises used by the Company, or as employers with respect to the employees of the Company, or 'compliance officers' or 'person-in-charge' or other equivalent position of responsibility under Applicable Laws; and (ii) they shall ensure that only the Directors other than the Investor Director, or other suitable individuals are nominated or identified as officers in default, occupiers, employers, compliance officers or persons-in-charge, as the case may be, in order to ensure that, to the maximum extent possible, that the Investor Director does not incur any liability for any default or failure of the Company in complying with the provisions of any Applicable Laws.

116.4.3 The Company shall obtain and maintain at all times an appropriate directors' and officers' liability insurance policy for the Directors. Further, subject to Applicable Law, the Company shall indemnify, defend and hold harmless each Investor Director, or alternate Investor Director, who was or is made a party, or is threatened to be made a party, to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action brought by or in the name of the Company), by reason of the fact that such Investor Director or alternate Investor Director is or was a Director, or otherwise relating to any action taken or omitted to be taken in such person's capacity as a Director, against all losses, liabilities, costs (including counsel fees and other legal costs), expenses, damages, penalties, actions, proceedings, claims and demands actually and reasonably incurred by him/her in connection with such suit, action or proceeding or the defence, litigation or settlement thereof. Provided however that the Company shall not indemnify such Director, or alternate Director, if such losses, damages liabilities etc. suffered by him is due to the Director having committed fraud, wilful misconduct and/or gross negligence.

### **116.5 Frequency, location and convening of Board Meetings**

116.5.1 Subject to any stricter requirements under Applicable Law, a minimum of 4 (four) meetings of the Board shall be held in a year and there shall not be more than a gap of 120 (one hundred and twenty) days between 2 (two) consecutive meetings. The Board will meet at such place and in such manner as the Board from time to time reasonably determines.

116.5.2 No meeting of the Board shall be held without providing at least 7 (seven) Business Days' prior written notice of the meeting to all the Directors, unless such a shorter notice receives the prior written consent of any Investor Director and at least 2 (two) Promoter Directors. Notices for Board meetings shall be provided to the addresses (including email and facsimile) of the Directors, as informed by them in writing to the Company from time to time.

116.5.3 Each notice of a meeting of the Board shall be accompanied by, inter alia, (a) an agenda setting out in detail the matters proposed to be discussed and/or voted upon at such meeting and identifying the Reserved Matter Items forming part of this agenda; (b) all relevant documents pertaining to the agenda items, which shall either be in the English language or shall be accurately translated into English.

116.5.4 Any item not included in the agenda of a Board meeting shall not be considered or put to vote at that meeting of the Board, without the prior written consent of any Investor Director, if such item is a Reserved Matter Item.

116.5.5 The Existing Shareholders and the Company shall ensure that any matter proposed by the Investor or any Investor Director for discussion in a Board meeting shall be included on the agenda of the next Board meeting of the Company.

#### 116.6 **Quorum**

116.6.1 **Quorum:** The quorum at a Board meeting shall be 2 (two) Directors or one-third of its total strength, whichever is higher. Provided, however, that, the quorum must include 1 (one) Investor Director to be present at the commencement and throughout the Board meeting, unless prior to commencement of the Board meeting, such requirement is waived in writing by the Investor. Notwithstanding anything to the contrary contained in these Articles, if the agenda for a Board Meeting includes any Reserved Matter Items and/ or Reserved Matter Items are otherwise proposed to be discussed or put to vote at such Board meeting, then the quorum must include: (i) 1 (one) Investor Director to be present at the commencement and throughout the Board meeting, unless prior to commencement of the Board Meeting, (a) such requirement is waived in writing by the Investor; and (b) prior written consent/ dissent for the Reserved Matter Item has been provided by the Investor; and (ii) 2 (two) Promoter Directors to be present at the commencement and throughout the Board meeting. However, if the agenda for a Board Meeting includes any Key Men Rights and/or any Key Men Rights are otherwise proposed to be discussed or put to vote at such Board meeting, then the quorum must include (i) at least one Key Man who is a member of the Board, to be present at the commencement and throughout the Board meeting; (ii) 1 (one) Investor Director to be present at the commencement and throughout the Board meeting unless prior to commencement of the Board Meeting, such requirement is waived in writing by the Investor; and (iii) 2 (two) Promoter Directors to be present at the commencement and throughout the Board meeting.

116.6.2 No business shall be transacted at any Board meeting unless there is a valid quorum as set out in accordance with Article 116.6.1 above (“**Valid Quorum**”) both at the time when the meeting commences and throughout the meeting. If a Valid Quorum is not present within 60 (sixty) minutes of the scheduled time for any Board meeting, or if during such Board meeting events transpire such that there is no longer a Valid Quorum, then such Board meeting shall stand adjourned to the same day in the following week at the same venue and time (or if such day is not a Business Day, to the next Business Day at the same time and venue). If at such adjourned Board meeting (“**First Adjourned Board Meeting**”), a Valid Quorum is still not present within 60 (sixty) minutes of the scheduled time for such First Adjourned Board meeting or if during such First Adjourned Board Meeting events transpire such that there is no longer a Valid Quorum, then such First Adjourned Board Meeting shall stand adjourned to the same day in the following week at the same venue and time (or if such day is not a Business Day, to the next Business Day at the same time and venue). If at such second adjourned Board” meeting (“**Second Adjourned Board Meeting**”) a Valid Quorum is still not present within 60 (sixty) minutes of the scheduled time for such Second Adjourned Board Meeting, the Directors present shall form quorum and the Board meeting may proceed, provided that no new agenda item is introduced by any of the Directors present (“**Deemed Quorum Meeting**”).

116.6.3 For avoidance of doubt, it is clarified that in the event any Reserved Matter Items are intended to be discussed at a Deemed Quorum Meeting, the Investor shall be bound by the resolutions passed at such meeting by majority of the Directors in relation to such Reserved Matter Items, even if the Investor Director is not present and the Investor has not affirmatively given its consent for such Reserved Matter Item.

#### 116.7 **Participation by Electronic Means**

116.7.1 The Directors may choose to be present at, participate in (including being considered for determining if quorum exists) and vote in the Board meetings by video- conferencing or such other contemporaneous communication permitted under Applicable Law. The Company shall ensure that such meetings are held in accordance with the provisions of Applicable Law including provision of appropriate video-conferencing facilities.

## 116.8 **Voting**

116.8.1 Each Director shall be entitled to exercise 1 (one) vote at Board meetings. Subject to Article 118 (*Reserved Matters*) and any requirements under the Act, a resolution shall be said to have been passed at a meeting of the Board, only if the resolution is passed by a majority of the Directors voting on the resolution.

## 116.9 **Circular Resolutions**

116.9.1 A written resolution circulated to all the Directors of the Board, whether in India or overseas, and approved in accordance with Applicable Law shall (subject to compliance with the relevant requirements of the Act) be as valid and effective as a resolution duly passed at a duly convened meeting of the Board. However, if the resolution proposed to be passed by circulation pertains to a Reserved Matter Item, then such resolution shall be valid and effective only if the written resolution has received prior written consent of the Investor in accordance with Article 118(*Reserved Matters*) or in the case the resolution proposed to be passed by circulation pertains to any Key Men Rights, then such resolution shall be valid and effective only if the written resolution has received prior written consent of the relevant Key Men in accordance with Article 118 (*Reserved Matters*).

116.9.2 Any resolution may be circulated by sending it to the addresses (including email and facsimile) of each of the Directors, as informed by them to the Company from time to time, and approved in accordance with Article 116.8 (*Voting*) and Article 118 (*Reserved Matters*).

116.9.3 A resolution passed by circulation shall be noted at the next meeting of the Board and shall be made part of the minutes of such meeting.

## 116.10 **Chairman and Casting Vote**

116.10.1 The chairman of the meeting shall always be a Promoter Director; provided, however, that the Promoters Directors shall be entitled to appoint any other director on the Board as a Chairman of any particular Board meeting. The chairman of a Board meeting shall have a casting vote in all matters save and except, for avoidance of doubt, in respect of Reserved Matter Items to which the Investor has not provided its consent.

## 116.11 **Committees**

116.11.1 The Board may constitute committees of the Board as may be required under Applicable Law, or otherwise as the Board may deem necessary from time to time. The Directors appointed to the committees shall be in the same proportion as the Directors appointed to the Board subject to at least 1 (one) Investor Director and at least 1 (one) Promoter Director being a member of all such committees. Subject to Applicable Law, the provisions relating to meetings of the Board (including those pertaining to the notice, agenda, quorum and voting), as above, shall apply mutatis mutandis to any committee meetings.

## 116.12 **Minutes**

116.12.1 The substance of the course of the proceedings of a Board meeting and the results thereof shall be recorded in minutes in the English language and shall bear the name and/or signature of the chairman, both in accordance with the provisions of Applicable Law.

## 117. **GENERAL MEETINGS**

### 117.1 **Frequency**

117.1.1 An annual General Meeting of the Company shall be held each calendar year within 6 (six) months following the end of the previous Financial Year of the Company. All other General Meetings, other than the annual General Meeting, shall be extraordinary General Meetings. All General Meetings shall be convened by the Company or by any Shareholder and shall be so convened and held in accordance with applicable Law and these Articles.

## 117.2 Notice

- 117.2.1 A minimum 21 (twenty-one) days' prior written notice shall be provided to all Shareholders of any proposed General Meeting, accompanied by the agenda for such General Meeting, unless approval for such General Meeting to be called at shorter notice is given in accordance with the Act. Provided however that in case of an annual General Meeting, the Board shall also provide the Company's previous Financial Year's audited financial statements to all Shareholders at least 21 (twenty- one) days before the annual General Meeting is held to approve and adopt the audited financial statements.
- 117.2.2 Each notice of a General Meeting shall be accompanied by, inter alia, (a) an agenda setting out in detail the matters proposed to be discussed and/or voted upon at such meeting and identifying the Reserved Matter Items forming part of this agenda; (b) all relevant documents pertaining to the agenda items, which shall either be in the English language or shall be accurately translated into English.
- 117.2.3 Any item not included in the agenda of a General Meeting shall not be considered or put to vote at that meeting, without the prior written consent of the Investor.

## 117.3 Quorum

- 117.3.1 The quorum for all General Meetings shall be a minimum of 2 (two) Shareholders, provided however that at least 1 (one) representative of the Investor, to be present at the commencement and throughout the meeting, unless such requirement is waived in writing by the Investor. Provided however that if the agenda for a General Meeting includes any Reserved Matter Items and/or Reserved Matter Items are otherwise proposed to be discussed or put to vote at such meeting, then the quorum must include:
- a. at least 1 (one) representative of the Investor, to be present at the commencement and throughout the meeting, unless (i) such requirement is waived in writing by the Investor; and (ii) prior written consent/ dissent for the Reserved Matter Item has been provided by the Investor; and
  - b. 2 (two) of the Promoters, to be present at the commencement and throughout the General Meeting.

However, if the agenda for a General Meeting includes any Key Men Rights and/or any Key Men Rights are otherwise proposed to be discussed or put to vote at such meeting, then the quorum must include (i) all the Key Men who are Shareholders, to be present at the commencement and throughout the meeting; (ii) at least 1 (one) representative of the Investor, to be present at the commencement and throughout the meeting, unless such requirement is waived in writing by the Investor; and (iii) 2 (two) of the Promoters, to be present at the commencement and throughout the General Meeting.

- 117.3.2 No business shall be transacted at any General Meeting unless there is a valid quorum as set out in accordance with Article 117.3.1 above ("**General Meeting Valid Quorum**") both at the time when the meeting commences and throughout the meeting. If a General Meeting Valid Quorum is not present within 60 (sixty) minutes of the scheduled time for any General Meeting, or if during the General Meeting events transpire such that there is no longer a General Meeting Valid Quorum, then such General Meeting shall stand adjourned to the same day in the following week at the same venue and time (or if such day is not a Business Day, to the next Business Day at the same time and venue).
- 117.3.3 If at such adjourned General Meeting ("**First Adjourned General Meeting**"), a General Meeting Valid Quorum is still not present within 60 (sixty) minutes of the scheduled time for such First Adjourned General Meeting or if during such First Adjourned General Meeting events transpire such that there is no longer a General Meeting Valid Quorum, then such First Adjourned General Meeting shall stand adjourned to the same day in the following week at the same venue and time (or if such day is not a Business Day, to the next Business Day at the same time and venue). If at such second adjourned General Meeting ("**Second Adjourned General Meeting**"), a General Meeting Valid Quorum is still not present within 60 (sixty) minutes of the scheduled time for such Second Adjourned General Meeting, the Shareholders present shall form a quorum as per Applicable Law and the General Meeting may proceed, provided that no new agenda item is introduced by any of the Shareholders present ("**Deemed Quorum General Meeting**").
- 117.3.4 For avoidance of doubt, it is clarified that in the event any Reserved Matter Items are intended to be discussed at a Deemed Quorum General Meeting, the Investor shall be bound by the resolutions passed at such meeting by the majority of members, in relation to such Reserved Matter Item, even if the

representatives of the Investor are not present and the Investor has not affirmatively given its consent to such Reserved Matter Item.

#### 117.4 **Voting**

117.4.1 At all General Meetings of the Shareholders, resolutions put to the vote of the meeting shall be decided on a show of hands, unless, before or upon the declaration of the results of the show of hands a poll is demanded in the manner prescribed under the Act. On a poll, every Shareholder present in person, by proxy or if a company, by representative, shall have one vote for each Equity Shares held by such Shareholder.

#### 117.5 **Chairman**

117.5.1 The Promoters present at a General Meeting of the Company shall appoint the chairman for the meeting.

#### 117.6 **Minutes**

117.6.1 The substance of the course of the proceedings of a General Meeting and the results thereof shall be recorded in minutes in the English language and shall bear the name and/or signature of the chairman. The company secretary shall send a copy of the minutes of each General Meeting to each Shareholder within 30 (thirty) days after each such meeting.

#### 118. **RESERVED MATTERS**

118.1 The Parties agree that any actions, decisions and/or resolutions in relation to the matters set out below in relation to the Company (“**Reserved Matter Items**”):

- (i) Modifications to the capital structure and any issue or allotment, variation of rights, redemption, conversion, exchange, creation of new classes or reclassification of any outstanding Shares, restructuring, reorganization including splits or consolidations in respect of any Shares, issuance of any new employee stock options of the Company whether pursuant to the Key Man Agreements or otherwise to the Key Men and/or new Key Management Personnel;
- (ii) Any amendment to the privileges, powers or rights granted to Investor under the Agreement or these Articles;
- (iii) The incurrence of Indebtedness, which would cause the overall debt of the Company to exceed its Equity Share Capital on a Fully Diluted Basis, i.e., the debt to equity ratio of the Company, becoming more than 1:1; or incurring of any unplanned debt, guarantee or security;
- (iv) Any change in Control of the Company by any means whatsoever;
- (v) Any approval of the budgets, annual accounts or Business Plan or any alteration thereto;
- (vi) Any change in the Memorandum and Articles of the Company;
- (vii) Any changes in the composition, strength or structure of the Board (including appointment, re-appointment or removal of any Directors) or creation or change in the terms of reference and powers delegated to any committees;
- (viii) Any appointment, re-appointment or termination of auditors (statutory or internal) or Key Management Personnel and approving or revising the terms of engagement or employment thereof;
- (ix) Change in Company’s Business, commencement of any new line of business, which is unrelated to the Business or any change in the business of the Company;
- (x) Any creation of subsidiaries, restructuring, mergers, joint ventures, acquisitions, strategic partnerships or financial alliances, amalgamations, consolidations, spin-offs, sale of substantial Assets or other similar or related actions;

- (xi) Any investments or (acquiring, trading or selling) in shares, securities, debentures or bonds in any other company or any activity relating to derivative transaction (other than short term liquid investments in banks);
- (xii) Any creation of Encumbrance over, Transfer or purchase of Assets (other than trade inventory), (either individually or as a series or related transactions) where the consideration exceeds ₹ 10,00,00,000/- (Rupees Ten Crore only) and/or the value of the Assets exceeds ₹ 10,00,00,000/- (Rupees Ten Crore only);
- (xiii) Any transactions with Related Parties (other than between the Company and any of its Subsidiaries);
- (xiv) Listing of any Shares including approving the IPO (other than QIPO) and determining the timing, pricing, lead manager, underwriter and a Recognised Stock Exchange;
- (xv) Declaration or payment of any dividend or other distribution by the Company or the redemption, buy-back, or repurchase of any Shares;
- (xvi) Creation or modification of any employee stock option plan or scheme;
- (xvii) Any change in the Financial Year for preparation of audited accounts;
- (xviii) Any infusion of funds or capital into ASK Financial Holdings Private Limited, whether by way of debt or equity, till such time the RBI Approval has been received by ASK Financial Holdings Private Limited;

shall not be taken (whether by the Board, any Director, any committee, the Shareholders of the Company or any of Key Management Personnel, the employees, agents or officers of the Company) without the prior written consent of the Investor or its representatives at the Board or General Meeting, as may be applicable, and if such actions, decisions and/or resolutions are taken without such consent, they shall be *void ab initio*.

118.2 The Company shall endeavour but shall not be obliged to obtain the consent of the Key Men with respect to the following actions:

- a. Declaration of dividends otherwise that as per the agreed dividend policy;
- b. for any further issuance of Shares;
- c. Formulation and approving the multi-year Business Plan of the Company; and
- d. Formulating an approving annual budget of the Company (including but not limited to marketing plan). Financial policies of the Company (including but not limited to funding matters, investment and divestment matters, dividend and share capital matters as well as credit policies).

118.3 Notwithstanding anything to the contrary contained in these Articles, the Parties agree that any actions, decisions and/or resolutions in relation to the following matters shall not be taken (whether by the Board, any Director, any committee, the Shareholders of the Company or any of Key Management Personnel, the employees, agents or officers of the Company) without the prior written consent of the Key Men and if such actions, decisions and/or resolutions are taken without such written consent, they shall be *void ab initio* ("**Key Men Rights**"):

- a. Any change in rights, preferences, privileges or powers of the Key Men in their capacity of Shareholders;
- b. Any action that reclassifies any Shares into Shares having preference or priority as to dividends or assets;
- c. Any investment of the Company's/Subsidiary's funds into new businesses other than the Business or partial or full divestment of stake of the Company/Subsidiary in any existing Business; and

- d. Grant of any loan to any third party, other employees of the Company other than in Ordinary Course of Business.

118.4 Notwithstanding anything contrary contained in these Articles, the Investor hereby agrees to not exercise any right under this Article 118 (*Reserved Matters*) in any manner that shall, directly or indirectly, prevent the Company or the Promoters from exercising and honouring their rights and obligations in respect of (i) transfer/buyback of Shares held by such Key Man; or (ii) receipt of any compensation, remuneration or benefits, agreed pursuant to the Key Men Agreements (“**Non-Conflict Provisions**”).

## 119. RESTRICTION ON TRANSFER OF SHARES

### 119.1 General Restrictions

119.1.1 No Party shall Transfer any Shares or any right, title or interest in any Share held by them unless the Transfer is in conformity with the provisions of these Articles. Any Transfer or attempt to Transfer Shares by any of the Parties in breach of these Articles shall be null and void ab initio, and shall not be binding on the Company and the Company shall not register such Transfer.

119.1.2 None of the Promoters, the Key Men or the Investor shall, either by themselves or jointly with another Person, place their Shares in a voting trust or enter into a voting agreement or similar arrangement with respect to their Shares. This prohibition shall not apply to: (i) proxies granted in accordance with these Articles and Applicable Law; and (ii) with respect to the Promoters, any agreement whereby any Promoter’s Relatives or Affiliates are made beneficiaries of such voting trust or similar arrangement, provided that the Promoters remain in Control of the Company subsequent to such agreement or arrangement.

119.1.3 The Parties hereby agree that the Transfer restrictions in these Articles (and subsequently incorporated into these Articles) shall not be capable of being avoided by the holding of Shares indirectly, whether through another Person or in any other manner.

119.1.4 The Parties agree that notwithstanding anything to the contrary in these Articles, any Transfer to any Affiliate, nominee or Third Party under these Articles shall be effective and recorded by the Company only after the execution of the Third Party Deed of Adherence or the Affiliate Deed of Adherence, as the case may be.

119.1.5 It is clarified that the nothing in this Article 119.1 shall apply to the Transfer of Shares held by the Investor pursuant to an IPO.

### 119.2 Lock-in and Encumbrances

119.2.1 Without prior written consent of the Promoters, the Investor shall not be permitted to Transfer any Shares held by them for a period of 3 (three) years from the Closing Date (“**Lock-in Period**”) except for (i) permitted transfers in accordance with Article 119.4 (Permitted Transferees) and (ii) transfer pursuant to an initial public offering or a pre-IPO placement.

119.2.2 After the expiry of the IPO Period, subject to Article 119.1 (*General Restrictions*), Article 119.2.4 (*Lock in and Encumbrances*), Article 119.3 (*No Transfer to Competitors*) and Article 119.5 (*Right of First Offer*), the Shares of the Investor shall be freely transferable and tradable.

119.2.3 As long as the Investor continues to hold Shares in the Company, the Key Men shall not be permitted to Transfer any Shares held by them without the prior written consent of the Investor, save and except as per the events set out in Article 120.1 (*Key Men Exit*) or in accordance with Article 122.2 (*Promoter Anti-Dilution*) or when the Investor is transferring its Shares in accordance with Article 120.2 (*Initial Public Offering*), Article 120.3 (*Buy-back by the Company*), Article 120.4 (*Purchase by the Promoters*), Article 120.5 (*Third Party Sale*), and Article 120.6 (*Investor Drag*). Subject to Article 120.2 (*Initial Public Offering*) and Article 120.6 (*Investor Drag*), the Promoters shall not Transfer any Shares held by them in the Company. It is clarified that, as long as the Investor continues to hold Shares in the Company, the Promoters shall hold 41.71% (forty one point seven one percent) of the Equity Share Capital on a Fully Diluted Basis save and except where new options are issued/ granted to the Key Men and/ or other senior employees of the Company.

119.2.4 At any time, the Parties shall not create or allow Encumbrances to exist over the Shares held by them except without the prior written consent of the Board, other than any Encumbrance created by the Investor for the purposes of an initial public offering.

119.2.5 It is clarified that the nothing in this Article 119.2 shall apply to the Transfer of Shares held by the Investor pursuant to an IPO.

### 119.3 No Transfer to Competitors

119.3.1 Except as set out in Article 120.5 (*Third Party Sale*) and pursuant to an initial public offering, the Parties shall not Transfer their Shares to a Competitor.

119.3.2 It is clarified that the nothing in this Article 119.3 shall apply to the Transfer of Shares held by the Investor pursuant to an IPO.

### 119.4 Permitted Transferees

119.4.1 The Parties may, at any time, Transfer all or any of the Shares to any of their respective Affiliates, without complying with the restrictions on Transfer as set out in this Article 119 (*Restrictions on Transfer of Shares*), provided that the Affiliate agrees to adhere to the Agreement by executing an Affiliate Deed of Adherence. In the event that an Affiliate of either of the Parties, to whom a Transfer has been made in accordance with this Article 119.4.1 (*Permitted Transferees*), ceases to be an Affiliate of such Party, then such Party shall inform the other Parties and shall ensure that the Shares are Transferred back to such Party, from such Affiliate within 5 (five) Business Days prior to such Affiliate ceasing to be an Affiliate or in case that such Affiliate involuntarily ceases to be an Affiliate, no later than 5 (five) Business Days from such Affiliate ceasing to be an Affiliate.

### 119.5 Right of First Offer

119.5.1 Subject to the restrictions set out in Articles 119.2.1 (*Lock-in and Encumbrances*), Article 120.3 (*No Transfer to Competitors*) and Article 120.2. (*Initial Public Offer*), if the Investor intends to Transfer any or all of its Shares to a Third Party (“*ROFO Transferee*”) then the Promoters, or their Affiliates, as the case may be (“*Promoter Transferee*”) shall have a right of first offer with respect to the Shares proposed to be Transferred, in the manner set out below (“*ROFO*”).

119.5.2 The Investor shall send a written notification to the Promoter Transferees providing the number of Shares (“*ROFO Shares*”) intended to be sold (“*ROFO Notice*”).

119.5.3 The Promoter Transferee may exercise the ROFO with respect to a Transfer proposed in a ROFO Notice within a period of 30 (thirty) days from the date of receipt of the ROFO Notice (“**ROFO Notice Period**”) by offering to acquire all of the ROFO Shares by way of full cash consideration by delivering to the Investor, a written notice of exercise of ROFO (“**ROFO Acceptance Notice**”). The ROFO Acceptance Notice shall set out the price per ROFO Share offered by the Promoter Transferee (“**ROFO Price**”), the payment mechanism and all other terms and conditions, that are reasonable and customary to such transaction under which the Promoter Transferee is willing to purchase the ROFO Shares (together with the ROFO Price, referred to as the “**ROFO Terms**”). Such ROFO Acceptance Notice shall be irrevocable. In the event that the Promoter Transferee does not respond to the ROFO Notice within the ROFO Notice Period as set out above, or provides in writing that it shall not exercise the ROFO within the ROFO Notice Period, then the Promoter Transferee shall cease to have the right of first offer to purchase the ROFO Shares and the Investor shall have the right to freely transfer all or part of the ROFO Shares to the ROFO Transferee at any price and on any terms acceptable to the ROFO Transferee. Any sale of ROFO Shares to a ROFO Transferee under this Article 119.5.3 shall be consummated within 8 (eight) months from the expiry of the ROFO Notice Period or from the date of receipt of necessary approvals under Applicable Law, whichever is later, failing which any proposed Transfer of the ROFO Shares shall once again be subject to the ROFO, including the requirement to issue a fresh ROFO Notice.

119.5.4 In the event the ROFO Terms set out in the ROFO Acceptance Notice are acceptable to the Investor, the Investor shall, within 10 (ten) Business Days of the date of receipt of the ROFO Acceptance Notice (“**Acceptance Notice Period**”), communicate such acceptance to the Promoter Transferee by sending a written notice signifying the Investor’s irrevocable acceptance (“**Consent Notice**”).

- 119.5.5 The Investor shall, within 30 (thirty) days from the expiry of the Acceptance Notice Period, Transfer the ROFO Shares to the Promoter Transferee on the ROFO Terms. However, the Investor shall not be required to provide any representations and warranties to the Promoter Transferee, other than: (i) as to good title to such ROFO Shares; (ii) absence of Encumbrance with respect to such ROFO Shares; and (iii) the Investor's power and authority to undertake the proposed Transfer of the ROFO Shares.
- 119.5.6 In the event that the Investor does not indicate its acceptance by delivering the Consent Notice in accordance with Article 119.5.4 above or provides a written notice rejecting the ROFO Acceptance Notice, the Investor shall have a right to freely Transfer all or part of the ROFO Shares to the ROFO Transferee at a price that is at least equal to or greater than the price offered by the Promoter Transferee and on terms that are no less favourable than the ROFO Terms specified under the ROFO Acceptance Notice. Any sale to a ROFO Transferee shall be consummated within 8 (eight) months from the expiry of the Acceptance Notice Period or from date of receipt of necessary approvals under Applicable Law, failing which any proposed Transfer of the ROFO Shares shall once again be subject to the ROFO, including the requirement to issue a fresh ROFO Notice.
- 119.5.7 For avoidance of doubt, it is clarified that this Article 119.5 shall not apply to any proposed Transfer of Shares by the Investor pursuant to an initial public offering.

#### 119.6 **Right of First Refusal**

- 119.6.1 Subject to the restrictions set out in Articles 119.1 (*General Restrictions*), Article 119.2.3 (*Lock-in and Encumbrances*), Article 119.2.4 (*Lock-in and Encumbrances*), and Article 119.3 (*No Transfer to Competitors*), if a Key Man proposes to Transfer all or part of its Shares to a Third Party who is willing to purchase such Shares ("**ROFR Transferee**") then the Promoters, or their nominees shall have a right of first refusal with respect to the Shares proposed to be Transferred, in the manner set out below ("**ROFR**").
- 119.6.2 The Key Man transferring the Shares shall send a written notification to the Promoters, or their nominees, as the case may be, regarding the proposed sale to the Third Party ("**ROFR Notice**"), including the following details: (i) the number of Shares proposed to be Transferred ("**ROFR Securities**"); (ii) the proposed consideration (including details and a valuation report from a Big Four Accounting Firm for any non-cash consideration) ("**ROFR Price**") and the other material terms and conditions in relation to the Transfer (together with the ROFR Price, the "**ROFR Terms**"); (iii) the name and identity of the ROFR Transferee.
- 119.6.3 The Promoters, or their nominees, may exercise his ROFR with respect to a Transfer proposed in a ROFR Notice, within a period of 30 (thirty) days from the date of receipt of the ROFR Notice ("**ROFR Period**") by delivering to the Key Man a joint written notice of exercise of ROFR ("**ROFR Acceptance Notice**"). The ROFR Acceptance Notice shall set out the number of ROFR Securities that the Promoters, or their nominees, are willing to purchase on the ROFR Terms ("**ROFR Accepted Securities**").
- 119.6.4 Upon receipt of a duly issued ROFR Acceptance Notice from the Promoters, or their nominees, the Key Man shall, within 12 (twelve) months of the date of the ROFR Acceptance Notice, Transfer the ROFR Accepted Securities to the Promoters (or their respective nominees) in a proportion of their respective inter-se shareholdings in the Company and on the ROFR Terms, accompanied by customary representations and warranties regarding: (i) good title to such ROFR Accepted Securities; (ii) absence of Encumbrance with respect to such ROFR Accepted Securities; and (iii) the Key Man's power and authority to undertake the proposed Transfer of the ROFR Accepted Securities. It is clarified that the Promoters may exercise their rights hereunder either by themselves or through their nominee(s), subject to such nominee(s) executing the Affiliate Deed of Adherence and the Promoters may require the Key Men to give additional representations or warranties or provide indemnities with respect to the governance and the Business of the Company.
- 119.6.5 In the event that the Promoters or their nominees refuse to buy any or all of the ROFR Securities and/or do not respond to the ROFR Notice within the ROFR Period, then, the Key Man shall be entitled to Transfer the ROFR Securities not taken up by the Promoters or their nominees at a price not less than the ROFR Price and on terms not more favourable than the ROFR Terms to the ROFR Transferee.
- 119.6.6 If the Transfer by the Key Man to the ROFR Transferee is not completed within a period of 180 (one hundred and eighty) days from the expiry of the ROFR Period or from the date of receipt of necessary

approvals under Applicable Law, then any proposed Transfer of the ROFR Securities shall once again be subject to the ROFR, including the requirement to issue a fresh ROFR Notice.

## 119.7 **Other Conditions**

- 119.7.1 Where any part of the Investor's shareholding in the Company is being Transferred to a Third Party, the Company, the Investor and the Existing Shareholders shall do and procure to be done all acts, deeds and things, execute or procure the execution of all such other documents and exercise all rights and powers available to them in relation to any Person, including without limitation passing necessary Board and Shareholder resolutions for approving such Transfer, recording and registering such Share Transfer, provide all co-operation, assistance and support for carrying out customary due diligence on the Company, entering into legally binding contracts, providing customary representations and warranties regarding: (i) good title; (ii) absence of Encumbrance; and (iii) power and authority to undertake the proposed Transfer, to ensure the complete fulfilment, observance and performance of the obligations in connection with any Transfer of Shares in accordance with these Articles. It is clarified that support and cooperation with respect to due diligence on the Company in connection with such Transfer of Shares by the Investor in accordance with these Articles shall be provided only when 5% or more of the Investor's shareholding in the Equity Share Capital of the Company on a Fully Diluted Basis is being Transferred to a Third Party.
- 119.7.2 Should any Authorisations be required for any Transfer of Shares and/or giving effect to any of the exit options under these Articles, the transferor or the transferee or both together and the Company, the Investor and the Existing Shareholders, as the case may be, shall make or cause to be made an application to such Governmental Authority and shall in good faith do all acts and deeds as may be necessary or required under applicable Law to obtain such Authorisation. The time period for consummation of any Transfer contemplated by these Articles including in connection with the exit options shall stand suspended during the time period required to obtain the Authorisation, and no Party shall be deemed to be in violation of these Articles solely by reason of its inability to complete a Transfer pending receipt of any such Authorisation.
- 119.7.3 It is clarified that in order for RS and AB to exercise the rights and obligations accorded to them under this Article 119 (*Restriction on Transfer of Shares*), RS and AB shall first exercise their rights under their respective Share Swap Option Agreement and require the Company to issue its Shares to RS and AB in accordance with the terms of such Share Swap Option Agreement.
- 119.7.4 It is clarified that nothing in this Article 119.7 shall apply to the Transfer of Shares held by the Investor pursuant to an IPO.

## 120. **EXIT**

### 120.1 **Key Men Exit in cases of termination of employment**

- 120.1.1 Notwithstanding anything in Article 119 (*Restriction on Transfer of Shares*) above, in the event of death or the Disability of a Key Man, the Shares of the deceased/ Disabled Key Man (including all Shares issued upon conversion of the employee stock options vested on such Key Man) shall be compulsorily bought back/ purchased, within 12 (twelve) months of the event of death/ Disability of such Key Man, by either one or a combination of the following methods:
- (i) buy-back by the Company, subject to Applicable Law; or
  - (ii) purchase by the Promoters, in proportion of their inter se shareholding in the Company,
- in the manner that the Promoters, in their sole discretion, decide. The Shares shall be bought back/ purchased at a Fair Market Value, calculated as on date of death or Disability of a Key Man, from the Key Man, Key Man's successors, guardians and permitted assigns, as the case may be.
- 120.1.2 The receipt of consideration by such Key Man or his successors, guardians or permitted assigns, as the case may be and Transfer of Shares by such Key Man or his successors, guardians and permitted assigns shall take place simultaneously. The successors, guardians and permitted assigns shall not have any rights under these Articles. It is clarified that the successors, guardians and permitted assigns of the Key Man shall also not have the right to transfer the Shares of such Key Man to any Third Party in any circumstance whatsoever.

120.1.3 In the event of (i) loss of Qualifying Post of the Key Man on account of Resignation; (ii) termination of employment of the Key Man, without Cause, or (iii) retirement or early retirement of the Key Man:

- a. The Key Man may exercise any of the employee stock options vested upon him and the Company shall issue corresponding Shares to such Key Man upon his exercise of the employee stock options;
- b. such Key Man or his Affiliate shall be entitled to, at his discretion: (i) continue to hold Shares of the Company, provided however that the Key Man shall no longer be entitled to any Key Men Rights or any other rights available to such Key Man under these Articles; or (ii) sell all or part of such Shares to a Third Party, provided that such a Third Party is neither a Competitor nor is deemed undesirable by the Promoters for reasons as shall be specified in writing by the Promoters to such Key Man;
- c. The sale of any Shares to a Third Party pursuant to Article 120.1.3.b above by the Key Man shall be subject to a right of first refusal in favour of (i) the Company for a buyback in accordance with Article 120.3.1 (*Buy-Back by Company*) and Article 120.3.2 (*Buy-Back by Company*), which shall *mutatis mutandis* apply and all references to Investor therein shall apply to Key Men; or (ii) the Promoters to purchase in accordance with Article 120.4 (*Purchase by the Promoters*). The Promoters shall, at their sole and absolute discretion, (iii) purchase all or part of the Key Man's Shares; or (ii) cause the Company to buy-back all or part of the Shares held by the Key Man;
- d. Notwithstanding anything contained in Article 119.6 (*Right of First Refusal*) of the above, in respect of Shares held by SR or his Affiliate, in the event that SR or his Affiliate is not able to sell his Shares to a Third Party within 180 days, from the date of the Resignation, termination or retirement or early retirement, as the case may be, the Shares of SR or his Affiliate shall be mandatorily and obligatorily be either (i) bought back by the Company (subject to Applicable Law); or (ii) purchased by the Promoters in proportion of their *inter se* shareholding in the Company, at a discount of 20% (twenty percent) on the Fair Market Value of the Shares calculated as on date of Resignation, termination, retirement or early retirement of employment of SR, within 12 months from the date of Resignation, termination or retirement or early retirement, as the case may be. The Promoters shall decide at their sole and absolute discretion whether to (i) purchase the Shares of SR, or (ii) cause the Company to buy back the Shares held by SR.
- e. The Company and/or the Promoters shall provide financial assistance to SR to convert his vested employee stock options into Equity Shares of the Company. The Company or the Promoters may avail a bridge loan or interim finance at the prevailing market rate, or use any other means to provide SR such financial assistance as may be necessary to convert his vested employee stock options into Equity Shares of the Company. It is clarified that the cost of financing and funding shall be borne by SR and these shall be deducted before the release of any proceeds from sale of Equity Shares of SR.

120.1.4 In the event of termination of employment of any of the Key Man (except SR), with Cause:

- a. such Key Man shall be obligated to transfer all such Shares held by him or his Affiliate to the (i) Company, by way of a buyback by the Company in accordance with Applicable Law; or (ii) Promoters (or its Affiliates) by way of sale, in proportion of their *inter se* shareholding in the Company, within 6 (six) months from the date of such termination. The Promoters shall, at their sole and absolute discretion, either (i) purchase all or part of the Key Man's Shares; or (ii) cause the Company to buy-back all or part of the Shares held by the Key Man, at a price which is 25% less than the Fair Market Value of the Shares being transferred. The Fair Market Value shall be determined as on the date of termination of employment of such Key Man.

120.1.5 In the event of termination of employment of SR, with Cause:

- a. SR shall be obligated to transfer all such Shares held by him or his Affiliate to the (i) Company, by way of a buyback by the Company in accordance with Applicable Law; or (ii) Promoters (or its Affiliates) by way of sale, in proportion of their *inter se* shareholding in the Company, within 6 (six) months from the date of such termination. The Promoters shall, at their sole and absolute

discretion, either (i) purchase all or part of the Key Man's Shares; or (ii) cause the Company to buy-back all or part of the Shares held by the Key Man, at a price which is 20% less than the Fair Market Value of the Shares being transferred. The Fair Market Value shall be determined as on the date of termination of employment of such Key Man.

- 120.1.6 The Parties acknowledge that the Key Men shall be entitled to hold all their Vested Options throughout the Exercise Period and shall be entitled but not obligated to exercise such Vested Options. For the avoidance of doubt, it is hereby clarified that the Key Men shall be entitled to hold all their Vested Options for the entire Exercise Period, regardless of their employment with the Company. Notwithstanding the aforementioned, in the event that there has been a cessation in the employment of the Key Man (except by way of termination with Cause or by way of death or Disability), and after such cessation there occurs a Liquidity Event, the Key Man shall be obligated (at the sole and absolute discretion of the Company and / or the Promoters and without any obligation on the Company and / or the Promoters) to Exercise his Vested Options and immediately thereafter transfer / sell / tender the Shares held by him after such Exercise, as part of the Liquidity Event, in a manner as may be required by the Company and / or the Promoters, as may be applicable.
- 120.1.7 In the event of Exercise of the Vested Options held by the Key Man, as the case may be, due to occurrence of a Liquidity Event, in accordance with Article 120.1.6 above, the Company and / or the Promoters shall be mandatorily bound and obligated to provide compulsory financial assistance to the Key Man, to convert his entire Vested Options into Shares.
- 120.1.8 Notwithstanding Article 120.1.6 and 120.1.7. above, in the event of Exercise of the Vested Options held by the Key Man for the purposes of a third party sale by the Key Man pursuant to Article 120.5 (Third Party Sale), the Company and / or Promoters shall compulsorily provide financial assistance to the Key Man as the case may be, to convert his entire Vested Options into Shares.
- 120.1.9 The Company and / or Promoters may provide such financial assistance, as required under Article 120.1.7 and Article 120.1.8 above, by availing a bridge loan or interim finance at the prevailing market rate, or by any other means. Such finance and its funding costs shall be borne by the Key Man, as the case may be, and these shall be deducted before the release of any proceeds from the sale of Shares to the Key Man. Further, irrespective of whether such financial assistance is provided or not, the Company and /or Promoter shall ensure that the Key Man receives the equivalent consideration for the Vested Options on an as-if-converted basis upon the trigger of any of the Liquidity Events described above resulting in the transfer/sale/tender of the Key Man's Shares.
- 120.2 Initial Public Offer**
- 120.2.1 After the expiry of the Lock-in Period, the Company shall, and the Promoters shall ensure that the Company shall, subject to market conditions, undertake to procure an IPO/ QIPO such that the listing of the Equity Shares is completed within the expiry of 15 months from the Lock-in Period ("**IPO Period**").
- 120.2.2 In the event that such IPO/ QIPO is not completed within the IPO Period, then the Investor shall have the right but not the obligation to sell any or all of its Shares to a Third Party, in accordance with Article 120.5.1 (*Third Party Sale*) below. Notwithstanding anything contained in this Article 120.2.2, the Company shall, and the Promoters shall ensure that the Company shall, subject to market conditions, continue to undertake to procure an IPO/ QIPO of the Company after the expiry of the IPO Period.
- 120.2.3 If prior to the expiry of 6 years from the Closing Date, the Investor is unable to get an exit from the Company pursuant to Article 120.2.1 (*Initial Public Offer*), Article 120.2.2 (*Initial Public Offer*), Article 120.3 (*Buy-Back by the Company*), Article 120.4 (*Purchase by the Promoters*) or Article 120.5.1 (*Third party Sale*), then Investor shall have the right but not the obligation to: (i) sell any or all of its Shares to a Third Party, in accordance with Article 120.5.2 (*Third Party Sale*), as the case may be; and (ii) exercise the Investor Drag Rights as set out in Article 120.6 (*Investor Drag*).
- 120.2.4 The IPO/ QIPO shall be carried out as follows:
- a. The Promoters and the Investor shall mutually agree on and appoint the SEBI Category - I Merchant Banker for the IPO/ QIPO ("**Merchant Banker**").
  - b. The Merchant Banker shall evaluate an IPO / QIPO of the Company and submit a report to the Board. If the Merchant Banker recommends the IPO/ QIPO, then based on the report of the

Merchant Banker which shall consist of the price and other recommendatory specifics of the IPO/ QIPO, including the offer for sale component, the Board shall evaluate whether to undertake a QIPO or an IPO (other than a QIPO) of the Company which shall be subject to the right of the Investor under Article 118 (*Reserved Matters*).

- c. It is, however, clarified that listing of Equity Shares pursuant to a QIPO and all actions/ matters in relation to such listing shall require approval of majority of the Board and shall not be considered as Reserved Matter under Article 118(*Reserved Matters*) and accordingly, while evaluating a QIPO, the Investor shall not be entitled to exercise its veto rights. It is further clarified that listing of Equity Shares pursuant to an IPO (other than a QIPO), and all actions/ matters regarding such IPO (other than a QIPO) shall be considered to be a Reserved Matter Item.
- d. Subject to Article 118 (*Reserved Matters*), all matters with respect to the IPO other than as specifically set out herein (including, the timing of undertaking such IPO, offer price per Equity Share, the mode of the issue, the size of the issue, underwriters (if any) and the legal counsel to be appointed and such related matters) in relation to the IPO shall be determined by the Board.
- e. The Company and the Existing Shareholders shall take all such steps, and extend all such necessary co-operation to the lead managers, underwriters (if any) and other advisors as may be required for undertaking the IPO/ QIPO including: (i) preparing and signing the relevant offer documents; (ii) conducting road shows with the necessary participation of senior management; (iii) entering into appropriate and necessary agreements; (iv) providing all information and documents necessary to prepare the offer documents; (v) making the relevant filings with appropriate Governmental Authorities; and (vi) obtaining any Authorisations or other approvals as may be required.
- f. Any IPO/ QIPO shall necessarily include an offer for sale component, which (i) shall be determined by the Board; and (ii) shall be such a number that shall allow the Investor to offer all or part of the Shares held by them for such “offer for sale”. Based on the determination of the total number of Shares to be included in the offer for sale component of the IPO/ QIPO, the Shares held by the Investor shall be the first Shares offered for sale, and the Investor shall offer all or part of its Shares, to the extent required by Applicable Law. The right of the Promoters and any other Shareholder to offer its Shares in the IPO/ QIPO, shall be subject to the Investor first offering all or part of its Shares in the IPO/ QIPO in accordance with this Article 120.2. (*Initial Public Offer*). It is clarified that if the total offer for sale component is greater than the number of Investor’s Shares, then after the offer by the Investor of its entire shareholding, the Promoters and Key Men may in their sole and absolute discretion offer their Shares in proportion to their respective *inter se* shareholding in the Equity Share Capital of the Company on a Fully Diluted Basis.
- g. Upon the Investor offering its Shares for sale at the time of the IPO/ QIPO, the Company and the Promoters shall complete all compliance and necessary formalities to ensure the listing of such Shares.
- h. As part of the IPO/ QIPO, if any Shares of the Company are required to be locked-in or are required to be subject to any Encumbrance as applicable to ‘promoters’, the Promoters shall be responsible for meeting such lock-in and/or Encumbrance requirements. The Investor shall not be required to offer or make available any Shares held by it for any such mandatory lock-in, unless mandatorily required under Applicable Law. Subject to Applicable Law, the Investor or the Key Men shall not be named as a ‘promoter’ or part of the ‘promoter group’ or a ‘person acting in concert’ with the Promoters in the offer documents or any other documents related to the IPO/ QIPO nor shall any declaration be made by any of the other Parties to this effect.
- i. Subject to Applicable Law, all fees and expenses required to be paid in respect of the IPO/ QIPO shall be borne and paid for by the Company, including in connection with any statutory filings, approvals and registration fees, and fees payable to merchant bankers, underwriters (if any), book- runners, issue registrars or any other intermediaries involved in any manner.
- j. Subject to Applicable Law, the Investor shall not be required to give any representation, warranty or indemnity in connection with the IPO/ QIPO, other than in case of any offer for sale

of any of its Shares in such IPO/ QIPO, except in relation to: (i) the Shares offered for sale by the Investor in the IPO/ QIPO being free from Encumbrances and that the Investor having legal and valid title to the said Shares; and (ii) the authority and capacity of the Investor to participate in such offer for sale.

#### 120.2.5 Reinstatement of Rights

Notwithstanding anything provided elsewhere in these Articles and subject to Applicable Law, in the event that:

- a. A draft red herring prospectus, or a red herring prospectus, as the case may be, which, prior to such filing, has necessitated the alteration of the rights attached to any of the Investor's Shares under these Articles (such alterations being, the "**Alteration Rights**"); and
- b. Within 6 (six) months of the filing of the draft red herring prospectus or within 1 (one) month of the filing of the red herring prospectus (the "**Listing Cut-off Date**"), the IPO/ QIPO does not complete for any reason whatsoever such that the entire issued, paid-up and subscribed Equity Share Capital is not admitted to trading on a Recognized Stock Exchange;

then the Existing Shareholders and the Company shall undertake all necessary actions as may be required by the Investor to ensure the reinstatement of their rights, as applicable, under the Agreement, immediately prior to the Alteration Rights. The Company and Existing Shareholders undertake and covenant to the Investor that they shall, within 10 (ten) Business Days of the Listing Cut-off Date (if the IPO/ QIPO has not closed by that date) or, if earlier, from the date on which the IPO/ QIPO process is cancelled or discontinued or postponed, take all such actions as may be required by the Investor to reinstate such rights, including causing the alteration of the Charter Documents to include the rights of the Investor immediately prior to the Alteration Rights and entering into agreements necessary in this regard.

#### 120.3 Buy-Back by Company

120.3.1 If the Investor is unable to get an exit from the Company pursuant to Article 120.2.1 (*Initial Public Offer*), the Promoters may at their sole and absolute discretion, after consulting with the Investor, and without prejudice to the option of the Promoters to purchase the Shares held by the Investor under Article 120.4 (*Purchase by the Promoters*), and in addition thereto, cause the Company to buy-back all or any of the Shares held by the Investor, subject to Applicable Law. If the Promoters so elect they shall jointly send a written notice ("**Buy-back Notice**") to the Investor specifying the number of Shares held by the Investor to be bought back by the Company.

120.3.2 If the Promoters cause the Company to buy-back any or all Shares held by the Investor, the Company shall offer to buy-back any or all the Shares held by the Investor in accordance with Applicable Law. The Investor shall thereafter may elect to tender such number of Shares held by the Investor that the Company has offered to buy-back within 10 (ten) Business Days of the buy-back offer. In the event the Investor elects to tender such number of Shares held by it in the Company, the Investor shall vote in favour of all resolutions of the Board and the Shareholders of the Company to authorize such buy-back. To the extent required to permit the Company to buy-back the Shares held by the Investor, the other Shareholders shall renounce their right to participate in the buy-back in favour of the Investor.

120.3.3 The Company shall be entitled to at any time, subject to Applicable Law and Article 119.1 (*General Restrictions*), Article 119.2.3 (*Lock-in and Encumbrances*), Article 119.2.4 (*Lock-in and Encumbrances*), and Article 120.2.1 (*Initial Public Offer*), buy- back all or any of the Shares of the Key Men at Fair Market Value and the provisions of Article 120.3.1 and Article 120.3.2 shall apply mutatis mutandis to such buy-back and any reference to Investor therein shall apply to the Key Men.

#### 120.4 Purchase by the Promoters

120.4.1 If the Promoters are unable to provide the Investor with an exit pursuant to Article 120.2.1 (*Initial Public Offer*), they may, at their sole and absolute discretion, after consulting with the Investor, and without prejudice to the option to cause the Company to buy-back the Shares held by the Investor under Article 120.3 (*Buy-Back by the Company*), and in addition thereto, purchase up to all of the Shares held by the Investor either themselves in proportion of their inter-se shareholding in the Company or through any of their Affiliates ("**Purchasing Entity**") at Fair Market Value. In such event, the Promoters shall jointly

notify the Investor in writing (“**Purchase Notice**”) specifying the number of Shares held by the Investor to be purchased by the Purchasing Entity and the Investor may elect to sell such number of Shares held by it in the Company as set out in the Purchase Notice.

120.4.2 In the event the Investor elects to sell, the Purchasing Entity shall purchase, such number of Shares mentioned in the Purchase Notice within a period 90 (ninety) days from date of Purchase Notice. At such sale and purchase, simultaneously with receipt of the purchase consideration, the Investor shall issue instructions to its depository participant to transfer the Shares held by the Investor to a securities account designated by the Purchasing Entity.

120.4.3 It is clarified that the Promoters may purchase the Shares in accordance with this Article 120.4 in a proportion of their respective inter-se shareholdings in the Company or otherwise as they may mutually agree.

### 120.5 **Third Party Sale**

120.5.1 Subject to Article 120.2.1 (*Initial Public Offer*) and Article 119.5 (*Right of First Offer*), but only after the expiry of the IPO Period, the Investor shall have the right (but not the obligation) to sell any or all of its Shares to any Third Party who is not a Competitor.

120.5.2 Notwithstanding anything contained in Article 120.5.1 or any other provisions of these Articles, if Investor is unable to get an exit from the Company pursuant to Article 120.2.1 (*Initial Public Offer*), Article 120.3 (*Buy-Back by the Company*), Article 120.4 (*Purchase by the Promoters*) or Article 120.5.1 (*Third Party Sale*) within a period of 6 years from the Closing Date, then the Investor shall have the right (but not the obligation) to sell any or all of its Shares in the Company to any Third Party, including a Competitor, without being subject to any restrictions on Transfer of Shares as set out in Article 119 (*Restrictions on the Transfer of Shares*) of these Articles.

120.5.3 However, the sale of the Shares of the Investor to a Third Party shall be subject to the Third Party executing the Third Party Deed of Adherence.

120.5.4 Subject to Article 119.1 (General Restrictions), Article 119.2.1 (Lock-in and Encumbrances), Article 119.2.2 (Lock-in and Encumbrances), Article 119.3 (No Transfer to Competitors), Article 119.6 (Right of First Refusal), and Article 120.1 (Key Men exit in cases of termination of employment), the Key Men shall have the right to sell any or part of his Shares to a Third Party (not being a Competitor). However, the sale of the Shares of the Key Man to a Third Party shall be subject to the prior written consent of the Promoters and the prior written consent of the Investor, if the Investor continues to be a shareholder. However, the sale of the Shares of the Key Man to a Third Party shall be subject to the Third Party executing the Third Party Deed of Adherence. The Company and the Promoters shall provide all co-operation, assistance and support for carrying out customary due diligence on the Company and/or Subsidiaries, entering into legally binding contracts, providing customary representations warranties and indemnities to ensure the complete fulfilment, observance and performance of the obligations in connection with any Transfer of Shares pursuant to this Article.

### 120.6 **Investor Drag**

120.6.1 If the Investor is unable to get an exit from the Company pursuant to Article 120.2.1 (*Initial Public Offer*), Article 120.2.2 (*Initial Public Offer*), Article 120.3 (*Buy-Back by the Company*), Article 120.4 (*Purchase by the Promoters*) or Article 120.5.1 (*Third Party Sale*) within a period of 6 years from the Closing Date, then in the event the Investor is selling all (but not less than all) its Shares to a Third Party (including a Competitor) (“**Investor Drag Transferee**”) pursuant to Article 120.5.2 (*Third Party Sale*) above, then the Investor shall also have the right to require the Promoters and the Key Men to Transfer their Shares to such Investor Drag Transferee in the proportion of the Promoters and the Key Men’s shareholding in the Equity Share Capital of the Company on a Fully Diluted Basis so as to constitute a Transfer of at least 51% of the Equity Share Capital of the Company on a Fully Diluted Basis or such other percentage of the Equity Share Capital of the Company on a Fully Diluted Basis as may be required by the Investor Drag Transferee (“**Investor Drag**”).

120.6.2 If the Investor desires to exercise its Drag Right then the Investor shall send a written notice (“**Drag Notice**”) to the Promoters setting out the following details: (i) the total number of Shares (“**Drag Securities**”) that are proposed to be sold to the Third Party (“**Drag Transferee**”); (ii) the name and details of the proposed Drag Transferee; (iii) the price at which the Drag Security is proposed to be sold

(“**Drag Price**”); and (iv) the other terms and conditions of the proposed Transfer (“**Drag Transfer**”). Further, pursuant to the receipt of the Drag Notice, the Investor shall provide such other information as may be reasonably requested by the Promoters to the extent that such information is available with the Investor.

120.6.3 The sale of the Drag Securities to the Drag Transferee shall be completed within a period of 90 (ninety) days from the Drag Notice. In the event the sale is not consummated within the stipulated 90 (ninety) days period, any sale by the Investor of its Shares shall once again be subject to the provisions of this Article 120.6.

#### 120.7 **General Exit Conditions**

120.7.1 In addition to the foregoing, the following shall also apply in relation to any of the exit options contemplated in this Article 120:

- a. The Company and the Existing Shareholders shall do and procure to be done all acts, deeds and things, execute or procure the execution of all such other documents and exercise all rights and powers available to them in relation to any Person including passing necessary Board and Shareholder resolutions.
- b. Where any part of the Investor’s shareholding in the Company is being sold to the Third Party in the Third Party Sale, the Company and the Promoters shall provide all co-operation, assistance and support for carrying out customary due diligence on the Company and/or Subsidiaries, entering into legally binding contracts, providing customary representations warranties and indemnities to ensure the complete fulfillment, observance and performance of the obligations in connection with any Transfer of Shares and/or exercising the exit options under these Articles. It is clarified that support and cooperation with respect to due diligence on the Company in connection with such Transfer of Shares by the Investor in accordance with these Articles shall be provided only when 5% or more of the Investor’s shareholding in the Equity Share Capital of the Company on a Fully Diluted Basis is being Transferred to a Third Party.
- c. Notwithstanding anything contained in these Articles, for the avoidance of doubt it is clarified that, the Company and Promoters shall have no obligation to provide the Investor with an exit under this Article 120.3 (*Buy Back by Company*) and Article 120.4 (*Purchase by the Promoters*).
- d. It is clarified that in order for RS and AB to exercise the rights and obligations accorded to them under this Article 120, RS and AB shall first exercise their rights under their respective Share Swap Option Agreement and require the Company to issue RS and AB Shares of the Company.

#### 121. **FURTHER ISSUANCES**

121.1 Subject to Article 118 (*Reserved Matters*), in the event the Company proposes to issue any Shares, except for Shares which are being issued upon conversion of any employee stock options (“**Fresh Offering**”), such Fresh Offering shall be first offered by the Company to each Shareholder, in proportion to their respective shareholding percentage in the Equity Share Capital, computed on a Fully Diluted Basis (“**Pre-Emptive Entitlement Securities**”), (this right shall be referred to hereinafter as the “**Pre-emptive Right**”).

121.2 The Fresh Offering shall be initiated by the Company by sending a letter of offer to the Shareholders setting forth in detail the following terms of the Fresh Offering:

- a. the Company’s bona fide intention to undertake the Fresh Offering;
- b. reasons for undertaking the Fresh Offering and the use of proceeds of the Fresh Offering;
- c. the number of Shares of each type being offered (“**Fresh Offering Securities**”) and the number of Pre-Emptive Entitlement Securities for each Shareholders (including the relevant record date for such computation);
- d. proposed issuance price of each Share forming part of the Fresh Offering (for each Share, the “**Fresh Offering Price**”);

- e. the time period within which a Shareholder shall be required to respond to the Fresh Offering Notice, which period shall be at least 15 (fifteen) days from, but not more than 30 (thirty) days from, the date of the Fresh Offering Notice (“**Offer Period**”); and
  - f. The time period within which the Fresh Offering must be completed which shall not exceed 60 (sixty) days from the date of the Fresh Offering Notice.
- 121.3 Any Shareholder desirous of exercising its Pre-emptive Right pursuant to a Fresh Offering Notice, shall send a notice in writing to the Company within the Offer Period (“**Acceptance Notice**”), specifying the number of the Pre-emptive Entitlement Securities to which it proposes to subscribe (“**Accepted Securities**”) and the number of Shares that it is willing to subscribe to in excess of its Pre-Emptive Entitlement Securities, if available for subscription (“**Additional Securities**”).
- 121.4 Each Shareholder may exercise the Pre-emptive Rights either by itself or through its Affiliate(s), subject to such Affiliate(s) executing an Affiliate Deed of Adherence. The Shareholder shall not be permitted to assign or renounce their rights in a Fresh Offering to a Third Party without the prior written consent of the Promoters.
- 121.5 If a Shareholder declines any part of its Fresh Offering Securities offered to it, or fails (for reasons attributable solely to the Shareholder) to give the Acceptance Notice within the Offer Period, the Company shall be entitled to issue the Fresh Offering Securities not subscribed to by such Shareholder, to the Shareholders who have specified that they are willing to subscribe to Additional Securities, pro rata, basis their respective share in the Equity Share Capital on a Fully Diluted Basis, subject to the number of Additional Securities specified by them in the Acceptance Notice.
- 121.6 The Company shall, within time period mentioned in Article 121.2(f) above, allot in favour of the Shareholders, all of their respective Accepted Securities and Additional Securities (in accordance with Article 121.5), and each such Shareholder shall simultaneously pay for and subscribe to such Shares at the Fresh Offering Price and on the other terms and conditions set out in the Fresh Offering Notice. The closing date for issuance of Fresh Offering Securities shall be specified by 7 (seven) days’ prior written notice from the Company to the Shareholders.
- 121.7 If any Fresh Offering Securities have not been taken up for subscription by any Shareholder, then the Board may, subject to Article 118 (*Reserved Matters*), dispose of such Shares in a manner not disadvantageous to the Company and the Shareholders.
122. **ANTI-DILUTION**
- 122.1 **Investor Anti-Dilution**
- 122.1.1 If the Company issues any Shares or instruments convertible into Shares to any Person (“**Down-round Investor**”) and the price per Equity Share or instrument convertible into Shares paid by the Down-round Investor or the conversion price of such Shares or instruments is less than the price paid by the Investor for the Shares held by it (“**Lower Price**”), then, notwithstanding anything to the contrary in these Articles, subject to Applicable Law, the Investor shall be entitled to be issued such number of additional Shares, free of cost or at the lowest possible price permissible under Applicable Law, that the Shares held by the Investor after such issuance constitute such percentage of the Equity Share Capital of the Company on a Fully Diluted Basis which the Investor shall have been entitled to receive had it purchased its Shares at the Lower Price. The Parties agree that any tax payable as a result of such an issuance of Shares by the Company shall be borne by the Investor. Further, the Investor agrees to indemnify the Company on demand for any tax liability arising on the Company as a result of such an issuance of Shares to the Investor. If any amount is payable by the Investor pursuant to this Article 122.1 is subject to any Taxes or if the Company is required to pay any Taxes on the amounts received by it, then the amount payable to the Company shall be increased by such amount of Taxes such that the amount payable to the Company will equal the full sum which would have been received by it had the payment not been subject to Taxes.
- 122.2 **Promoter Anti-Dilution**
- 122.2.1 If the Promoters shareholding falls below 41.71% (forty one point seven one percent) of Equity Share Capital of the Company on a Fully Diluted Basis pursuant to exercise of the employee stock options by any of the Key Men (or any employee of the Company) the Promoters shall have the right (but not the

obligation) to purchase and the Key Man (or any employee of the Company) shall sell to the Promoters, the Shares of such a Key Man (or any employee of the Company) at Fair Market Value, such that the shareholding of the Promoters after such a purchase equals 41.71% (forty one point seven one percent) of Equity Share Capital of the Company on a Fully Diluted Basis. It is clarified that the Promoters may purchase such Shares in a proportion of their respective inter-se shareholdings in the Company.

**123. NO MORE FAVOURABLE RIGHTS**

123.1 The Company and the Existing Shareholders shall not, except with the Investor's consent, provide any Person with any rights, benefits or privileges in relation to the Company ("**More Favourable Rights**") more favourable than those provided to the Investor under these Articles. The Company and the Promoters shall forthwith take such actions, including amendment of the Agreement or these Articles, as the case may be, terms of the Shares held by the Investor and the Charter Documents, to provide the Investor with any More Favourable Rights provided however that a Shareholder may be provided More Favourable Rights to nominate Directors on the basis of his share in the Equity Share Capital on a Fully Diluted Basis.

**124. BUSINESS PLAN**

124.1 A detailed Business Plan for the Company (and the Subsidiaries, if applicable) shall be provided to the Directors for review, 15 (fifteen) days prior to the Board meeting where it is proposed to approve such Business Plan. In any case, a Business Plan should be tabled before the Board within 30 (thirty) days from the expiry of the applicable period of the previous Business Plan. The Parties acknowledge that the Business shall substantially be conducted in accordance with the Business Plan, which shall be updated or amended prior to the beginning of each Financial Year, provided that the existing Business Plan shall continue to apply till such time the same has been updated or amended. Till such time a Business Plan has not been agreed by the Parties, the existing Business Plan shall continue to apply.

**125. KEY MANAGEMENT PERSONNEL**

125.1 The Promoters shall appoint Key Management Personnel to spend substantial amount of their time and remain actively involved in the day-to-day management and operation of the Company.

125.2 The Promoters along with the Key Men shall be responsible for overseeing the implementation of the Business Plan and the budget.

125.3 The Company and the Promoters shall ensure that the Key Management Personnel:

- a. Are wholly involved in the affairs of the Company and comply with the terms of their Employment Arrangements;
- b. Shall report to the Board and be subject to the superintendence, control and direction of the Board.

125.4 In the event of any underperformance by any Key Men in respect of the Company and / or its Qualifying Subsidiaries (as may be applicable) of which he is an employee, the Board shall take necessary steps, including appointment of an external consultant, as they may deem fit, to remedy such underperformance.

**126. INFORMATION RIGHTS**

126.1 Delivery of Financial Statements and Additional Documents: The Company shall provide the following information/document to the Investor:

- a. audited financial statements as soon as they become available but, in any event, within 120 (one hundred and twenty) days after the end of each Financial Year;
- b. unaudited consolidated quarterly financial statements, monthly MIS (in Agreed Form), as soon as they become available but, in any event, within 15 (Fifteen) days of the end of each calendar month, each as certified by the chief financial officer as true and accurate;
- c. the quarterly budget within 30 (Thirty) days prior to the end of each quarter, as approved by the Board;

- d. copies of the annual reports of the Company within 10 (ten) days after such reports have been filed with the Registrar of Companies;
  - e. copies of minutes of the meetings of the Board and/or Shareholders of the Company within 30 (Thirty) days of the respective meetings;
  - f. promptly, and in any event within 15 (fifteen) days following any request, current versions of the Charter Documents, an updated copy of the Company's capitalization table and current versions of all the investment documents and all other documents relating to any subsequent financings of the Company or the management of the Company, in each case with all amendments and restatements; and
  - g. within 20 (twenty) days of the end of each quarter, a compliance update from the CFO, detailing compliances of the Company during such period with respect to any change in the status of Authorisations obtained by the Company, details of statutory returns or filings, status of terms of trade executed by the Company with various brands.
- 126.2 *Contents of Documents:* All financial statements to be provided to the Investor pursuant to Article 126.1 above shall include, at least, a balance sheet, a statement of profit or loss / income statement and statements of cash flow.
- 126.3 *Inspection; Additional Information*
- a. Without prejudice to the rights available to the Investor under Applicable Law, they shall have the right, to inspect the properties and facilities of the Company, to examine and take copies or abstracts of the books and statutory records of the Company, and to interview the Company's senior management and Board, with the full cooperation of the Company, by providing prior written notice of 10 (ten) days to the Company (without being required to provide any reason or justification for such inspection).
  - b. The Company further covenants that it will promptly provide to the Investor all details regarding any claim (including of infringement of any third party Intellectual Property Rights) in relation to the assets or Business operations of the Company, within 15 (fifteen) days of the Company or the Promoters becoming aware of such claim or threat.
- 126.4 *Meetings with Senior Management:* Upon request by the Investor, the Company and the Promoters shall arrange for a meeting with the Company's senior management not more than once a month, to discuss either the financials and/ or MIS of the Company for the previous month, or any other matter as the Investor may reasonably request.
- 126.5 *Auditors*
- 126.5.1 The Company shall appoint one of the Big Four Accounting Firms as its statutory auditor and internal auditor.
127. **FALL AWAY OF RIGHTS**
- 127.1 In the event that, as a result of Article 120.2 (Initial Public Offer) and/or Article 120.5 (Third Party Sale), if the Investor has sold/Transferred Shares resulting in the Investor receiving as a result of such sale/Transfer more than 50 % (fifty percent) of the Aggregate Sale Consideration and further capital injections in the Company by the Investor, taken together, then the right of the Investor under Article 120.6 (Investor Drag) shall terminate and cease to exist.
- 127.2 In the event the shareholding of the Investor in the Equity Share Capital of the Company on a Fully Diluted Basis falls below 10% (ten percent), then all the rights of the Investor under this Agreement shall terminate and cease to exist, save and except the Investor's rights under Article 116.1.1 (Composition of the Board) and under Article 126 (Information Rights).
- 127.3 In the event the shareholding of the Investor in the Equity Share Capital of the Company on a Fully Diluted Basis falls below 5%, then the right of the Investor under Article 116.1.1 (Composition of the Board) shall also terminate and cease to exist and the Investor shall only have the right as set out under Article 126 (Information Rights).

127.4 Notwithstanding anything contained in these Articles, the provisions of Article 127.2 and Article 127.3 shall apply to the dilution of the Investor's shareholding in the Equity Share Capital of the Company, on a Fully Diluted Basis, only when such dilution is pursuant to a Transfer of Shares held by the Investor.

#### 128. **EVENT OF DEFAULT WITH RESPECT TO KEY MEN**

128.1 The occurrence of any the following events of the circumstances shall constitute an event of default with respect to a Key Man:

- a. If any of the Key Men acts fraudulently, breaches any provisions of the Agreement vis-a-vis the other Existing Shareholders and fails to cure such breach within 180 (one hundred and eighty) days of the receipt of Key Men Termination Notice (as defined below) from the other Existing Shareholders providing details of the breach of the provision(s) of the Agreement and requesting the same to be remedied, if possible; or
- b. in the event that any of the Key Men becomes or is declared bankrupt or insolvent or compounds with its creditors or has a receiver appointed for all or any of its assets or takes or suffers any similar action.

128.2 The other Key Men and the Promoters shall, upon approval by a majority of such Key Men and Promoters, be entitled to exercise their rights under Article 130.1.1 of these Articles by issuing a written notice with respect to the Key Man upon occurrence of an event of default as set out in Article 128.1 ("**Key Men Termination Notice**").

#### 129. **EVENT OF DEFAULT WITH RESPECT TO INVESTOR**

129.1 The occurrence of (i) any material breach of the Agreement by the Promoters; or (ii) an event of bankruptcy, insolvency, compounding with his creditors, appointment of a receiver in respect of his assets, or taking or suffering any similar actions in respect of the Promoter, the Investor shall be entitled to the rights under these Articles by written notice ("**Investor Termination Notice**"), unless the Promoter is able to cure such default within 180 (one hundred and eighty) days from receipt of Investor Termination Notice.

129.2 For the purpose of this Article 129, the Promoter (or Promoters, as the case may be) in default shall be referred to as "**Defaulting Promoter(s)**".

#### 130. **CONSEQUENCES OF DEFAULT**

130.1.1 In the event of default by any of the Key Men in accordance with Article 128 above:

- a. which is attributable to a Key Man, then the Promoters shall have the right, by a notice in writing, to require the Key Man to sell all or any of the Key Man's Shares to the Promoters ("**Termination Call**"). The Promoters shall have right to purchase the Shares of the Key Man either by itself or through its Affiliates, subject to the Affiliate executing the Affiliate Deed of Adherence and the Key Man shall sell to the Promoters or its Affiliate, as the case may be. The price at which the Key Man (excluding SR) shall sell his Shares shall be a price which is 25% (twenty five percent) less than the Fair Market Value. The price at which SR shall sell his Shares shall be a price which is 20% (twenty percent) less than the Fair Market Value.
- b. which is attributable to the Promoters, then the Key Man shall have the right, by a notice in writing, to require the Defaulting Promoters to purchase all or any the Key Man's Shares ("**Termination Put**"). The Defaulting Promoters shall have the obligation to purchase the Shares of the Key Man either by itself or through its Affiliates, subject to the Affiliate executing the Affiliate Deed of Adherence and the Key Man shall sell to the Promoters or its Affiliate, as the case may be. The price at which the Key Man (excluding SR) shall sell his Shares shall be a price which is 25% (twenty five percent) more than the Fair Market Value. The price at which SR shall sell his Shares shall be a price which is 20% (twenty percent) more than the Fair Market Value.
- c. It is clarified that the Defaulting Promoters shall purchase the Shares in accordance with this Article in the proportion of its/their respective inter-se shareholdings in the Company. However,

in case there is only one Defaulting Promoter, he shall purchase all the Shares in accordance with this Article.

130.1.2 In the event of default by the Defaulting Promoter(s), as may be applicable, in accordance with Article 140 above:

- a. Investor shall have the right, notwithstanding anything to the contrary in these Articles, to offer immediately his Shares for buy-back by the Company in accordance with Article 120.3 (*Buy-back by Company*) at Fair Market Value;
- b. Failing the buy-back of the Investor's Shares under paragraph (a) above, the Investor shall have the right, notwithstanding anything to the contrary in these Articles, to offer immediately his Shares for purchase by Defaulting Promoter(s) in accordance with Article 120.4 (*Purchase by the Promoters*) at Fair Market Value;
- c. Failing the buy-back of the Investor's Shares under paragraph (a) and the purchase by the Promoters under paragraph (b) above the Investor shall have the right, notwithstanding anything to the contrary in these Articles, to sell his Shares to any Third Party in accordance with Article 120.5 (*Third Party Sale*).

### 131. DISPUTE RESOLUTION

131.1 If any dispute arises between the Parties in connection with or arising out of the validity, interpretation, implementation or alleged breach of any provision of these Articles or regarding a question, including the question as to whether the termination the Agreement by any Party has been legitimate ("**Dispute**"), the Dispute shall be referred to a sole arbitrator and be finally resolved by arbitration under the Rules of the Mumbai Centre for International Arbitration ("**MCIA**") in force at that time (the "**MCIA Rules**"), which MCIA Rules are deemed to be incorporated by reference into this Article 131.

131.2 A Party may send a notice to the other Parties to the dispute for appointing a sole arbitrator ("**Aggrieved Party**") who shall be mutually appointed by the Parties. An Aggrieved Party may then send a notice to the other Party for referring the dispute to such sole arbitrator ("**Arbitration Notice**"). If the Parties fail to appoint a sole arbitrator within 30 (thirty) days from the Arbitration Notice, the sole arbitrator shall be appointed by the MCIA in accordance with the MCIA Rules.

- a. The venue and the seat of the arbitration shall be Mumbai, India.
- b. The proceedings of arbitration shall be in the English language.
- c. The arbitrator's award shall be substantiated in writing. The arbitral tribunal shall also decide on the costs of the arbitration proceedings.
- d. The award shall be binding on the Parties subject to the Applicable Laws in force and the award shall be enforceable in any competent court of law.

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We the several persons, whose names, addresses and descriptions are mentioned below, are desirous of being formed into a Company in pursuance of this *Articles of Association*:

Name, Addresses, Description, and occupation of each the subscribers	Signature of subscribers	Names, addresses, and occupation of witnesses
<b>1. ASIT K. KOTICHA</b> S/o. Kishore Koticha B-31, Twin Towers, Prabhadevi, Mumbai - 400 025. OCC : BUSINESS	Sd/-	WITNESS TO SERIAL NO. 1 TO 4 Sd/- <b>AJAY S. MADHANI</b> S/o Shashikant Madhani B-2/307, rd Rajashree Shopping Centre, 3rd Floor, Opp. Rly Stn., Mira Road (E), Dist. Thane – 401 107 <b>SERVICE</b>
<b>2. SAMEER K. KOTICHA</b>  S/o Kishore K. Koticha 702, Shilpa Apts., 968, S. Ghanekar Marg, Prabhadevi, Mumbai - 400 028. OCC : BUSINESS	Sd/-	
<b>3. KANAN A. KOTICHA</b>  W/o. Asit Koticha B-31, Twin Towers, Prabhadevi, Mumbai - 400 025. OCC : BUSINESS	Sd/-	
<b>4. LEENA KOTICHA W/o</b>  Sameer Koticha 702, Shilpa Apartments, 968, Shankar Ghanekar Marg, Prabhadevi, Mumbai - 400 028. OCC : BUSINESS	Sd/-	

**Mumbai**, dated this **14th** day of July, 2004.

## SECTION IX – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder may be inspected at our Registered Office, from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, other than the documents executed after Bid/Offer Closing date.

#### *Material Contracts to the Offer*

1. Offer Agreement dated August 6, 2018 entered into among our Company, the Selling Shareholders and the BRLMs.
2. Registrar Agreement dated August 6, 2018, entered into among our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, Anchor Escrow Bank(s), Public Offer Account Bank, Refund Bank 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 and the Selling Shareholders.
6. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.
7. Monitoring Agency Agreement dated [●] entered into by and among our Company and the Monitoring Agency.

#### *Other Material Contracts in relation to our Company*

1. Share purchase agreement dated October 29, 2016, entered into by and among our Company, AI Global Investments (Cyprus) PCC Limited – ASK Cell and the SPA I Sellers (as defined) and as amended by an amendment agreement dated December 12, 2016.
2. Share purchase agreement dated December 15, 2016, entered into by and among our Company, AI Global and SPA II Sellers (as defined).
3. Shareholders agreement dated October 29, 2016 entered into by and among our Company, our Promoters, Bharat Shah, Sunil Rohokale, Rajesh Saluja, Amit Bhagat and AI Global, as modified by an amendment dated December 12, 2016, which was further amended by amendment agreement dated December 15, 2016.
4. Amendment agreement dated August 6, 2018, entered into by and among our Company, our Promoters, Bharat Shah, Sunil Rohokale, Rajesh Saluja, Amit Bhagat, AI Global and Sherlockal.
5. Letter dated July 31, 2018 on behalf of AI Global Investments (Cyprus) PCC Limited – ASK Cell, issued to our Promoters, Sunil Rohokale, Bharat Shah, Rajesh Saluja and Amit Bhagat.
6. Deed of adherence dated April 16, 2018 amongst the Parties to the SHA and Sherlockal.
7. Waiver letter dated August 6, 2018 issued by AI Global, our Promoters and our Company.
8. Composite scheme of amalgamation and arrangement between ASK Arbitrage Private Limited, ASK Intermediaries Private Limited, ASK Investment Financial Consultant Private Limited, ASK Investment

Managers Private Limited (the “**Transferee Company**”), our Company (then known as ASK Securities Management Private Limited) and their respective shareholders and creditors.

9. Composite scheme of arrangement by and among ASK Investment Holdings Private Limited, ASK Securities Advisory Services Private Limited, our Company and their respective shareholders.
10. Framework agreement dated September 11, 2011 between the Original PMS Entity (then known as ASK Investment Holdings Limited), Pravi Capital Advisors LLP and ASK Pravi (the “**AMC**”) as amended by an amendment agreement dated February 26, 2016 (the “**JV Agreement**”)
11. Share swap option agreement dated February 16, 2015, entered by and among our Company, Rajesh Saluja and ASK Wealth Advisors Private Limited.
12. Share swap option agreement dated October 28, 2016, entered by and among our Company, Amit Bhagat and ASK Property Investment Advisors Private Limited.

### ***Material Documents***

1. Certified copies of our Memorandum of Association and Articles of Association, as amended until date.
2. Certificate of incorporation dated August 9, 2004, as amended on April 18, 2007, January 31, 2008 and July 26, 2018.
3. Board resolution and Shareholders’ resolution of our Company, dated July 27, 2018 and August 1, 2018, respectively, authorizing the Offer.
4. IPO Committee resolution dated August 6, 2018, approving this Draft Red Herring Prospectus.
5. Consent letter dated August 6, 2018 from the Promoter Selling Shareholder consenting to the inclusion of his portion of the Equity Shares in the Offer for Sale.
6. Resolution dated July 31, 2018 from the Investor Selling Shareholder consenting to the inclusion of its portion of the Equity Shares in the Offer for Sale.
7. Copies of annual reports for the last five fiscals, i.e., Fiscals 2018, 2017, 2016, 2015 and 2014.
8. ‘ASK Investment Managers Limited - Employee Stock Appreciation Rights Plan 2018’, ‘ASK Investment Managers Limited - Employee Stock Option Scheme - ESOP 2012’ and ‘ASK Investment Managers Limited - Employee Stock Option Scheme - ESOP 2014’.
9. The examination reports of the Auditors, B S R & Co. LLP, Chartered Accountants, on our Restated Financial Information included in this Draft Red Herring Prospectus.
10. Statement of tax benefits from the Statutory Auditors included in this Draft Red Herring Prospectus.
11. Consent of the Statutory Auditors, B S R & Co. LLP, Chartered Accountants, as referred to, in their capacity and for inclusion of their examination reports on our Restated Financial Information in the form and context in which it appears in this Draft Red Herring Prospectus.
12. Consent of the Statutory Auditors, B S R & Co. LLP, Chartered Accountants for inclusion of the statement of possible tax benefits in the form and context in which it appears in this Draft Red Herring Prospectus.
13. Consents of our Directors, our Chief Financial Officer, our Company Secretary and Compliance Officer, Legal Counsel to the Company as to Indian Law, Legal Counsels to the BRLMs as to Indian Law, Legal Counsel to Citi as to Indian Law, International Legal Counsel to the Company, Legal Counsel to the Selling Shareholders as to Indian Law, BRLMs, the Bankers to our Company, lenders to our Company (where such consent is required), Registrar to the Offer, Syndicate Member(s), Banker(s) to the Offer and the Monitoring Agency to act in their respective capacities.
14. Report titled ‘CRISIL Research Assessment of asset management, wealth advisory and distribution industry in India’ dated August 2018, prepared by CRISIL and its consent dated August 3, 2018, for use

of such report or any extract thereof, for the inclusion of its name and Report on the Draft Red Herring Prospectus.

15. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.
16. Tripartite Agreement dated July 26, 2017 among our Company, NSDL and the Registrar to the Offer.
17. Tripartite Agreement dated July 12, 2017 among our Company, CDSL and the Registrar to the Offer.
18. Due diligence certificate to SEBI from the BRLMs dated August 6, 2018.
19. SEBI final observation letter dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF OUR COMPANY

\_\_\_\_\_  
**(Mr. Asit Koticha)**  
**(Chairman)**  
**DIN: 00034266**

\_\_\_\_\_  
**(Mr. Sameer Koticha)**  
**(Vice-Chairman)**  
**DIN: 00075145**

\_\_\_\_\_  
**(Mr. Sunil Rohokale)**  
**(Managing Director and Chief Executive Officer)**  
**DIN: 01896946**

\_\_\_\_\_  
**(Mr. Bharat Shah)**  
**(Executive Director)**  
**DIN: 00312394**

\_\_\_\_\_  
**(Ms. Shweta Jalan)**  
**(Nominee Director)**  
**DIN: 00291675**

\_\_\_\_\_  
**(Mr. Anantharaman Balakrishnan)**  
**(Independent Director)**  
**DIN: 00029542**

\_\_\_\_\_  
**(Mr. Jyotin Kantilal Mehta)**  
**(Independent Director)**  
**DIN: 00033518**

\_\_\_\_\_  
**(Mr. Vivek Narayan Gour)**  
**(Independent Director)**  
**DIN: 00254383**

\_\_\_\_\_  
**(Mr. Girish S. Paranjpe)**  
**(Independent Director)**  
**DIN: 02172725**

\_\_\_\_\_  
**(Ms. Sangeeta Kapiljit Singh)**  
**(Independent Director)**  
**DIN: 06920906**

\_\_\_\_\_  
**(Mr. Himanshoo Bohara)**  
**(Chief Financial Officer)**

Date: August 6, 2018

Place: Mumbai

**DECLARATION BY MR. SAMEER KOTICHA, AS A SELLING SHAREHOLDER**

I, Sameer Koticha, certify that all statements about or in relation to myself and the Equity Shares offered by me through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder in this Draft Red Herring Prospectus.

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**Sameer Koticha**

Date:

**DECLARATION BY AI GLOBAL INVESTMENTS (CYPRUS) PCC LIMITED – ASK CELL, AS A SELLING SHAREHOLDER**

AI Global Investments (Cyprus) PCC Limited – ASK Cell certifies that all statements specifically confirmed or undertaken by it to the extent such statements specifically pertain to it or the Equity Shares offered by it through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. AI Global Investments (Cyprus) PCC Limited – ASK Cell assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder in this Draft Red Herring Prospectus.

**For and on behalf of AI Global Investments (Cyprus) PCC Limited – ASK Cell**

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Authorized Signatory

Name:

Designation:

Date: