DRAFT RED HERRING PROSPECTUS
Dated: January 8, 2020
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer

Our Mission... Your Growth

CAMS

COMPUTER AGE MANAGEMENT SERVICES LIMITED

Our Company was incorporated as 'Computer Age Management Services Private Limited' on May 25, 1988 at Madras, Tamil Nadu as a private limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Tamil Nadu at Chennai ("**RoC**"). Our Company became a deemed public limited company under section 43A of Companies Act, 1956 on April 15, 2000 and the name of our Company was changed to 'Computer Age Management Services Limited' and the certificate of incorporation of our Company was endorsed by the RoC to that effect. Our Company became a private limited company, pursuant to Section 43A(2A) of Companies Act, 1956 with effect from March 29, 2001 and the name of our Company was changed back to 'Computer Age Management Services Private Limited'. The certificate of incorporation of our Company was again endorsed by the RoC to that effect. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at the EGM held on September 9, 2019 and the name of our Company was changed to 'Computer Age Management Services Limited'. Consequently, a fresh certificate of incorporation was issued by the RoC on September 27, 2019. For further details, see "*History and Certain Corporate Matters*" on page 113.

Registered Office: New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai 600 034, Tamil Nadu, India; **Tel**: +91 44 2843 2770
Corporate Office: No.158, Rayala Towers, Tower - I, Anna Salai, Chennai 600 002, Tamil Nadu, India; **Tel**: +91 44 2843 2650
Website: www.camsonline.com; **Contact Person**: Manikandan Gopalakrishnan; **E-mail**: secretarial@camsonline.com
Corporate Identity Number: U65910TN1988PLC015757

OUR PROMOTER: GREAT TERRAIN INVESTMENT LTD

INITIAL PUBLIC OFFER OF UP TO 12,164,400 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF COMPUTER AGE MANAGEMENT SERVICES LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE, THROUGH AN OFFER FOR SALE OF UP TO 12,164,400 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION ("OFFER") BY THE SELLING SHAREHOLDERS, INCLUDING UP TO 4,144,600 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY GREAT TERRAIN INVESTMENT LTD ("PROMOTER SELLING SHAREHOLDER"), UP TO 6,099,876 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY NSE INVESTMENTS LIMITED, UP TO 944,724 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY ACSYS INVESTMENTS PRIVATE LIMITED, UP TO 487,600 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED, AND UP TO 487,600 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY HDB EMPLOYEES WELFARE TRUST. THIS OFFER INCLUDES A RESERVATION OF UP TO 182,500 EQUITY SHARES (CONSTITUTING UP TO 1.50% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL) FOR PURCHASE BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WOULD CONSTITUTE AT LEAST 24.95% AND 24.57%, RESPECTIVELY, OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY (THROUGH THE IPO COMMITTEE) IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN [●] EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, [●] EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER, AND [●] EDITIONS OF [●], A TAMIL DAILY NEWSPAPER (TAMIL BEING THE REGIONAL LANGUAGE OF TAMIL NADU WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") FOR THE PURPOSE OF UPLOADING ON ITS WEBSITE IN ACCORDANCE WITH SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, strike or similar circumstances, our Company (through the IPO Committee) may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to Designated Intermediaries and the Sponsor Bank.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company (through the IPO Committee) in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. 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 QIB Bidders (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 QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining 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 RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective bank account (including UPI ID for RIBs using UPI Mechanism), in which the corresponding Bid Amounts will be blocked by the SCSBs or the Sponsor Bank, as applicable. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 249.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Offer Price as determined and justified by our Company (through the IPO Committee) in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, as stated under "*Basis for Offer Price*" on page 66 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 nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the prospective investors is invited to "*Risk Factors*" on page 20.

ISSUER'S AND THE 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 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. Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms that the statements specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself and its portion of the Offered Shares in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, assumes no responsibility for any other statement, including, *inter alia*, any of the statements made by or relating to our Company or its business or any other Selling Shareholders.

LISTING

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the BSE. Our Company has received 'in-principle' approval from BSE for the listing of the Equity Shares pursuant to letter dated [●]. For the purposes of the Offer, the Designated Stock Exchange shall be BSE. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered for filing with 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 266.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
kotak® Investment Banking	HDFC BANK We understand your world	ICICI Securities	NOMURA	LINKIntime
Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. 27 G Block, Bandra Kurla Complex Bandra (East) Mumbai 400 051 Maharashtra, India Tel: +91 22 4336 0000 E-mail: cams.ipo@kotak.com Investor grievance e-mail: kmccredressal@kotak.com Website: www.investmentbank.kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	**HDFC Bank Limited*** Investment Banking Group Unit No. 401 & 402, 4th Floor Tower B, Peninsula Business Park, Lower Parel Mumbai 400 013 Maharashtra, India Tel: +91 22 3395 8233 E-mail: cams.ipo@hdfcbank.com Investor grievance e-mail: investor.redressal@hdfcbank.com Website: www.hdfcbank.com Contact Person: Ravi Sharma/ Harsh Thakkar SEBI Registration No.: INM000011252	**ICICI Securities Limited*** ICICI Centre, H. T. Parekh Marg Churchgate Mumbai 400 020 Maharashtra, India Tel: +91 22 2288 2460 E-mail: cams.ipo@icicisecurities.com Investor grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Shekher Asnani/ Nidhi Wangnoo SEBI Registration No.: INM000011179	**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 E-mail: camsipo@nomura.com Investor grievance e-mail: investorgrievances-in@nomura.com Website: www.nomuraholdings.com/company/group/asia/india/index.html Contact Person: Vishal Kanjani/ Aneesha Chandra SEBI Registration No.: INM000011419	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, Lal Bhadur Shastri Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India Tel: +91 22 4918 6200 E-mail: cams.ipo@linkintime.co.in Investor grievance e-mail: cams.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058

BID/ OFFER SCHEDULE

BID/ OFFER OPENS ON	[●](1)	**BID/ OFFER CLOSES ON**	[●](2)

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

(2) Our Company (through the IPO Committee) in consultation with the BRLMs, shall consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations

** In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, HDFC Bank and ICICI Securities will be involved only in marketing of the Offer. HDFC Bank and ICICI Securities have signed the due diligence certificate and have been disclosed as BRLMs for the Offer*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, the terms used in "Industry Overview", "Key Regulations and Policies", "Statement of Special Tax Benefits", "Financial Statements", "Basis for Offer Price", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and Terms of Articles of Association" on pages 71, 106, 68, 149, 66, 219 and 262 respectively shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"our Company", "the Company", "the Issuer", "CAMS"	Computer Age Management Services Limited, a company incorporated under the Companies Act, 1956 having its Registered Office at New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai 600 034, Tamil Nadu, India
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company and our Subsidiaries

Company and Selling Shareholders Related Terms

Term	Description
Acsys	Acsys Investments Private Limited
"Articles of Association" or "AoA"	Articles of association of our Company, as amended
Audit Committee	Audit committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013, the Listing Regulations, and as described in "*Our Management*" on page 121
"Auditors" or "Statutory Auditors"	Statutory auditors of our Company, namely, Brahmayya & Co., Chartered Accountants
"Board" or "Board of Directors"	Board of directors of our Company, including a duly constituted committee thereof
CAMS ESOP Scheme 2005	Computer Age Management Services Private Limited Employees Stock Option Plan 2005
CAMS ESOP Scheme 2019	Computer Age Management Services Limited Employees Stock Option Plan 2019
CEO	Chief Executive Officer of our Company
CFO	Chief Financial Officer of our Company
CFISPL	CAMS Financial Information Services Private Limited
"CIRSL" or "CAMS Rep"	CAMS Insurance Repository Services Limited
CISPL	CAMS Investor Services Private Limited
Corporate Office	Corporate office of our Company located at No.158, Rayala Towers, Tower - I, Anna Salai, Chennai 600 002, Tamil Nadu, India
Corporate Social Responsibility Committee	Corporate social responsibility committee of our Company constituted in accordance with the applicable provisions of the Companies Act, 2013 and as described in "*Our Management*" on page 121
CRISIL Report	Report titled '*Assessment of the Mutual Fund Registrar and Transfer Agents Industry in India*' issued by CRISIL dated January, 2020
Director(s)	The directors of our Company
Equity Shares	Equity shares of our Company of face value of ₹10 each
Great Terrain	Great Terrain Investment Ltd
Group Companies	Our group companies, namely Acsys, HDFC, HDFC Bank, NSECL, NSE DAL, NSEIL and NSE as disclosed in *"Our Group Companies"* on page 140
HDFC	Housing Development Finance Corporation Limited
HDFC Bank	HDFC Bank Limited
HDB Trust	HDB Employees Welfare Trust
HDFC Entities	HDFC, HDFC Bank and HDB Trust, collectively
Independent Directors	Independent directors of our Company, as described in "*Our Management*" on page 121
IPO Committee	The IPO committee of our Company as described in "*Our Management*" on page 121

Term	Description
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations as described in "*Our Management*" on page 121
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended
NSECL	NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited)
NSE DAL	NSE Data and Analytics Limited
NSEIL	NSE Investments Limited (formerly known as NSE Strategic Investment Corporation Limited)
Nomination and Remuneration Committee	Nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations, as described in "*Our Management*" on page 121
Other Selling Shareholders	NSEIL, HDFC, HDB Trust and Acsys
"Promoter"/ "Promoter Selling Shareholder"	Promoter of our Company, namely Great Terrain
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoter and Promoter Group*" on page 137
Registered Office	Registered office of our Company located at New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai 600 034, Tamil Nadu, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Tamil Nadu at Chennai
Restated Consolidated Financial Information	Restated consolidated summary statement of assets and liabilities of the Company and Subsidiaries, as at September 30, 2019, September 30, 2018, March 31, 2019, March 31, 2018 and March 31, 2017, and the related restated consolidated summary statements of profits and losses and cash flows for the six months ended September 30, 2019 and September 30, 2018 and the financial years ended March 31, 2019, March 31, 2018 and March 31, 2017, together with its notes, annexures and schedules prepared in accordance with the applicable provisions of the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations
Risk Management Committee	The risk management committee of our Board, as described in "*Our Management*" on page 121
Selling Shareholders	Together, the Promoter Selling Shareholder and the Other Selling Shareholders
Shareholders	Shareholders of our Company from time to time
"SHA"/ "Shareholders Agreement"	Shareholders' Agreement dated March 7, 2018 entered between Acsys, NSEIL, HDFC, HDFC Bank, Sashi Jagdishan, Ashish Parthasarathy, Philip Mathew and Jimmy Tata as the trustees of HDB Trust and Great Terrain, as amended by agreement dated November 2, 2018 and the waiver cum amendment agreement dated December 31, 2019
"SPA"/ "Share Purchase Agreement"	Share purchase agreement dated March 7, 2018 entered between Acsys, NSEIL, HDFC, HDFC Bank, Sashi Jagdishan, Ashish Parthasarathy, Philip Mathew and Jimmy Tata as the trustees of HDB Trust, Great Terrain and our Company
SSDG	Sterling Software (Deutschland) GmbH
"SSPL" or "Sterling Software"	Sterling Software Private Limited
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and as described in "*Our Management*" on page 121
Subsidiary(ies)	Subsidiaries of our Company, namely: 1. CFISPL; 2. CIRSL; 3. CISPL; 4. SSPL; and 5. SSDG (subsidiary of SSPL)

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, transfer of the Equity Shares pursuant to the Offer to successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange

Term	Description
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	Price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company (through the IPO Committee) in consultation with the BRLMs during the Anchor Investor Bid/ Offer Period
Anchor Investor Application Form	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 Bid/ Offer Period	The day being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company (through the IPO Committee) in consultation with the BRLMs
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company (through the IPO Committee) in consultation with the BRLMs, to Anchor Investors on a discretionary basis One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" or "ASBA"	Application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIBs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIBs
ASBA Account	Bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of an RIB which is blocked upon acceptance of a UPI Mandate Request made by the RIBs using the UPI Mechanism.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	Application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bankers to the Offer	Collectively, Escrow Collection Bank(s), Public Offer Bank(s), Sponsor Bank(s) and Refund Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in "*Offer Procedure*" beginning on page 249
Bid	Indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of Retail Individual Bidders Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid. However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation, and in case of any such extension, the extended Bid/ Offer Closing Date shall also be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations. Our Company (through the IPO Committee) in consultation with the BRLMs may, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with

Term	Description
	the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, namely, Kotak, HDFC Bank, ICICI Securities and Nomura
Broker Centres	Centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Period
Cap Price	Higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of the Stock Exchanges
Cut-off Price	Offer Price, finalised by our Company (through the IPO Committee) in consultation with the BRLMs, which shall be any price within the Price Band Only Retail Individual Bidders Bidding in the Retail Portion and Eligible Employees under the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIBs using UPI Mechanism, instruction issued through the Sponsor Bank) 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 Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIBs by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs and RTAs

Term	Description
	In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	BSE
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated January 8, 2020 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible Employees	Permanent employees, working in India or outside India, of our Company or of our Subsidiaries or a Director of our Company, whether whole-time or not, as on the date of the filing of the Red Herring Prospectus with the RoC, but not including (i) Promoter; (ii) persons belonging to the Promoter Group; or (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding equity shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constituted an invitation to subscribe to the Equity Shares
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Employee Reservation Portion	The portion of the Offer being up to 182,500 Equity Shares aggregating to ₹[●] million, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account	Non lien and non-interest bearing accounts to be opened with the Escrow Collection Company(s) and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow and Sponsor Bank Agreement	Agreement dated [●], amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Member(s), the Sponsor Bank, the Escrow Collection Bank, the Public Offer Account Bank and the Refund Bank for collection of the Bid Amounts and where applicable, remitting refunds (if any) on the terms and conditions thereof
Escrow Collection Bank(s)	Bank(s) which are a clearing members and registered with SEBI as banker(s) to an offer, under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account in relation to the Offer for Bids by Anchor Investors, will be opened, in this case being [●]
First or sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	Lower end of the Price Band, subject to any revision(s) thereto not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
General Information Document	The General Information Document for investing in public 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, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, as amended from time to time. Pursuant to the SEBI circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, the General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Managers
ICICI Securities	ICICI Securities Limited
Kotak	Kotak Mahindra Capital Company Limited
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price

Term	Description
Mutual Fund Portion	5% of the Net QIB Portion, or 119,819 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
NBFC	Non-banking financial company
Net Proceeds	Proceeds of the Offer less Offer expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 64
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to the Anchor Investors
Nomura	Nomura Financial Advisory and Securities (India) Private Limited
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	Portion of the Net Offer being not less than 15% of the Net Offer consisting of 1,797,285 Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident	Person resident outside India, as defined under FEMA and includes NRIs, FVCIs, VCFs, and FPIs
Offer	The initial public offer of up to 12,164,400 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] per Equity Shares aggregating up to ₹[●] million through an Offer for Sale by the Selling Shareholders.
Offer Agreement	Agreement dated January 8, 2020 amongst our Company, the Selling Shareholders and the Book Running Lead Managers, pursuant to which certain arrangements have been agreed to in relation to the Offer
Offer for Sale	The offer for sale of the Offered Shares, at the Offer Price aggregating up to ₹[●] million offered for sale in the Offer
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company (through the IPO Committee) in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company (through the IPO Committee) in consultation with the BRLMs on the Pricing Date in accordance with the Book-building Process and the Red Herring Prospectus.
Offered Shares	Up to 4,144,600 Equity Shares offered for sale by Great Terrain, up to 6,099,876 Equity Shares by NSEIL, up to 944,724 Equity Shares by Acsys, up to 487,600 Equity Shares by HDFC and up to 487,600 Equity Shares by HDB Trust
Price Band	Price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company (through the IPO Committee) in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located) each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	Date on which our Company (through the IPO Committee) in consultation with the BRLMs, will finalise the Offer Price
Prospectus	Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	No lien and non-interest bearing account to be opened with the Public Offer Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Bank(s)	A bank which is a clearing member and registered with SEBI as a banker to an offer and with which the Public Offer Account will be opened, in this case being [●]
QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer consisting of 5,990,950 Equity Shares which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
Qualified Institutional Buyers or QIBs or QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date

Term	Description
Refund Account(s)	No lien and non-interest bearing account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank(s)	Banker(s) to the Offer and with whom the Refund Account will be opened, in this case being [●]
Registered Brokers	Stock brokers registered under SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	Agreement dated January 3, 2020 amongst 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 as per the list available on the websites of the Stock Exchanges, and the UPI Circulars
"Registrar to the Offer" or "Registrar"	Link Intime India Private Limited
"Retail Individual Bidder(s)" or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their *karta* and Eligible NRIs)
Retail Portion	Portion of the Net Offer being not less than 35% of the Net Offer consisting of 4,193,665 Equity Shares which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Offer Price)
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s) QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website. The said list shall be updated on the SEBI website
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	Agreement dated [●] amongst our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank	[●], being a Banker to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the RIBs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
"Syndicate" or "Members of the Syndicate"	Together, the BRLMs and the Syndicate Members
Syndicate Agreement	Agreement dated [●] amongst our Company, the Selling Shareholders, the Syndicate Members and the Registrar to the Offer, in relation to collection of Bids by the Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters to be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no.

Term	Description
	SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by an RIB submitted with intermediaries with UPI as a mode of payment in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate a UPI transaction
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid/ Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the BSE, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical/Industry Related Terms/Abbreviations

Term	Description
AMC	Asset Management Company
AAUM	Average Assets under Management
AUM	Assets under Management
CAGR	Compounded Annual Growth Rate
CPI	Consumer Price Index
EPFO	Employees’ Provident Fund Organisation
GDP	Gross Domestic Product
GDS	Gross Domestic Savings
LIC	Life Insurance Corporation of India
MF	Mutual Fund
MF RTA	Mutual Fund Registrar and Transfer Agent
PMJDY	Pradhan Mantri Jan Dhan Yojana
PMJJBY	Pradhan Mantri Jeevan Jyoti Bima Yojana
PMSBY	Pradhan Mantri Suraksha Bima Yojana
QRTA	Qualified Registrar and Transfer Agent
SIP	Systematic Investment Plan
TER	Total Expense Ratio

Conventional and General Terms or Abbreviations

Term	Description
₹/Rs./Rupees/INR	Indian Rupees
ACH	Automated Clearing House
AIFs	Alternative Investments Funds, as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CCIL	Clearing Corporation of India Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Civil Code	The Code of Civil Procedure, 1908
Companies Act	Companies Act, 2013, along with the relevant rules, clarifications and modifications made thereunder
Companies Act, 1956	Companies Act, 1956, along with the relevant rules made thereunder
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*earlier known as the Department of Industrial Policy and Promotion*)
DP ID	Depository Participant Identification

Term	Description
DP/ Depository Participant	Depository participant as defined under the Depositories Act
ECS	Electronic clearing services
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FCNR	Foreign Currency Non-Resident
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated August 28, 2017 effective from August 28, 2017, issued by the DPIIT
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Non-Debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, GoI
FEMA Regulations 2017	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017
FIR	First Information Report
Financial Year/ Fiscal/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GAAR	General Anti Avoidance Rules
Gazette	Gazette of India
GoI or Government or Central Government	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family(ies)
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Ind AS/ Indian Accounting Standards	Indian Accounting Standards referred to in the Companies Act and notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
IPC	Indian Penal Code, 1860
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income Tax Act, 1961
KYC	Know your customer
KRA	Know your customer Registration Agency
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
MCA	Ministry of Corporate Affairs
MICR	Magnetic Ink Character Recognition
Mutual Fund (s)	Mutual Fund(s) means mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
N/A	Not applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Funds Transfer
NPCI	National Payments Corporation of India
NRI	Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRE Account	Non-resident rupee account
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
OSP	Other Service Provider
p.a.	Per annum
P/E	Price/earnings
P/E Ratio	Price/earnings ratio
PAN	Permanent account number
PAT	Profit after tax
PFRDA	Pension Fund Regulatory and Development Authority
PFRDA (POP) Regulations	Pension Fund Regulatory and Development Authority (Point Of Presence) Regulations, 2018
QRTA	Qualified Registrars to an Issue and Share Transfer Agents
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
RTA	Registrars to an Issue and Share Transfer Agents

Term	Description
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI Depositories Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Intermediaries Regulations	Securities and Exchange Board of India (Intermediaries) Regulations, 2008
SEBI KRA Regulations	Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} Regulations, 2011
SEBI Merchant Banker Regulations	SEBI (Merchant Bankers) Regulations, 1992
SEBI MF Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI RTA Regulations	Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities transaction tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax deduction account number
U.S. Securities Act	U.S. Securities Act of 1933
U.S./USA/United States	United States of America
USD/US$	United States Dollars
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

OFFER DOCUMENT SUMMARY

The following is a general summary of the terms of the Offer and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus, Red Herring Prospectus or Prospectus, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "Objects of the Offer", "Our Business", "Industry Overview", "Capital Structure", "The Offer", "Financial Statements", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of Articles of Association" on pages 20, 64, 95, 71, 54, 41, 149, 219, 249 and 262 respectively.

<table>
<tr><td>Primary business of our Company and the industry in which it operates</td><td>We are India's largest registrar and transfer agent of mutual funds with an aggregate market share of 69.4% based on mutual fund AAUM managed by our clients and serviced by us during November 2019 (according to the CRISIL Report). Our mutual fund clients include four of the five largest mutual funds as well as nine of the 15 largest mutual funds based on AAUM during November 2019 (according to the CRISIL Report). The size of the mutual fund RTA business was approximately ₹8.6 billion in financial year 2019. The industry is estimated to have grown at a CAGR of 20% in the last four years (according to the CRISIL Report).</td></tr>
<tr><td>Name of Promoter</td><td>Great Terrain</td></tr>
<tr><td>Offer size</td><td>Offer of up to 12,164,400 Equity Shares for cash at a price of ₹[●] per Equity Share aggregating up to ₹[●] million. The Offer shall constitute 24.95% of the post-Offer paid-up Equity Share capital of our Company.</td></tr>
<tr><td>Objects of the Offer</td><td>The objects of the Offer are to (i) to carry out the Offer for Sale of up to 12,164,400 Equity Shares by the Selling Shareholders; and (ii) achieve the benefits of listing the Equity Shares on the BSE. For further details, see "Objects of the Offer" on page 64.</td></tr>
<tr><td>Aggregate pre-Offer shareholding of our Promoter, Promoter Group and Selling Shareholders as a percentage of our paid-up Equity Share capital</td><td>The aggregate pre-Offer shareholding of our Promoter as a percentage of the pre-Offer paid-up Equity Share capital of our Company is set out below:
<table>
<tr><th>Promoter</th><th>Number of Equity Shares held</th><th>Percentage of the pre- Offer paid-up capital (%)</th></tr>
<tr><td>Great Terrain</td><td>21,224,000</td><td>43.53</td></tr>
<tr><td>Total</td><td>21,224,000</td><td>43.53</td></tr>
</table>
None of the members of the Promoter Group, except our Promoter, holds any Equity Shares in our Company.

The aggregate pre-Offer shareholding of our Selling Shareholders as a percentage of the pre-Offer paid-up Equity Share capital of our Company is set out below:
<table>
<tr><th>Selling Shareholders</th><th>Number of Equity Shares held</th><th>Percentage of the pre- Offer paid-up capital (%)</th></tr>
<tr><td>Great Terrain</td><td>21,224,000</td><td>43.53</td></tr>
<tr><td>NSEIL</td><td>18,285,000</td><td>37.50</td></tr>
<tr><td>HDFC</td><td>2,920,724</td><td>5.99</td></tr>
<tr><td>HDB Trust</td><td>1,555,444</td><td>3.19</td></tr>
<tr><td>Acsys</td><td>944,724</td><td>1.94</td></tr>
<tr><td>Total</td><td>44,929,892</td><td>92.15</td></tr>
</table></td></tr>
<tr><td>Summary Financial Information</td><td>The details of our share capital, net worth, the net asset value per Equity Share and total borrowings as at March 31, 2019, 2018, 2017 and for the six months period ended September 30, 2019 and September 30, 2018, as per the Restated Consolidated Financial Information are as follows:
(₹ in million, except per share data)
<table>
<tr><th rowspan="2">Particulars</th><th colspan="2">As at September 30,</th><th colspan="3">As at March 31,</th></tr>
<tr><th>2019</th><th>2018</th><th>2019</th><th>2018</th><th>2017</th></tr>
<tr><td>Share capital</td><td>487.60</td><td>487.60</td><td>487.60</td><td>487.60</td><td>487.60</td></tr>
<tr><td>Net worth</td><td>4,868.98</td><td>4,283.44</td><td>4,412.85</td><td>4,435.23</td><td>4,126.70</td></tr>
<tr><td>Net asset value per Equity Share</td><td>99.86</td><td>87.85</td><td>90.50</td><td>90.96</td><td>84.63</td></tr>
<tr><td>Total borrowings</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
</table>
The details of our total income, profit after tax and earnings per Equity Share (basic and diluted) for the Financial Years 2019, 2018 and 2017 and for the six months period ended September 30, 2019 and September 30, 2018 as per the Restated Consolidated Financial Information are as follows:
(₹ in million, except per share data)
<table>
<tr><th rowspan="2">Particulars</th><th colspan="2">For the six months period ended September 30,</th><th colspan="3">Financial Year</th></tr>
<tr><th>2019</th><th>2018</th><th>2019</th><th>2018</th><th>2017</th></tr>
<tr><td>Total income</td><td>3,600.29</td><td>3,519.61</td><td>7,114.96</td><td>6,614.52</td><td>5,026.38</td></tr>
<tr><td>Profit after tax</td><td>827.49</td><td>632.05</td><td>1,308.95</td><td>1,463.05</td><td>1,242.16</td></tr>
<tr><td>Earnings per Equity Share</td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>- Basic</td><td>16.97</td><td>12.98</td><td>26.75</td><td>29.93</td><td>25.32</td></tr>
</table></td></tr>
</table>

- Diluted	16.95	12.98	26.75	29.93	25.32

Auditor qualifications which have not been given effect to in the Restated Consolidated Financial Information

Our Statutory Auditors have not made any qualifications in the examination report.

Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, Directors and Subsidiaries, as of the date of this Draft Red Herring Prospectus is provided below.

	Number of Cases	*Amount, to the extent quantifiable (in ₹ million)*
Litigation against our Company		
Material civil litigation proceedings	6	Not quantifiable
Criminal proceedings	2	5.10
Tax matters	25	142.89*#@^
Litigation by our Company		
Criminal proceedings	4	23.35
Tax matters	Nil	Nil
Litigation against our Directors		
Material civil litigation proceedings	1	Not quantifiable
Litigation against our Subsidiaries		
Material civil litigation proceedings	1	Not quantifiable
Tax matters	5	20.68**^
Litigation by our Subsidiaries		
Criminal proceedings	Nil	Nil
Tax matters	Nil	Nil
Litigation against our Group Companies		
Regulatory proceedings	6	Not quantifiable

** Includes: (i) refund claims of ₹2.18 million and ₹5.78 million pursuant to ITA no.39/2015-16 dated August 31, 2017; (ii) refund claims of ₹11.93 million and ₹12.60 million pursuant to assessment orders under Section 143(3) of the Income Tax Act, 1961 dated December 16, 2019 and December 19, 2019 respectively; and (iii) refund claim of ₹3.90 million pursuant to an appeal filed before the Customs, Excise and Service Tax Appellate Tribunal, South Zonal Bench, Chennai against order-in-appeal no.37/2007 (M-IV) dated July 31, 2007*

 # Excludes interest of ₹45.61 million under Section 115P of the Income Tax Act, 1961 which has been added in the computation sheet forming part of the assessment order dated December 19, 2019 but not reflected in the demand notice dated December 19, 2019 issued to our Company. Our Company has filed a rectification letter to the assessment officer in this regard

*** Includes a refund claim of ₹5.40 million pursuant to assessment orders under Section 143(1) of the Income Tax Act, 1961 dated December 21, 2019 in relation to CISPL*

@ In addition, the Company has computed and accounted an amount of ₹22.47 of million towards interest on service tax demands based on the orders received

^ To the extent quantified

There are no outstanding litigations involving our Promoter. Further, regulatory authorities in the past have taken actions against our Company and CIRSL. For further details, see "*Outstanding Litigation and Material Developments*" on page 219

Risk Factors

For details of the risks applicable to us, see "*Risk Factors*" on page 20

Summary table of contingent liabilities

The following is a summary table of our contingent liabilities as of as of March 31, 2019 and September 30, 2019, to the extent not provided for:

(₹ in million)

Contingent Liabilities	As of September 30, 2019	As of March 31, 2019
Estimated amount of contracts remaining to be executed on capital account and not provided	15.51	1.02
Income tax matters	43.95	36.33
On account of processing errors	122.30	-
Others	1.78	1.82

	For further details, see "*Financial Statements – Note 33: Provisions & Contingent Liabilities (Ind AS 37)*" on page 187.
Summary of related party transactions	A summary of related party transactions entered into by our Company with related parties are as follows:

(₹ in million, except per share data)

Particulars	**For the six months period ended September 30,**	**Financial Year**		
	2019	**2019**	**2018**	**2017**
Acsys				
Dividend paid (for the period)	6.14	258.59	305.79	189.99
Rent paid (for the period)	6.35	14.93	17.85	15.17
Maintenance expenses (for the period)	1.03	2.89	3.63	3.11
Security deposit-rent (as at)	12.19	12.19	12.19	15.19
Trade payable (as at)	-	2.03	2.36	2.32
Great Terrain				
Dividend paid (for the period)	137.96	166.38	-	-
HDB Trust				
Dividend paid (for the period)	10.11	52.66	56.74	35.25
HDFC Bank				
Current account balance (as at)	1,308.69	292.17	155.56	66.14
Fixed deposit outstanding (as at)	13.07	11.36	10.22	2.52
Dividend paid (for the period)	10.55	54.98	59.23	36.80
ECS transaction charges (for the period)	11.07	23.89	31.97	14.21
Trade payable (as at)	2.09	2.15	7.17	2.62
HDFC				
Dividend paid (for the period)	18.99	98.87	106.51	66.18
N. Koteswara Prasad				
Salary and compensation (for the period)	-	11.84	45.05	40.03
Dividend paid (for the period)	0.30	0.71	0.12	0.07
Anuj Kumar				
Salary and compensation (for the period)	9.09	29.01	24.82	17.56
Somasundaram M.				
Salary and compensation (for the period)	3.60	11.47	10.10	8.44
Dividend paid (for the period)	0.26	0.57	-	-
N. Ravi Kiran				
Salary and compensation (for the period)	5.51	12.80	13.08	-
Manikandan Gopalakrishnan				
Salary and compensation (for the period)	2.32	5.41	4.86	3.84
Dividend paid (for the period)	0.05	0.11	-	-
Srikanth Tanikella				
Salary and compensation (for the period)	5.30	13.84	12.37	11.35
NSE				
Fee for services provided (for the period)	11.63	21.26	17.60	15.27
Receivables (as at)	7.27	14.08	10.03	4.08
NSE DAL				
Fee for services provided (for the period)	0.02	0.02	0.02	0.02
Payables (as at)	0.13	0.11	0.21	1.02
NSECL				

Fee for services provided (for the period)	0.19	6.60	6.09	1.64
Receivables (as at)	1.12	0.81	1.71	0.96
NSEIL				
Dividend paid (for the period)	118.85	459.71	432.19	268.53
S.V. Ramanan				
Salary and compensation (for the period)	3.68	10.59	9.61	8.64
Dividend paid (for the period)	0.03	0.06	-	-
Abhishek Mishra				
Salary and compensation (for the period)	1.57	-		
Balaram Venkataratnam				
Dividend paid (for the period)	0.33	1.12	-	-
Padma Chandrasekaran				
Dividend paid (for the period)	-	0.33	-	-
Suresh Kuppuswamy				
Salary and compensation (for the period)	3.47	8.58	7.79	7.10

For further details, see "*Financial Statements*" on page 149.

Details of all financing arrangements whereby the Promoter, members of the Promoter Group, the directors of our Promoter, our Directors and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus

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

Weighted average price at which the Equity Shares were acquired by our Promoter or Selling Shareholders, in the last one year

Category of Shareholder	Number of Equity Shares acquired	Weighted average price of acquisition per Equity Share (in ₹)
Promoter		
Great Terrain	2,940,000	717.80

Average cost of acquisition of Equity Shares of our Promoter and selling shareholders

The average cost of acquisition of Equity Shares of our Promoter and Selling Shareholders is as follows:

Name	Number of Equity Shares acquired	Average cost of acquisition per Equity Share (in ₹)
Great Terrain	21,224,000	686.88
NSEIL	21,938,400	187.86
HDFC	8,397,810	3.81
HDB Trust	2,910,000	3.13
Acsys	19,663,180	1.70

Size of the pre-IPO placement and allottees, upon completion of the placement	Not applicable.
Any issuance of Equity Shares in the last one year for consideration other than cash	Our Company has not issued any Equity Shares in the last one year for consideration other than cash.
Any split/consolidation of Equity Shares in the last one year	Our Company has not split or consolidated the face value of the Equity Shares in the last one year.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY 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, all references to the "US", "U.S." "USA" or "United States" are to the United States of America and all references to "Germany" are to the Federal Republic of Germany.

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial data in this Draft Red Herring Prospectus is derived from the Restated Consolidated Financial Information.

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

There are significant differences between Ind AS and U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting principles, policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting principles, policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. For risks relating to significant differences between Ind AS and other accounting principles, see "*Risk Factors – Significant 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*" beginning on page 37.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 20, 95 and 201 respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Consolidated Financial Information.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Except as otherwise stated, all figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places.

Non-GAAP Financial Measures

We use a variety of financial and operational performance indicators to measure and analyze our operational performance from period to period, and to manage our business. Our management also uses other information that may not be entirely financial in nature, including statistical and other comparative information commonly used within the Indian financial services industry to evaluate our financial and operating performance. The key financial and operational performance indicators and ratios are defined along with a brief explanation in the section, "*Definitions and Abbreviations*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Certain Non-GAAP Financial Measures*" on pages 1 and 201, respectively.

These financial and operational performance indicators have limitations as analytical tools. As a result, these financial and operational performance indicators should not be considered in isolation from, or as a substitute for, analysis of our historical financial performance, as reported and presented in its financial statements.

Further, these financial and operational performance indicators are not defined under Ind AS, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance or profitability measures under Ind AS, IFRS or U.S. GAAP. While these financial and operational performance indicators may be used by other financial institutions operating in the Indian financial services industry, other financial institutions may use different financial or performance indicators or calculate these ratios differently, and similarly titled measures published by them may therefore not be comparable to those used by us.

Currency and Units of Presentation

All references to:

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

- "Euro" or "€"; or "EUR" are to Euro, the official currency of 19 of the 28 member states of the European Union.

Our Company has presented all numerical information in this Draft Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and USD (in Rupees per USD), and Rupee and Euro (in Rupees per Euro):

Currency	As at				
	November 30, 2019(1)	September 30, 2019	March 31, 2019(2)	March 31, 2018(3)	March 31, 2017
1 USD	71.73	70.68	69.17	65.04	64.84
1 Euro	78.98	77.32	77.70	80.62	69.24

Source: RBI reference rate and www.fbil.org.in

(1) Exchange rate as on November 29, 2019, as RBI reference rate is not available for November 30, 2019 being a Saturday
(2) Exchange rate as on March 29, 2019, as RBI reference rate is not available for March 31, 2019 and March 30, 2019 being a Sunday and Saturday, respectively
(3) Exchange rate as on March 28, 2018, as RBI reference rate is not available for March 31, 2018, March 30, 2018 and March 29, 2018 being a Saturday and public holidays, respectively

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been obtained from various industry publications and sources, including the report titled '*Assessment of the Mutual Fund Registrar and Transfer Agents Industry in India*' dated January, 2020 by CRISIL Limited which has been commissioned by our Company, and which is subject to 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. Computer Age Management Services 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.

For risks in this regard, see "*Risk Factors - We have referred to the data derived from an industry report commissioned by us from CRISIL Limited.*" on page 33.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 20.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

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 this Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) outside of the United States 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 (ii) to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

We intend to rely on an exception from the definition of investment company under the U.S. Investment Company Act of 1940, as amended, in connection with this Offer.

NOTICE TO PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA

This Draft Red Herring Prospectus has been prepared on the basis that all offers of Equity Shares will be made pursuant to an exemption under the Prospectus Directive, as implemented in Member States of the European Economic Area ("EEA"), from the requirement to produce a prospectus for offers of Equity Shares. The expression "Prospectus Directive" means Directive 2003/71/EC of the European Parliament and Council EC (and amendments thereto, including the 2010 PD Amending Directive and Prospectus Regulations (EU) 2017/1129, to the extent applicable and to the extent implemented in the Relevant Member State (as defined below)) and includes any relevant implementing measure in each Member State that has implemented the Prospectus Directive (each a "Relevant Member State"). Accordingly, any person making or intending to make an offer within the EEA of Equity Shares which are the subject of the placement contemplated in this Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company, the Selling Shareholders or any of the Book Running Lead Managers to produce a prospectus for such offer. None of our Company, the Selling Shareholders and the Book Running Lead Managers have authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Book Running Lead Managers which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "seek to", "shall", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to corresponding risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industries we serve 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 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 and changes in competition. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

a. Growth, value and composition of AAUM of the mutual funds managed by our clients.

b. Significant disruptions in our information technology systems or breaches of data security.

c. Employee fraud or misconduct.

d. In the event of a disaster, our disaster recovery and business continuity plans may fail.

e. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy.

f. Our inability to respond to the demands of our existing and new clients, or adapt to technological changes or advances.

g. Inability to comply with prescribed anti-money laundering or anti-terrorist financing rules, regulations, circulars and guidelines issued by various regulatory and government authorities.

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 20, 95 and 201, 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 materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of our future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward looking statements based on these assumptions could be incorrect. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Neither our Company, the Selling Shareholders, our Promoter, our Directors, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the requirements of SEBI, our Company and each of the Selling Shareholders (in respect of statements/ disclosures made by them in this Draft Red Herring Prospectus) shall, severally and not jointly, ensure that investors in India are informed of material developments from the date of the Red Herring Prospectus until the date of Allotment.

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 or to India. 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 95, 71 and 201, 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.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 19.

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, the financial information of our Company has been derived from our Restated Consolidated Financial Information.

Internal Risk Factors

1. ***Our future revenue and profit are largely dependent on the growth, value and composition of AAUM of the mutual funds managed by our clients, which may decline.***

We derive a significant portion of our revenue from our mutual funds services business. For the six months ended September 30, 2019 and the financial years 2019, 2018 and 2017, revenue from our mutual funds services business accounted for 87.4%, 86.8%, 86.6% and 87.8% of our revenue from operations, respectively. A substantial portion of the fees that we charge our mutual fund clients is calculated and charged on basis points of the average assets under management ("**AAUM**") of the funds serviced by us. Our fee structure therefore is not directly linked to our expenses and we may incur costs that we may be unable to pass on to our clients. In addition, the fees that we charge our clients differs between asset classes of mutual funds. For example, we charge higher fees for equity funds than we do for debt funds. Consequently, any reduction or change in the composition of AAUM of the funds managed by our clients, could adversely affect our revenue and profit.

The AAUM may decline or fluctuate for various reasons, most of which are outside our control. Factors that could cause the AAUM of the funds managed by our clients to decline include the following:

- *Declines in the Indian equity markets*: A large number of the funds managed by our clients include significant equity investments and as such they make up a significant portion of AAUM. Such equity investments are concentrated in Indian equity markets. As such, declines in Indian equity markets would cause AAUM managed by our clients to decline and could also impact future inflows. The equity markets in India have been and may continue to be volatile and any such volatility will contribute to fluctuations in future AAUM managed by our clients.

- *Changes in interest rates and defaults*: Many of the funds managed by our clients invest in fixed income securities of various issuers. The value of fixed income securities may decline as a result of changes in interest rates, an issuer's actual or perceived creditworthiness, an issuer's ability to meet its obligations or any default by an issuer in making its payments when due. Such declines would also result in a decline in AAUM of our clients.

- *Accelerated customer withdrawals or redemptions*: In response to market conditions, inconsistent or poor investment performance, the pursuit of other investment opportunities or other factors, investors may reduce their investments in funds through withdrawals or fund exits or the market segments in which related investments are concentrated. There could be customer redemptions or withdrawals if customers decide to move assets to investments that they perceive as offering greater opportunity or lower risk. There could also be adverse publicity regarding a particular fund or industry leading to fund exits. Such reductions may lead to a decrease in AAUM of our clients and investors may choose not to reinvest with our clients and seek alternative forms of savings.

- *Declines in systematic investment plans*: A significant portion of the AAUM managed by our mutual fund clients is obtained through systematic investment plans made by investors. Consequently, any decline in the rate of savings in India, particularly in relation to systematic investment plans could result in a decrease in the AAUM of our clients.

- *Underperformance or decrease in valuation of investment products:* The investment strategies of the schemes managed by our mutual fund clients may lead the schemes to underperform their relevant benchmarks. Any such underperformance, either on an absolute or relative basis, may cause AAUM of the schemes managed by our mutual fund clients to decline. Underperformance could also affect our clients' ability to attract funds from new customers or fund inflows from existing customers may reduce, and third-party financial intermediaries, advisors and consultants may rate their schemes and other investment products poorly, which cause the existing customers to withdraw their funds or reduce asset inflows.

Further, the amount of investments held by investors through our clients, the level of investor transactional activity we process on behalf of our clients, trading volumes, market prices, and liquidity of the securities markets are affected by general national and international economic and political conditions, and broad trends in business and finance that result in changes in participation and activity in the securities markets. Factors that could affect the Indian securities markets include Indian and global economic, political and market conditions, legislative and regulatory changes, the availability of short-term and long-term capital resources, exchange rates and inflation and national and state taxation levels. These factors are beyond our control and may contribute to reduced levels of participation and activity in the securities markets and in mutual funds. Accordingly, any significant reduction in participation and activity in mutual funds would likely result in lower revenues from our operations.

2. ***Significant disruptions in our information technology systems or breaches of data security could adversely affect our business and reputation.***

We are a technology-driven financial infrastructure and services provider to mutual funds, alternative investment funds, other types of funds, insurance companies, banks and NBFCs. Our business is dependent upon increasingly complex and interdependent information technology systems. We offer a diverse portfolio of technology-based services and have developed and implemented several technology platforms to service our clients efficiently. We are also classified as a qualified registrar to an issue and share transfer agent pursuant to the SEBI RTA Regulations and are required to comply with SEBI's circular dated August 10, 2018 on enhanced monitoring of QRTAs which requires us to formulate and implement a comprehensive policy framework which, among others, includes a risk management policy, a business continuity plan and a data access and data protection policy, ensuring integrity of operations and investor services and service of standards.

The size and complexity of our computer systems may make them potentially vulnerable to breakdowns. Many of our services are provided through the internet, which increases our exposure to potential cybersecurity attacks including viruses, ransomware and spam attacks. We have experienced cybersecurity threats to our information technology infrastructure and have experienced non-material cyber-attacks. For example, we experienced an attack by a Crysis/Dharma ransomware variant on the server hosting the marketing website of our Subsidiary, SSPL, in December 2018 which caused our data to get encrypted. This attack was contained and did not spread through SSPL's network or that of our Company. Although we have undertaken actions subsequent to the attack, future threats could cause harm to our business and our reputation and challenge our ability to provide reliable services. Our insurance coverage may not be adequate to cover all the costs related to cybersecurity attacks or disruptions resulting from such events.

Further, our financial, accounting, or other data processing systems may fail to operate adequately, or at all, because of events that are beyond our control, including a disruption of electrical or communications services in the markets in which we operate. Our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. Although we have not experienced any significant disruptions to our information technology systems in the past, we cannot assure you that we will not encounter disruptions in the future.

We may also face cyber threats such as (i) phishing and trojans - targeting our customers, wherein fraudsters send unsolicited mails to our customers seeking account sensitive information or to infect customer machines to search and attempt ex-filtration of account sensitive information; (ii) hacking – wherein attackers seek to hack into our website with the primary intention of causing reputational damage to us by disrupting services; (iii) data theft – wherein cyber criminals may attempt to intrude into our network with the intention of stealing our data or information; and (iv) advanced persistent threat – a network attack in which an unauthorized person gains access to our network and remains undetected for a long period of time with an intention to steal our data or information rather than to cause damage to our network or organization.

Our systems are potentially vulnerable to data security breaches, whether by our employees, or our service providers or others that may expose sensitive data to unauthorized persons. We process and transfer data, including personal information, financial information and other confidential data provided to us by our clients. Although we maintain systems and procedures to prevent unauthorized access and other security breaches, it is possible that unauthorized individuals could improperly access our systems, or improperly obtain or disclose sensitive data that we process or handle. Data security breaches could lead to the loss of intellectual property or could lead to the public exposure of personal information (including sensitive financial and personal information) of our clients' investors or our employees. Any such security breaches or compromises of technology systems could result in institution of legal proceedings against us and potential imposition of penalties, which may have an adverse effect on our business and reputation.

3. ***Our clients are subject to several laws and regulations, and new laws or regulations or changes to existing laws or regulations could affect our clients and, in turn, adversely affect our business and results of operations.***

We provide technology-based services to mutual funds and other financial services institutions that are generally subject to extensive regulation in India. Mutual funds are also subject to certain reporting requirements such as the requirement to report the net asset value of their funds. As a provider of services to such institutions, our services are provided in a manner designed to assist our clients in complying with the laws and regulations to which they are subject. Therefore, legal and regulatory risks are inherent in our business and our services, such as transaction origination and execution, report generation, data and payment processing and customer care services, are particularly sensitive to changes in laws and regulations governing the financial services industry and the securities markets.

Our services and the fees we charge our clients for certain services are subject to change if applicable SEBI rules and regulations are amended, or new laws or regulations are adopted, which could result in an adverse effect on our business and results of operations. Mutual funds are permitted to charge certain operating expenses for managing a scheme such as sales and marketing/advertising expenses, administrative expenses, transaction costs, investment management fees, registrar fees, custodian fees and audit fees, as a percentage of the scheme's daily net assets. Total expense ratio ("**TER**") charged to the scheme is the cost of running and managing a scheme. All expenses incurred by a scheme are required to be managed by the asset management company within the limits specified under Regulation 52 of the SEBI MF Regulations. SEBI has pursuant to its press release dated September 18, 2018 and circular number SEBI/HO/IMD/DF2/CIR/P/2018/137 dated October 22, 2018 mandated, among others, that the TER for (i) equity oriented open schemes shall range from 1.05% to 2.25%; and (ii) other open schemes shall range from 0.80% to 2.00%, depending on the AUM of such scheme. Further, SEBI under the SEBI (Mutual Funds) Regulations, 1996, has mandated that the TER in case of close ended and internal schemes (i) shall be a maximum of 1.25% and 1.00% of the daily net assets of the scheme for equity oriented schemes and other close ended and interval schemes, respectively; (ii) liquid schemes, index fund schemes, exchange traded funds, equity oriented schemes and other schemes ranges between 1.00% and 2.25% of the daily net assets of the scheme depending on the type of fund of funds scheme. Additionally, SEBI has permitted the charging of an additional TER of 30 basis points from retail investors beyond top 30 cities of India.

New regulations governing our clients could also result in significant expenditures that could cause them to reduce their use of our services, seek to renegotiate existing agreements, or cease or curtail their operations, all of which could adversely affect our business. Further, an adverse regulatory action that changes a client's business or adversely affects its financial condition, could decrease their ability to purchase, or their demand for, our services. The loss of business from our clients could have an adverse effect on our business and results of operations.

4. ***We derive a significant portion of our revenues from a few clients and the loss of one or more such clients could adversely affect our business and prospects.***

We are dependent on a limited number of mutual fund clients for a significant portion of our revenues. For the six months ended September 30, 2019 and the financial years 2019, 2018 and 2017, our top five clients contributed ₹2,294.44 million, ₹4,656.20 million, ₹4,290.00 million and ₹3,215.40 million, or 65.8%, 67.1%, 66.9% and 67.2%, of our revenue from operations, respectively. Our contracts with such mutual fund and AIF clients are typically perpetual in nature, unless terminated by either party. For our other clients the validity for such contracts ranges between one to three years. We negotiate pricing terms with these clients on a periodic basis and our contracts permit them to terminate their arrangements with us by providing three to six months' written notice, after which they may engage the services of our competitors. Certain of our contracts with our clients include provisions pursuant to which we are liable to such client for losses, including any indirect or consequential losses, arising in connection with error or omission, fraud, negligence or default caused by us, any of our employees or our agent's actions. Indemnity provisions in such contracts include, among others, us holding the client harmless from and against all such losses, damages, injury liabilities, claims, actions, costs, including attorney's fees and court fees relating to third-party claims arising out of or related to our performance or failure of the terms of such contract for which we have assumed financial, administrative or operational responsibility; breach of any representations or warranties contained therein by us; any claims related to our failure to obtain, maintain and comply with required consents, applicable laws, or regulations and any claims against the client, for taxes, assessments, or penalties which are incurred due to us. The aggregate cumulative financial liability under some of these contracts ranges between 25% and 100% of the fees received by us from the client for a particular transaction or 12 months preceding the month in which such claim is made, as the case may be. However, in the event of certain breaches, there is no limit on the liability that we could incur under these contracts. Also, one of our contracts with a mutual fund client does not have a cap on liability. Further, validity of indemnities provided within a majority of the contracts with our clients ranges between one year and five years from the expiry of such contracts. We may still remain liable for any penalty or adverse action that a court of an appropriate forum or a regulatory authority may impose upon us. Such financial liability and penalty may have an adverse effect on our business and reputation, including loss of our clients.

Certain of our contracts provide our clients the right to inspect and audit our facilities and processes after providing reasonable notice to us. If such inspection or audit yields adverse findings such client may terminate or modify their contractual arrangements and refuse to renew their contractual arrangements with us.

The loss of one or more of our significant clients or a reduction in the amount of business or fees we obtain from them or an adverse change in the determination of the fees that we receive from them could have an adverse effect on our business and results of operations. Our reliance on a select group of clients may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. Our dependence on these clients also exposes us to risks associated with their internal management, financial condition and creditworthiness, and major events affecting these clients such as bankruptcy, change of management, mergers and acquisitions, reduction in growth or a slow-down in the business of our customers, could adversely affect our business. We cannot assure you that we will be able to maintain historic levels of business from our significant clients, or that we will be able to significantly reduce client concentration in the future. The loss of business from any of these clients due to any reason could adversely affect our business, financial condition and prospects.

5. ***There have been instances of non-compliances with certain legislations and we have also received certain warning letters from SEBI and a show cause notice from the IRDAI in relation to certain aspects of our operations. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation may be adversely affected.***

We are subject to periodic inspection by various regulatory authorities, such as SEBI and the IRDAI and any adverse findings during the course of such inspections could subject us to regulatory action under their respective acts and applicable rules and regulations notified thereunder. In the past, we have received administrative warnings and adverse observations from regulatory authorities. For example, we have received warning letters from SEBI in relation to (i) failure to put in place necessary operational framework to prevent SEBI debarred entities from transacting in mutual funds in violation of clause 2 and 3 of Schedule III read with Regulation 13 of the SEBI RTA Regulation; and (ii) manner of execution of delivery instruction slips in terms of the service level agreements entered between the Company and AMCs. SEBI had viewed the aforementioned violations seriously and issued such warnings to improve compliance standards. Further, CIRSL was issued a show cause notice dated December 4, 2017 and a final order dated July 13, 2018 by IRDAI for non-compliance with certain provisions of the Revised Guidelines on Insurance Repositories and Electronic Issuance of Insurance Policies ("**IRDAI Guidelines**") dated May 29, 2015 in relation to (i) having common directors with two life insurance companies giving rise to conflict of interest with insurance business; (ii) maintaining inadequate professional indemnity cover; and (iii) providing services which are not permitted under the IRDAI Guidelines. Although, CIRSL has informed the IRDAI about the corrective steps taken and the extent of compliance with the aforementioned order on September 7, 2018, we cannot assure you that we will be able to comply with the directions and observations made by IRDAI in its order to its satisfaction or that IRDAI will not make an adverse remark or impose a penalty as a consequence of such order. For further details, see "*Outstanding Litigation and Material Developments*" on page 219.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of our operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that business units adhere to our policies, compliance requirements and internal guidelines. While we periodically test and update our internal processes and systems, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances. Our operations are subject to human and system errors, including in the confirmation, entry or settlement of transactions, due to the complexity and high volume of transactions. We have developed a comprehensive risk management policy to maintain procedures and systems that enable us to identify, monitor, control and respond to these risks effectively. However, if our risk management efforts are ineffective, we could suffer losses that may adversely affect our results of operations and financial condition. Any future expansion and diversification in our services will require us to continue to enhance our risk management policy.

Our management information systems and internal procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction. If internal system or process weaknesses are identified, our actions may not be sufficient to correct such weaknesses. Failures or material errors in our internal systems may lead to errors in handling data, inaccurate financial reporting and failure of critical systems and infrastructure. For example, we discovered an error of not having clawed-back brokerage of approximately ₹122.30 million from distributors when assets did not stay with a mutual fund for a specified period. This error in processing brokerage was made from April 1, 2016 to September 30, 2019, and has been disclosed as a contingent liability as of September 30, 2019, in our Restated Consolidated Financial Information. In the event such liability materializes, we may be required to reimburse the mutual fund and recognize such costs in our financial statements. The failure to properly perform our services could result in our clients that operate regulated businesses being subjected to losses including censures, fines, or other sanctions by applicable regulatory authorities, and we could be liable to parties who are financially or otherwise harmed by those errors. In addition, such errors could subject us to litigation, cause us to incur expenses, lose revenues, lose clients or damage our reputation.

Further, in the past, our Company has failed to (i) maintain the employment register in the prescribed form, to provide the employees leave book; and (ii) notify the inspector about change in the employee count under the provisions of the erstwhile Bombay Shops and Establishment Act, 1948. NSDL on March 20, 2018 levied a penalty of ₹2,500 on our Company in relation to daily reconciliation between ISIN and RTA balances. Moreover, Pension Fund Regulatory Authority and Development Authority has issued a letter dated October 17, 2019 seeking an explanation from our Company for failing to obtain prior approval for conversion from private limited company to a public limited company as mandated under PFRDA (Point of Presence) Regulations, 2018. Our Company has responded to the aforesaid letter on November 1, 2019. The PFRDA has responded to the Company by way of a letter dated December 19, 2019, to which the Company has responded on January 4, 2020.

In addition, in the past, we have compounded an offence under Section 297 of the Companies Act, 1956 in relation to entering into a license agreement with Acsys (a related party of our Company), in which one of our Directors was interested, without taking prior approval from the Government.

6. ***Employee fraud or misconduct 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 misappropriation, fraud or misconduct. Our employees could make improper use or disclose confidential information, which could result in regulatory sanctions and serious reputational or financial harm. For example, an ex-employee had misappropriated certain confidential data relating to our Company and shared the same with third parties. Further, an ex-employee of one of our service providers, while rendering services to us, had fraudulently misappropriated money from investors resulting in wrongful loss. For further details, see "*Outstanding Litigation and Material Developments*" on page 219. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures, we may be unable to adequately prevent or deter such activities in all cases. Our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. 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, penalties or other actions 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. We may also be required to make good any monetary loss to the affected party. 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.

7. ***In the event of a disaster, our disaster recovery and business continuity plans may fail, which could result in the loss of client data and adversely interrupt operations.***

Our operations are dependent on our ability to protect our infrastructure against damage from catastrophe, natural disaster, or severe weather including events resulting from unauthorized security breach, power loss, telecommunications failure, terrorist attack, or other events that could have a significant disruptive effect on our operations. We have a disaster recovery and business continuity plan in place in the event of system failure due to any of these events and we test our plans regularly. Our business continuity planning is done at our disaster recovery sites at Chennai and Coimbatore which are operated by over 500 personnel based there, as of September 30, 2019. However, we cannot be certain that our plans will be successful in the event of a disaster. If our disaster recovery or business continuity plans are unsuccessful in a disaster recovery scenario, we could potentially lose client data or experience material interruptions to our operations or delivery of services to our clients, and we could be liable to parties who are financially harmed by those failures. In such cases, we could also experience delays in making regulatory filings, or may be unable to comply with certain regulatory requirements. Such failures could cause us to face regulatory action, lose revenues, lose clients or damage our reputation.

Further, we have four back offices located at Chennai and Coimbatore, which perform business process management, customer interaction management and intermediary services. Currently, a majority of our work force is based out of such back offices. Due to the geographic concentration of certain of our primary and back offices, particularly the concentration of our technology infrastructure in the state of Tamil Nadu, our operations are susceptible to local and regional factors, such as accidents, system failures, economic and weather conditions, natural disasters, and demographic changes, and other unforeseen events and circumstances. Consequently, any significant social, political or economic disruption, or natural calamities or civil disruptions in the region, or changes in policies of the state or local governments or the government of India, could require us to incur significant capital expenditure and change our business strategy. The occurrence of, or our inability to effectively respond to any such event, may have an adverse effect on our business, results of operations and financial condition.

8. *Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an adverse effect on our business, results of operations and financial condition.*

Over the last few years, we have expanded our operations and services and experienced considerable growth. Our total income has grown from ₹5,026.38 million for the financial year 2017 to ₹7,114.96 million for the financial year 2019. Although we have historically derived a significant majority of our revenues from our mutual funds services business, we intend to focus on growing the revenue and market share of our other businesses. However, we cannot assure you that we will be successful in implementing such strategy or that we will be able to continue to grow further, or at the same rate. Our other businesses may face several challenges, including obtaining additional governmental or regulatory approvals, identifying and collaborating with local business partners with whom we may have no existing relationship, successfully marketing our services and maintaining standardized systems and procedures. Further, our services may not be accepted by our clients or meet profitability expectations. To address these challenges, we may have to make significant investments that may not yield desired results, or incur costs that we may not be able to recover.

The growth of our business is also dependent on changing Indian macroeconomic conditions, savings rate and the Indian regulatory framework, which has resulted in increased wealth creation, savings and investments and consequently the client base of the financial institutions that we serve. Such growth of our business and expansion of our client base may place a strain on our management and operations. We believe that our current and anticipated future growth will require implementing new and enhanced communications and information systems, training personnel to operate such systems, and expanding and upgrading core technologies (financial, accounting, administrative and operational infrastructure and internal capabilities). While many of our systems are designed to accommodate additional growth without redesign or replacement, we may nevertheless need to make significant investments in additional hardware and software to accommodate growth. In addition, we cannot assure you that we will be able to predict the timing or rate of this growth accurately or expand and upgrade our systems and infrastructure on a timely basis.

Our growth has required and will continue to require increased investments in management personnel and systems, financial systems and controls, and office facilities. However, we cannot assure you that such investments will yield desired results and we may incur costs that we may not be able to recover. We may also be unable to hire additional qualified personnel to support the offering of a wider range of services. If we fail to manage our growth, we may experience operating inefficiencies, dissatisfaction among our client base, and lost revenue opportunities, which may adversely affect our business, results of operations and financial condition.

9. *If we are unable to respond to the demands of our existing and new clients, or adapt to technological changes or advances, our business and growth could be adversely affected.*

The financial services industry is characterized by increasingly complex and integrated infrastructure and services, new and changing business models and rapid technological and regulatory changes. Our clients' needs and demands for our services evolve with these changes. For example, mobile applications are becoming increasingly popular among customers due to their convenience and user friendliness. Our future success will depend, in part, on our ability to respond to our clients' demands for new services, capabilities and technologies on a timely and cost-effective basis and thus we have developed various mobile applications to provide a wide range of services. We also need to adapt to technological advancements and keep pace with changing regulatory standards to address our clients' increasingly sophisticated requirements. Transitioning to these new technologies may be disruptive to our resources and the services we provide and may increase our reliance on third-party service providers. If we fail to adapt or keep pace with new technologies in a timely manner, provide customers with better services and user experience, or retain and attract skilled technology staff, it could harm our ability to compete, decrease the value of our services to our clients, and adversely affect our business and future growth.

10. *Competition could negatively affect our ability to maintain or increase our market share and profitability.*

The markets for our services continue to evolve and are competitive. We compete with a number of entities that provide similar services in each of the business lines in which we operate. Our competitors may be able to respond more quickly to new or changing opportunities, technologies, and client requirements and may offer better technological services, more attractive terms to clients and adopt more aggressive pricing policies than we will be able to offer or adopt. In addition, we expect that the markets in which we compete will continue to attract new competitors and new technologies, including international providers of services similar to ours. We compete on the basis of a number of factors, including execution, depth of product and service offerings, innovation, reputation, price and convenience. Our competitors may have advantages over us, including, but not limited to:

- substantially greater financial resources;
- longer operating history than us in certain of our businesses;
- greater brand recognition among consumers;
- larger customer bases in India;

- better distribution platforms;
- lower cost of capital;
- greater geographical presence; and
- more diversified operations which allow profits from certain operations to support other businesses with lower profitability.

We cannot assure you that we will be able to compete effectively with current or future competitors or that we will be successful in attracting new customers for our mutual fund services business or other business. If we fail to compete effectively, our market share could decrease and our business, results of operations and financial condition could be adversely affected.

11. ***We may not be able to comply with prescribed insider trading regulations, anti-money laundering or anti-terrorist financing rules, regulations, circulars and guidelines issued by various regulatory and government authorities, which could expose us to additional liability, including regulatory fines and harm our business or reputation.***

We provide various services to our clients and as such are required to comply with insider trading regulations, applicable anti-money-laundering and anti-terrorism financing laws and other regulations in India. Thus, we in the course of our operations, run the risk of failing to comply with timely reporting requirements, prescribed KYC procedures and the consequent risk of insider trading by employees or directors, as well as fraud and money laundering or terrorist financing by dishonest customers. Although we have implemented anti-money laundering, KYC and insider trading policies and procedures and seek to adhere to all requirements under Indian laws, there can be no assurance that these policies and procedures will be completely effective. Further, 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 adversely affect our business and reputation.

12. ***The inability to identify, obtain and retain intellectual property rights to technology could harm our business. Further, we may infringe upon the intellectual property rights of others, any misappropriation of which could adversely affect our business, results of operations and financial condition.***

Our success depends in part upon the development of technology platforms and applications to conduct our business. In our software solutions business, our technology team develops software for us, asset management companies as well as banking and non-banking financial services companies. Accordingly, it is important that we identify, obtain and retain intellectual property rights to such technology platforms, both for internal use as well as for use in providing services to our clients. Further, although we attempt to avoid infringing upon known proprietary rights of third parties, we are subject to the risk of claims alleging infringement of third-party proprietary rights. If in response to a third-party infringement allegation, we were to determine that we require a license to such third-party's proprietary rights, then we may be unable to obtain such license on commercially reasonable terms. We may need to undertake substantial reengineering of our services in order to continue offering them, and we may not be able to succeed in doing so. In addition, any claim of infringement could cause us to incur substantial costs defending such claim, even if the claim is baseless, and could distract our management from our business. A party asserting such an infringement claim could secure a judgment against us that requires us to pay substantial damages, grants such party injunctive relief, or grants other court ordered remedies that could prevent us from conducting our business.

13. ***We are subject to extensive government regulation and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected.***

We operate in a highly regulated environment in which we are regulated by the SEBI, RBI, IRDAI and the MCA, among others. In addition, we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business. For example, we have approvals from SEBI in relation to, among others, registration as a registrar and transfer agent. We are also a SEBI regulated depository participant and have obtained an approval from the RBI for providing ECS services. Further, our Subsidiary, CIRSL has a certificate of registration from the IRDAI to act as an insurance repository, which is valid up to July 31, 2021, and our Subsidiary, CISPL has been granted a certificate or registration by SEBI to carry on operations as a KYC Registration Agency, which is valid unless cancelled or suspended by SEBI. Our Subsidiary, CFISPL was issued an in principle approval by the RBI on May 8, 2018 for undertaking business as an account aggregator, valid for a period of twelve months, within which CFISPL was required to put in place necessary technology platform and complete all legal and operational formalities to commence operations. CFISPL has made an application to the RBI for a final certificate of registration, which is currently pending due to which CFISPL is currently not conducting any business activity. For details of approvals relating to our business and operations, see "*Government and Other Approvals*" on page 229.

In view of the extensive regulations applicable to us, there are inherent legal and regulatory risks in our business. We are subject to scrutiny, supervision and actions taken by such regulators. For example, SEBI conducts regular inspections of our premises. The requirements imposed by regulators are designed to ensure the integrity of the capital markets and to protect investors and our clients. Any non-compliance with regulatory guidelines and directions may result in substantial penalties and reputational impact, which may affect the price of our Equity Shares. Among other things, in the event of any non-compliance on our part, we could be heavily fined or prohibited from engaging in certain business activities.

We are also exposed to the risk of us or any of our employees being non-compliant with insider trading rules or engaging in fraudulent practices to take advantage of our clients and their investors. In the event of any such violations, regulators could take regulatory actions, including financial penalties against us and the concerned employees. This could have a materially adverse financial and reputational impact on us. Further, any change to the existing legal or regulatory framework will require us to allocate additional resources, which may increase our regulatory compliance costs and direct management attention, which may consequently affect our business. For more information, see "*Key Regulations and Policies*" on page 106.

Further, our Company has in the past discontinued its eKYC services due to the Supreme Court of India order dated September 26, 2018, striking down Section 57 of the Aadhaar (Targeted Delivery of Financial and Other Subsidies, Benefits and Services) Act, 2016 which allowed private agencies to use Aadhaar for authenticating customers.

We cannot assure you that the Government or the regulatory authorities will not take interpretations different from us regarding applicability of, or compliance with, the laws and regulatory framework governing our business. We may be unable to obtain, maintain or renew, or comply with the terms of, the regulatory approvals, licenses and registrations applicable to our business activities, and this may have adverse consequences for our business operations. In such an event, we may also be subject to regulatory action, including fines, termination of approvals or registrations, or restrictions on undertaking all or some of our business activities.

Certain approvals for which we have submitted applications are currently pending. We are also in the process of applying for the renewal of certain approvals that have expired. In addition, we may apply for more approvals, including the renewal of approvals, which may expire from time to time, and approvals in the ordinary course of our business. A majority of these approvals are granted for a limited duration and are subject to numerous terms and conditions. We cannot assure you that these approvals would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations, or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

14. ***Appointment of CERSAI as central KYC registration agency may have a significant impact on the business prospects and results of operations of our Subsidiary, CAMS Investor Services Private Limited.***

Our Subsidiary, CISPL is registered with SEBI as a KYC Registration Agency ("**KRA**") under the SEBI KRA Regulations and for the six months ended September 30, 2019, the revenue from operations of CISPL was ₹46.34 million. The SEBI KRA Regulations were notified in 2011 to allow KRAs to store and maintain KYC records of investors centrally on behalf of capital market intermediaries registered with SEBI. With the KRA system in place, a KYC compliant client is not required to undertake the KYC process again when he approaches any other intermediary in the securities market.

The KRA Regulations currently provide the option to an intermediary to rely on client KYC data available with a KRA. Since the Government of India has authorised CERSAI (Central Registry of Securitisation Asset Reconstruction and Security Interest of India) to act as, and to perform the functions of, the central KYC records registry under the Prevention of Money Laundering Rules 2005, including receiving, storing, safeguarding and retrieving the KYC records in digital form, our subsidiary, CISPL may lose a substantial portion of its business.

15. ***As an RTA, we are subject to periodic audit inspections by the SEBI. Non-compliance with observations made by the SEBI during these inspections could expose us to penalties and restrictions.***

As a SEBI-registered RTA, we are subject to periodic inspection audits by the SEBI to, among others: ascertain compliance with provisions and rules of the SEBI RTA Regulations and SCRA; ensure that the records are being maintained by our Company in the manner specified in the SEBI RTA Regulations; and investigate into complaints received from investors, or any other intermediaries in the securities market. We will continue to be subject to inspections by the SEBI, in the course of which the SEBI may report on divergences (if any) from regulatory requirements applicable to RTAs.

For example, in the past, the SEBI has made observations in its inspection reports; among others, in relation to interest on delayed redemption/ dividend; revalidation of redemption/ dividend; unclaimed dividend/ redemption; delay in payment of interest; erroneous redemption rejections; locking of folios post completion of transmission process instead of at the time of request and without proper documentation; payment of amounts to investors after receipt of change in bank mandate; delay in response to complaints; incorrect data entries (e.g.: name, address, tax status, PAN and bank details); charging investors excessively with transaction charges; processing transactions without obtaining necessary corporate documents; signature mismatch in accordance with switch application and authorized signatory list; no revalidation of redemption/ dividend warrant within turn around time specified by AMFI i.e. 10 business days; processing transactions without obtaining proof of date of birth of minor; non-updation of minor's date of birth in system and recording of guardian's PAN and date of birth as that of minor's; delay in processing new fund offer refunds and non-payment of interest; erroneous charging of transaction fees; circumvention of transaction limits by investors through multiple PAN numbers; delay in processing investor refund for rejected transactions; updation of inaccurate date of credit in system; retrospective effect to change in date of brokerage for old transactions instead of prospective effect; processing of transaction execution through broker under direct plans; erroneous allotment of NAV for units purchased; instrument date is after instrument clear date; allotment of units in new fund offers prior to realization of amounts; non-provision of dividend option for each purchase of units by an investor; transactions with brokers who have been suspended by AMFI; mismatch between dividend option selected by the investor and dividend option actually exercised in folios; processing purchase transactions without verifying KYC status of investor; delay in transaction posting when compared to the trade date of the transaction; delay in processing of transactions on systematic investment plan due to dishonor of instruments; need for strengthening process of identification of split transactions; non-deduction of transaction charges in accordance with applicable SEBI circulars; acceptance of systematic investment plan registration from guardian on behalf of investor who has already attained majority; processing of redemption requests for folios where there is joint holding with only one signature; processing purchase request despite mismatch of signature in purchased request with authorized signatory list; processing of lien transactions without receipt of communication letter from financial institution or investor; charging of entry load to mutual fund schemes as compared to payment of commission by investors to distributors directly; processing multiple folios with different names holding same PAN; non-availability of fund investment board resolution specifying maximum amount of units and utilization of broker services; improper scrutiny of documents for lien marking; non-effect to change in dividend option communicated by investor; posting of systematic investment plans in folio after cancellation; acceptance of fresh purchase for amounts less than minimum investment amount specified by AMC; fraudulent submission of transaction and redemption, switch out requests, switch transaction, purchase transaction and change of bank request; frauds by third party to investor; redemption of investment by changing bank account details and address; improper deduction of systematic investment plan amounts; accounts having the same name for nominee and investor; incorrect tax status for transactions; forgery transmission and redemption of units without nominee's knowledge and data entry errors.

While we have responded to the observations made by the SEBI in its inspection audit reports on an ongoing basis and our Board and Audit Committee, as applicable, continues to review such observations and take steps to improve our internal systems, there can be no assurance that we will be able to respond to the observations made by the SEBI in its inspection audit reports in the future to its satisfaction, or that the SEBI will not make an adverse remark or impose a penalty as a consequence of such inspections.

16. ***We conduct our business operations on leased premises and our inability to renew such leases may adversely affect our operations.***

As of September 30, 2019, of the premises occupied by us, four are owned by us, five are leases from entities related to us and 102 are leased from various third parties. Premises on which our corporate office, service centers, back offices and call centers are located are either owned by us, or are held either on a leasehold or under a leave and license basis. While we typically enter lease or license arrangements (the "**Property Arrangements**") that provide the lessor and/or licensor with the right to terminate such Property Arrangement by providing a written notice of termination (subject to lock-in period within such Property Arrangement), certain Property Arrangements provide an option to renew such Property Arrangements upon mutually agreed terms and conditions. If any Property Arrangement is prematurely terminated, we may be unable to procure like premises in a timely manner and accordingly we may suffer a disruption in our operations.

The term of the leave and license agreements for our service centers and back offices typically ranges from 11 months to twelve years with lock-in periods ranging from no-lock in period to a lock-in period of three years. The term of the leave and license agreements for our call centers typically ranges from three to five years with a lock-in period ranging from no-lock in period to a lock-in period of three years. If any of such leave and license agreements are not renewed or are not renewed on terms and conditions that are favorable to us, we may suffer disruptions in our operations and/or be required to incur additional expenditure. If we are required to relocate our call centers, we may be required to obtain fresh regulatory licenses and approvals for such call centers and consequently, until we receive such approvals and licenses, we may suffer disruptions in our operations which may adversely affect our business, results of operations and financial condition.

Further, in the event of any default on behalf of the lessor/licensor, we may be unable to enforce our leases/licenses if such lease or license is not duly registered or adequately stamped. For lease/license agreements that are deemed as insufficiently stamped, we may be required to pay additional stamp duty or make similar payments, which could have an adverse effect on our business, results of operations and financial condition. The lease/license agreements of two of our call centres, our corporate offices, our back offices and offices leased by our subsidiaries, CIRSL, SSPL and CISPL, are unregistered. Our title and tenement rights to the properties we lease could be affected by such improperly executed, unregistered or insufficiently stamped conveyance instruments, as well as other defects such as unregistered encumbrances in favor of third parties, rights of adverse possessors, ownership claims of family members of prior owners or third parties, or other defects that the lessors may be unaware of. We may be unable to enforce the provisions of such leases, which could have an adverse effect on our business, results of operations and financial condition. In addition to title uncertainties, there may be other irregularities, defects, non-compliance, or unsettled claims in relation to the properties that we lease or hold on a leave and license basis from time to time, including issues that we may not be aware of.

17. ***Our Subsidiaries, CISPL being a KRA and CIRSL being an insurance repository, are subject to periodic inspections by SEBI and IRDAI, respectively. Non-compliance with observations made by the aforementioned regulatory authorities during these inspections could expose our Subsidiaries to penalties and restrictions.***

Our Subsidiary CISPL, a SEBI-registered KRA, is subject to inspection of its books and records by the SEBI. In the past, CISPL has received a deficiency letter dated January 17, 2017 ("**Deficiency Letter**"), which recorded observations in relation to, among others, non-provision of an alert for updation of information and discrepancies in verification and maintenance of documents at vendors' place. CISPL was advised to ensure strict compliance with the provisions of the SEBI Act, rules and regulations issued thereunder and circulars issued by SEBI from time to time.

While CISPL has responded to the observations made by the SEBI in its inspection report, there can be no assurance that CISPL will be able to respond to the observations made by the SEBI in its inspection reports in the future to its satisfaction, or that the SEBI will not make an adverse remark or impose a penalty as a consequence of such inspections.

Our Subsidiary, CIRSL, an insurance repository registered with IRDAI, is subject to on-site inspections by IRDAI. CIRSL received findings of the IRDAI inspection conducted between June 21, 2016 and June 23, 2016 on October 6, 2016, which included, among others, poor maintenance of records/ register of approved persons; absence of independent reporting by the compliance officer of CIRSL to the board of directors of CIRSL; conflict of interest by our Company by engaging itself in insurance related activities; and timely submission of returns prescribed by the applicable IRDAI guidelines.

Further, CIRSL has received a show cause notice from IRDAI dated November 7, 2017 ("**SCN**"). Pursuant to a personal hearing provided to CIRSL, IRDAI passed a final order on July 13, 2018 ("**Final Order**"). CIRSL has informed the IRDAI about the corrective steps taken and extent of compliance with the Final Order on September 7, 2018. For further details on the SCN and the proceedings thereafter, see *"–There have been instances of non-compliances with certain legislations. We have also received certain warning letters from SEBI and a show cause notice from the IRDAI in relation to certain aspects of our operations. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation may be adversely affected*" on page 23 and "*Outstanding Litigation and Material Developments*" on page 219.

While CIRSL has responded to the observations made by the IRDAI in its findings report, there can be no assurance that CIRSL will be able to respond to the observations made by the IRDAI in its findings and/ or reports in the future to its satisfaction, or that the IRDAI will not make an adverse remark or impose a penalty as a consequence of such inspections.

18. ***The account aggregation business of one our subsidiaries, CFISPL may not be viable as there is currently no certainty of revenue from account aggregation operations.***

Account aggregation is an initiative of the Government under the aegis of RBI to facilitate aggregation of customers' assets and deliver reporting services that can help spread financial services. However, the relevant regulators have not issued directions or guidelines to financial institutions and financial information providers that hold the asset of the investors for them to provide information to account aggregators when it is asked for on behalf of an investor. There is no certainty on when such directions will be issued by regulators such as SEBI and IRDAI. Further, account aggregators are restricted from reading any data or financial information fetched from financial information providers. Accordingly, there would be no value-add services such as aggregation and analysis by account aggregators, which may affect their ability to generate revenue.

Further, while CFISPL has been provided an in-principle approval to act as an account aggregator by the RBI on May 8, 2018, it has not been granted a final certificate of registration and hence it is currently not conducting any business activity. We are currently in communication with the RBI to complete the steps to obtain registration and until such registration is completed, CFISPL may not conduct any business activity as an account aggregator. We cannot assure you that CFISPL will receive a registration to act as an account aggregator in a timely manner or at all. Further, CFISPL would be subject to inspections by RBI at intervals it deems fit and there can be no assurance that CFISPL will be able to respond to the observations made by the RBI in its inspection reports in the future to its satisfaction or that the RBI will not make an adverse remark or impose a penalty as a consequence of such inspections.

19. ***Consolidation in the financial services industry could adversely affect our revenues by eliminating some of our existing and potential clients and could make us increasingly dependent on a limited number of clients.***

Mergers or consolidations of financial institutions could reduce the number of our clients and potential clients. If our clients merge with or are acquired by other firms that are not our clients, or firms that use fewer of our services, they may discontinue or reduce the use of our services. For example, in the past, we lost one of our mutual fund clients' due to their merger with another mutual fund that was serviced by a competitor. In addition, it is possible that the larger financial institutions resulting from mergers or consolidations could decide to perform in-house some or all of the services that we currently provide or could provide. Any of these developments could have an adverse effect on our business and results of operations.

20. ***We rely heavily on our existing brands and, specifically, the 'CAMS' brand name, the dilution of which could adversely affect our business and prospects.***

Our brand and reputation are among our most important assets and we believe our brand serves in attracting customers to our services in preference over those of our competitors. We own trademark registration of our brand name "CAMS", as well as the registered corporate logo under classes 36 and 42, under the Trademarks Act, 1999. Further, we own and have applied for the registration of the names of many of our applications. We have in the recent past received a notice of opposition in relation to registration of class 9 trademark "FinNet" with the Trademarks Registry. Any adverse order by the Registrar of Trade Marks may impact our ability to use said trademark. For further details, please see "*Government and Other Approvals*" on page 229.

We believe that continuing to develop awareness of our brand, through focused and consistent branding and marketing initiatives is important for our ability to grow our existing market share and expand into new lines of business. Any decrease in the quality of services that we provide due to reasons beyond our control or allegations of defects, even when false or unfounded, could tarnish the image of our brand and may cause customers to choose the services of our competitors. Litigation, employee misconduct, operational failures, regulatory investigations, press speculation and negative publicity, among others relating to us, whether founded or unfounded, could damage our brands or our reputation. Further, the considerable expansion in the use of social media over recent years has compounded the impact of negative publicity.

Negative publicity could be based, for example, on allegations that we have failed to comply with regulatory requirements or result from failure in business continuity or performance of our information technology systems, loss of customer data or confidential information, unsatisfactory service and support levels or insufficient transparency. Since we provide certain services on behalf of other organizations whom we have limited control over, any negative news affecting such organizations might also affect our reputation and brand value. Any damage to our brand or reputation could cause existing customers to withdraw their business and potential customers to reconsider doing business with us. Further, negative publicity may result in increased regulation and legislative scrutiny of industry practices as well as increased litigation, which may further increase our costs of doing business and adversely affect our profitability. Consequently, any adverse publicity involving the 'CAMS' brand or our services may impair our reputation, dilute the impact of our branding and marketing initiatives and adversely affect our business and our prospects.

21. ***We are dependent on a number of Key Managerial Personnel and our senior management, and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

Our performance depends largely on the efforts, expertise and abilities of our Key Managerial Personnel, senior management, and our operational personnel who possess significant experience in the industry in which we operate. We believe that the inputs and experience of our KMP and senior management, in particular, and other key personnel are valuable for the development of our business, operations and the strategic directions taken by our Company. We cannot assure you that these individuals or any other member 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. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. Moreover, we may be required to substantially increase the number of our qualified personnel in connection with any future growth plans, and we may face difficulty in doing so due to the intense competition in the asset management industry for such personnel. We may also be required to increase our levels of employee compensation more rapidly than in the past in order to remain competitive in retaining existing employees or attracting new employees that our business requires. The loss of the services of such persons may have an adverse effect on our business, results of operations and financial condition.

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

As of September 30, 2019, we employed 4,314 personnel across our operations and engaged 2,136 contractual employees. Although we have not experienced any employee unrest in the past, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any employee unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

Further, from time to time, we also enter into contracts with independent contractors and service providers to complete specific assignments and these contractors and service providers are required to provide the workforce necessary to complete such assignments by hiring laborers. Although we do not engage these laborers directly and our contracts with such independent contractors and service providers contain indemnity provisions to protect us from any claims by statutory authorities, we may be held responsible for payments to laborers engaged by the contractors should the contractors default on wage payments. The occurrence of such events could adversely affect our business, results of operations and financial condition.

23. ***We rely on third-party service providers in several areas of our operations and may not have full control over the services provided by them to us or to our customers***

We rely on third-party service providers in order to conduct our business in several of our areas of operations. In compliance with applicable regulations, we have outsourced certain services, such as, data entry, messaging services, software and technology services, front office services, information security, recruitment, training and outsourcing. Pursuant to this, we have entered into Service Provider Agreements ("**SPA**") with multiple third parties across multiple geographical locations. For example, we have entered into a SPA with M/s. M.M. Connections dated March 11, 2019 for providing front office services at our Tirunelveli location, such as, accepting applications from clients, scrutinizing of applications for KYC compliance, providing clients with account statements, handling customer and distributor queries and collection of transaction fees. Further, we have entered into a consultant agreement with S. Prabakar dated November 30, 2017 for acting as a consultant for our Information Security Management System ("**ISMS**") which includes services such as conducting audits, risk assessment, reviewing and modifying the existing documentation regarding ISMS.

While the SPAs that we have entered into have specific clauses that stipulate the quality of services to be provided by such third-parties, we do not have full control over the services provided by them. If the standard of services provided by such third parties are inadequate or not in compliance with applicable guidelines, we could suffer reputational harm, which may adversely affect our business and prospects.

24. ***Our Company is in the process of winding down its German operations which may adversely affect our business and results of operations.***

The board of directors of our subsidiary, SSPL, at their meeting held on September 5, 2019 have proposed to formulate a wind down plan to exit from its German operations. This decision has been taken due to, among other things, new employment law regulations introduced in Germany, requirement to obtain an AUG or German labour license under, long term commitment expectations from German clients and inadequacy of revenue from German operations to sustain itself on a standalone basis. Accordingly, the chief executive officer of SSPL is in the process of formulating a wind down plan which will include steps such as termination of employment and client contracts, recovery of outstanding payments and statutory process for closing the German subsidiary, SSDG. We cannot assure you that winding down German operations will not adversely affect our business and results of operations.

25. ***Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.***

As per the SEBI circular dated August 10, 2018 on enhanced monitoring of QRTAs, we are required to take adequate insurance for omissions and commission and frauds by employees to protect the interest of investors. We believe that the insurance coverage we maintain is reasonably adequate to cover the normal risks associated with the operation of our businesses. For example, we maintain several insurance policies such as crimes insurance policy which includes employee theft, depositors forgery, cyber-risk policy, insurance policy for material damage (fire), burglary and house-breaking, money insurance, electronic equipment and breakdown of electrical and mechanical appliances, errors and omissions policy, and directors' and officers' liability policy. Even if we have insurance for the incident giving rise to the loss, we may be required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss. However, we cannot assure you that any claim under the insurance policies maintained by us will be honored fully, in part or on time, or that we have obtained sufficient insurance to cover all potential losses. For instance an insurance claim amounting to ₹2,162,262 made by our Company during financial year 2015 was not settled as the erstwhile insurance policy did not cover third party frauds.

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, or at acceptable cost, or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial condition and cash flows could be adversely affected.

26. *There are outstanding legal proceedings involving our Company, Subsidiaries and Directors.*

There are outstanding legal proceedings involving our Company, Subsidiaries and Directors. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. The summary of outstanding litigations involving the aforementioned persons/entities are as follows:

	Number of Cases	*Amount, to the extent quantifiable (in ₹ million)*
Litigation against our Company		
Material civil litigation proceedings	6	Not quantifiable
Criminal proceedings	2	5.10
Tax matters	25	142.89*#@^
Litigation by our Company		
Criminal proceedings	4	23.35
Tax matters	Nil	Nil
Litigation against our Directors		
Material civil litigation proceedings	1	Not quantifiable
Litigation against our Subsidiaries		
Material civil litigation proceedings	1	Not quantifiable
Tax matters	5	20.68**^
Litigation by our Subsidiaries		
Criminal proceedings	Nil	Nil
Tax matters	Nil	Nil
Litigation against our Group Companies		
Regulatory proceedings	6	Not quantifiable

** Includes: (i) refund claims of ₹2.18 million and ₹5.78 million pursuant to ITA no.39/2015-16 dated August 31, 2017; (ii) refund claims of ₹11.93 million and ₹12.60 million pursuant to assessment orders under Section 143(3) of the Income Tax Act, 1961 dated December 16, 2019 and December 19, 2019 respectively; and (iii) refund claim of ₹3.90 million pursuant to an appeal filed before the Customs, Excise and Service Tax Appellate Tribunal, South Zonal Bench, Chennai against order-in-appeal no.37/2007 (M-IV) dated July 31, 2007*

 # Excludes interest of ₹45.61 million under Section 115P of the Income Tax Act, 1961 which has been added in the computation sheet forming part of the assessment order dated December 19, 2019 but not reflected in the demand notice dated December 19, 2019 issued to our Company. Our Company has filed a rectification letter to the assessment officer in this regard

*** Includes a refund claim of ₹5.40 million pursuant to assessment orders under Section 143(1) of the Income Tax Act, 1961 dated December 21, 2019 in relation to CISPL*

@ In addition, the Company has computed and accounted an amount of ₹22.47 of million towards interest on service tax demands based on the orders received

^ To the extent quantified

There are no outstanding litigations involving our Promoter. Further, regulatory authorities in the past have taken actions against our Company and CIRSL. For further details of such outstanding litigation against our Company, Subsidiaries and Directors, see "*Outstanding Litigation and Material Developments*" on page 219.

Such litigation could divert management time and attention, and consume financial resources in their defence or prosecution. Should any new developments arise, such as any rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and current liabilities. Further, an adverse outcome in any of these proceedings may affect our reputation, standing and future business, and could have an adverse effect on our business, prospects, financial condition and results of operations. We cannot assure you that any of these proceedings will be decided in favour of our Company, Subsidiaries and Directors.

27. *We have certain contingent liabilities that have not been provided for in our financial statements, which, if they materialize, may adversely affect our results of operations, financial condition and cash flows.*

The following table sets forth our contingent liabilities and commitments (to the extent not provided for):

(₹ in million)

Particulars	**As of September 30, 2019**
Estimated value of contracts remaining to be executed on capital account and not provided for	15.51
Income Tax matters	43.95
On account of processing errors	122.30
Others	1.78

If a significant portion of these liabilities materialize, we may have to fulfil our payment obligations which could have an adverse effect on our business, results of operations and financial condition. For details, see *'Financial Statements – Contingent Liabilities and Commitments'* on page 187.

28. *We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with our shareholders.*

We have entered into several transactions with related parties. For further details, see "*Financial Statements – Note 25*" on page 182. Our Company along with one of its Subsidiary, SSPL have entered into an agreement dated October 1, 2014 with NSE for developing a software to create a platform for facilitating submission of mutual fund orders and other services related to it for which our Company and SSPL have received a consideration of ₹11.63 million and ₹21.26 million for the six months ended September 30, 2019 and financial year 2019, respectively. In the normal course of our business, our Company has availed electronic clearance services from HDFC Bank Limited over multiple transactions for our electronic payment collection services business and for which we have been charged transaction fees amounting to ₹11.07 million and ₹23.89 million for the six months ended September 30, 2019 and financial year 2019, respectively. Our Company also leases a portion of our corporate offices from one of our shareholders, Acsys Investments Private Limited by way of a lease agreement dated October 1, 2014, amended by the addendum to lease agreement dated September 30, 2016 and September 26, 2019. While we believe that all such transactions have been conducted on an arm's length basis, in accordance with our related party transactions policy and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. Such related party transactions may potentially involve conflicts of interest. Although all related party transactions that we may enter into post-listing, will be subject to board or shareholder approval, as necessary under the Companies Act and the Listing Regulations, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions had not been entered into with related parties.

29. *Our Promoter, Directors and Key Managerial Personnel have interests in us other than the reimbursement of expenses incurred and normal remuneration and benefits.*

Our Promoter, Directors and Key Managerial Personnel may be deemed to be interested to the extent of Equity Shares held by them, directly or indirectly, in our Company, as well as to the extent of any dividends, bonuses or other distributions on such shareholding. Additionally, certain of our Directors and Key Managerial Personnel may also be regarded as interested to the extent of employee stock options granted by our Company and which may be granted to them from time to time pursuant to the CAMS ESOP Scheme 2019, as applicable. For details, see "*Capital Structure*" on page 54. Further, Vasanth Jeyapaul Emmanuel, one of our KMPs and our senior vice president, is eligible for a long-term incentive of ₹7.5 million subject to achievement of certain goals, and Ravi Kethana, one of our KMPs and our chief platform officer, who is eligible for a deferred compensation of ₹17 million, as per their appointment terms. We cannot assure you that our Promoter, Directors and our Key Managerial Personnel, if they are also our shareholders, will exercise their rights as shareholders to the benefit and best interest of our Company.

30. *Some of our Directors may have interests in entities in businesses similar to ours or are associated with the securities market, which may result in conflicts of interest with us.*

Some of our Directors may have investments or interests in entities engaged in businesses similar to ours, including in other geographies or are associated with entities involved in the securities market in general, which may, in the future, result in conflicts of interest with us. For details, see "*Our Promoter and Promoter Group*" and "*Our Management – Interests of Directors*" on pages 137 and 125.

31. *Our ability to pay dividends in the future will depend on our profitability.*

Our ability to pay dividends in the future will depend on our profitability. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board in accordance with the Dividend Distribution Policy of our Company. Our Company adopted a formal dividend policy on February 20, 2018 which was further amended on January 2, 2020. In terms of the Dividend Distribution Policy, our Company shall, subject to applicable law declare and distribute a minimum dividend (including dividend distribution and other taxes, cess, levies, if any relating to the dividend) of 65% of the consolidated profit, net of tax, of our Company for relevant financial year ("**Target Pay-out**"). However, from the date of listing of the Equity Shares, the Company shall endeavor to, subject to applicable law, declare and distribute a dividend (including dividend distribution and other taxes, cess, levies, if any relating to the dividend) of 65% of the consolidated profit, net of tax, of the Company for the relevant financial year subject to availability of cash and equivalents and after taking into consideration capital expenditure and working capital requirements. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. 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. For further details, see "*Dividend Policy*" on page 148.

32. ***We have referred to the data derived from an industry report commissioned by us from CRISIL Limited.***

We have retained the services of independent third party research agency CRISIL Limited and have commissioned the report titled Assessment of the Mutual Fund Registrar and Transfer Agents industry in India dated January, 2020 for industry related data in this Draft Red Herring Prospectus. This report use certain methodologies for market sizing and forecasting. Neither we, nor any of the BRLMs have independently verified such data and therefore, while we believe them to be true, we cannot assure you that they are complete or reliable. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. 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. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information or extracts thereof.

33. ***Our Promoter will continue to hold a significant equity stake in our Company after the Offer and any substantial change in our Promoter's shareholding will have an impact on the trading price of our Equity Shares. .***

Following completion of the Offer, our Promoter, GTIL, will continue to hold a significant percentage of our Equity Share capital. Our Promoter will therefore have the ability to influence our operations including the ability to approve significant actions at Board and at shareholders' meetings such as issuing Equity Shares, paying dividends, and determining business plans and mergers and acquisitions strategies. The trading price of our Equity Shares could be adversely affected if potential new investors are disinclined to invest in us because they perceive disadvantages to a large shareholding being concentrated in our Promoter. For details of our Equity Shares held by our Promoter, see "*Capital Structure*" on page 54.

Further, our Promoter, has availed a loan from certain lenders and has accordingly, entered into certain security arrangements with such lenders. Under these agreements, the entire share capital of our Promoter held by Harmony River Investment Ltd, the holding company of our Promoter, has been pledged. In the event of non-adherence of the terms under such loan and security arrangements, the pledge on our Promoter's shares could be invoked, which may also lead to a change in control in our Company. If any of these events were to happen, the trading price of the Equity Shares may be adversely affected.

For details of interests of our Promoter in our Company, see "*Our Promoter and Promoter Group"* on page 137.

34. ***Our Promoter does not have adequate experience and has not actively participated in the business activities we undertake, which may have an adverse impact on the management and operations of our Company.***

Our Promoter does not have adequate experience and has not actively participated in the business activities undertaken by us. For further details of our Promoter, see "*Our Promoter and Promoter Group*" on page 137. We cannot assure you that this lack of adequate experience will not have any adverse impact on the management and operations of our Company.

35. ***We have not been able to obtain certain records of the educational qualifications of a Director and have relied on an affidavit and declarations furnished by such Director for details of his profile included in this Draft Red Herring Prospectus.***

Our Director, Dinesh Kumar Mehrotra (Chairman and Independent Director), has been unable to trace copies of documents pertaining to his educational qualifications. Accordingly, reliance has been placed on an affidavit and declarations furnished by him to us and the BRLMs to disclose details of his educational qualifications in this Draft Red Herring Prospectus. We and the BRLMs have been unable to independently verify these details prior to inclusion in this Draft Red Herring Prospectus. Further, there can be no assurances that our Director will be able to trace the relevant documents pertaining to his educational qualifications in future, or at all.

36. ***We are not in possession of certain filings made by our Company with statutory authorities. Accordingly, we may be subject to regulatory actions and penalties in this regard.***

We do not have records of certain statutory filings made with the RoC or acknowledgements for some of the filings made with the RoC. For example, we are not in possession of the Form 2 filed with the RoC in relation to the allotment of 3,000,000 equity shares made on January 8, 2004. While we have tried to locate copies of the filings made with the RoC by obtaining an RoC search report, we have been unsuccessful in this regard. Accordingly, we cannot assure you that our Company will not be subject to any action, including monetary penalties by statutory authorities on account of any non-availability of, any of its secretarial records and filings, which may adversely affect our reputation.

External Risk Factors

Risks Related to India

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

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Our Company is incorporated in India, and most of our assets and employees are located in India. As a result, we are dependent on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. Further, the following external risks may have an adverse impact on our business and results of operations, should any of them materialize:

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- downgrade of India's sovereign debt rating by an independent agency;

- political instability, resulting from a change in governmental or economic and fiscal policies, may adversely affect economic conditions in India. In recent years, India has implemented various economic and political reforms. Reforms in relation to land acquisition policies and trade barriers have led to increased incidents of social unrest in India over which we have no control;

- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war; and

- India has experienced natural calamities such as earthquakes, tsunamis, floods and drought in recent years.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares. Our performance and the growth of our business depend on the overall performance of the Indian economy as well as the economies of the regional markets in which we operate.

38. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations and prospects.***

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 became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit among 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; and

- the Government of India has implemented a comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure pursuant to the Constitution (One Hundred and First Amendment) Act, 2016. 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.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. 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 application, 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 businesses in the future.

39. ***Investors may not be able to enforce a judgment of a foreign court against our Company outside India.***

Our Company is incorporated under the laws of India. Our Company's assets are located in India and most of our Company's Directors and Key Managerial 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.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, which includes, the United Kingdom, Singapore and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Civil Code. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in a non-reciprocating territory, such as the United States, for civil liability, whether or not predicated solely upon the general securities laws of the United States, would not be enforceable in India under the Civil Code as a decree of an Indian court.

The United Kingdom, Singapore and Hong Kong have been declared by the Government of India to be reciprocating territories for purposes of Section 44A of the Civil Code. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgment under Section 13 of the Civil Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated on except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court.

However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action is brought in India. Moreover, it is unlikely that an Indian court would award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damages awarded were excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered.

40. ***We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.***

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

On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

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

41. ***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 pricing and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. 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 term or at all. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 261.

42. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares. The Income Tax Act levies taxes on long-term capital gains exceeding ₹100,000 arising from sale of equity shares on or after April 1, 2018, while there is no tax charged on unrealized capital gains earned up to January 31, 2018 on 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 Income Tax Act levies taxes on such long-term capital gains exceeding ₹100,000 arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such equity shares subject to specific conditions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of a securities transaction tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of Equity Shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India.

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.

The Finance Act has proposed various amendments, which has been passed by the Parliament and has received the assent of the President of India. The Finance Act stipulates the sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.
As such, there is no certainty on the impact that the Finance Act may have on our Company's business and operations. Further, our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect the Company's business, results of operations and financial condition.

43. ***Significant 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.***

The financial statements included in this Draft Red Herring Prospectus have been prepared in accordance with Ind AS. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements, which are restated in accordance with the SEBI ICDR Regulations included in this Draft Red Herring Prospectus, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

44. ***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.

Risks Related to the Offer

45. ***An investment in the Equity Shares is subject to general risk related to investments in Indian Companies.***

Our Company is incorporated in India and almost all of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

46. ***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 (through the IPO Committee) in consultation with the BRLMs, and through the Book Building Process. This price will be based on numerous factors, as described under "*Basis for Offer Price*" on page 66 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.

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

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

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

48. ***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 BSE may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book-building process 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 results of operations, 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.

49. ***We will not receive any proceeds from the Offer. The Selling Shareholders will receive the entire proceeds from the Offer.***

This Offer is an Offer for Sale of up to 12,164,400 Equity Shares by the Selling Shareholders. The entire proceeds from the Offer for Sale will be paid to the Selling Shareholders and we will not receive any such proceeds. For further details, see "*Capital Structure*" and "*Objects of the Offer*" on pages 54 and 64, respectively.

50. ***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 results of operations.***

On listing, our Equity Shares will be quoted in Indian Rupees on the BSE. 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 returns on our Equity Shares, independent of our results of operations.

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

After the completion of the Offer, our Promoter will own, directly and indirectly, a substantial majority of our post-Offer Equity Share capital. 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, 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 our Promoter, or the perception that such a sale may occur may significantly affect the trading price of the Equity Shares.

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

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

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

A public company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be diluted.

54. ***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. RIBs and Eligible Employees Bidding in the Employee Reservation Portion 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 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 operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

55. ***The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity***

Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below the respective issue price.

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company (through the IPO Committee) in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by the Company (through the IPO Committee) in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 66 and may not be indicative of the market price for the Equity Shares after the Offer.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLMs*" on page 237. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of the company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

SECTION III: INTRODUCTION

THE OFFER

The following table sets forth details of the Offer:

Equity Shares Offered	
Offer of Equity Shares[(1)]	Up to 12,164,400 Equity Shares, aggregating up to ₹[●]million
The Offer consists of:	
Offer for Sale[(2)]	Up to 12,164,400 Equity Shares, aggregating up to ₹[●]million
of which:	
Employee Reservation Portion[(3)]	Up to 182,500 Equity Shares
Net Offer	Up to 11,981,900 Equity Shares aggregating up to ₹[●] million
of which:	
A) QIB Portion[(4)(5)]	Not more than 5,990,950 Equity Shares
of which:	
- Anchor Investor Portion	Up to 3,594,570 Equity Shares
- Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	2,396,380 Equity Shares
of which:	
- Mutual Fund Portion	119,819 Equity Shares
- Balance for all QIBs including Mutual Funds (5% of the QIB Category (excluding Anchor Investor Portion))	2,276,561 Equity Shares
B) Non-Institutional Portion	Not less than 1,797,285 Equity Shares
C) Retail Portion	Not less than 4,193,665 Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to and after the Offer	48,760,000 Equity Shares
Use of Net Proceeds of the Offer	See "*Objects of the Offer*" on page 64 for information about the use of the proceeds from the Offer. Our Company will not receive any proceeds from the Offer for Sale.

(1) *The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated December 17, 2019 and this DRHP has been approved by our Board pursuant to a resolution passed on January 2, 2020 and by the IPO Committee pursuant to a resolution passed on January 7, 2020.*

(2) *The Selling Shareholders have, severally and not jointly, confirmed and approved their participation in the Offer for Sale as set out below:*

Selling Shareholder	Number of Equity Shares offered in the Offer for Sale	Date of board resolution/ Authorisation
Great Terrain	4,144,600	December 19, 2019
NSEIL	6,099,876	December 17, 2019
Acsys	944,724	December 23, 2019
HDFC	487,600	December 12, 2019
HDB Trust	487,600	December 20, 2019

For further details, please see "Capital Structure" on page 54 and "Offer Procedure - Undertaking by the Selling Shareholders" on page 260

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

(4) *Our Company (through the IPO Committee) in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. For details, see "Offer Procedure" on page 249.*

(5) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company (through the IPO Committee) in consultation with the BRLMs and the Designated Stock Exchange. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "Offer Structure" on page 247. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder.*

Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For further details, see "*Offer Procedure*" on page 249.

SUMMARY OF FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 149 and 201.

RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million, unless otherwise stated)

ASSETS	As at September 30, 2019	As at September 30, 2018	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Non-current assets					
Property, plant and equipment	1,600.34	1,719.66	1,681.99	1,769.64	1,242.82
Intangible assets	1,549.46	1,443.53	1,518.32	1,465.77	1,383.24
Financial Assets	-	-	-	-	-
Investments	20.28	20.70	20.41	20.33	20.59
- Loans	128.68	129.33	116.37	122.54	84.14
- Others	-	-	-	12.23	-
Deferred tax assets (net)	140.65	153.89	202.28	137.79	89.84
Other non-current assets	24.42	73.49	55.18	59.34	21.81
Total Non Current Assets	**3,463.83**	**3,540.60**	**3,594.56**	**3,587.63**	**2,842.43**
Current assets					
Investments	2,543.14	2,003.29	2,304.98	2,161.31	2,202.03
Trade receivables	453.63	393.24	269.70	225.06	118.95
Cash and cash equivalents	1,574.04	311.38	435.04	276.56	152.58
Loans	8.40	7.81	6.69	4.54	3.94
Other Financial assets	5.38	3.50	3.70	1.58	0.75
Current Tax Assets (Net)	93.97	-	-	-	-
Other current assets	728.75	670.94	748.58	721.82	527.81
Total current Assets	**5,407.32**	**3,390.16**	**3,768.68**	**3,390.86**	**3,006.06**
Total Assets	**8,871.15**	**6,930.76**	**7,363.24**	**6,978.48**	**5,848.49**
EQUITY AND LIABILITIES					
Equity					
Share Capital	487.60	487.60	487.60	487.60	487.60
Other Equity	4,381.38	3,795.84	3,925.25	3,947.63	3,639.10
Total Equity	**4,868.98**	**4,283.44**	**4,412.85**	**4,435.23**	**4,126.70**
Non Controlling Interest	-	76.38	81.50	76.85	81.50
Non-current liabilities					
Financial liabilities					
Other financial liabilities	1,051.84	1,136.44	1,087.69	1,123.92	679.76
Provisions	742.99	651.98	711.49	566.50	440.22
Total Non current liabilities	**1,794.83**	**1,788.42**	**1,799.18**	**1,690.42**	**1,119.98**
Current liabilities					
Financial liabilities					
Trade payables					
a. Total outstanding dues to micro enterprises and small enterprises	1.02	0.73	3.45	1.77	1.50
b. dues to Others	408.15	256.82	346.55	334.10	279.40
Other financial liabilities	-	-	-	-	-
Provisions	184.89	115.04	170.87	79.94	51.58
Current Tax Liabilities (Net)	-	28.72	19.08	11.31	47.56
Other current liabilities	1,613.29	381.22	529.76	348.87	140.27
Total Current Liabilities	**2,207.34**	**782.53**	**1,069.71**	**775.99**	**520.31**
Total Liabilities	**4,002.17**	**2,647.32**	**2,950.39**	**2,543.26**	**1,721.79**
	-	-	-	-	-
Total Equity and Liabilities	**8,871.15**	**6,930.76**	**7,363.24**	**6,978.48**	**5,848.49**

The above statement should be read with the basis of preparation and significant policies appearing in Annexure V, Notes to Restated Consolidated Summary Financial Information appearing in Annexure VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure VII of the Restated Consolidated Financial Information.

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(in ₹ million, unless otherwise stated)

Particulars	Half year ended September 30, 2019	Half year ended September 30, 2018	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
INCOME					
Revenue From Operations	3,488.32	3,461.01	6,936.44	6,415.36	4,783.09
Other Income	111.97	58.60	178.52	199.16	243.30
Total Income	**3,600.29**	**3,519.61**	**7,114.96**	**6,614.52**	**5,026.38**
EXPENSES					
Employee benefits expense	1,294.65	1,361.76	2,746.17	2,263.28	1,634.25
Finance costs	48.28	52.07	104.73	78.90	60.31
Depreciation and amortization expense	237.42	242.47	503.96	402.41	305.53
Operating expenses	480.95	507.28	1,058.18	940.83	630.76
Other expenses	334.81	359.89	693.19	663.27	503.61
Total Expenses	**2,396.10**	**2,523.48**	**5,106.23**	**4,348.69**	**3,134.45**
Profit/(loss) before exceptional items and tax	1,204.20	996.14	2,008.73	2,265.82	1,891.93
Exceptional Items					
Profit/(loss) before tax	1,204.20	996.14	2,008.73	2,265.82	1,891.93
Current Tax	315.10	380.20	764.28	850.70	669.51
Current tax expense of earlier years	-	-	0.06	-	-
MAT Credit (Entitlement)	34.27	(4.17)	(9.51)	(5.61)	(15.88)
Deferred tax	27.34	(11.94)	(55.05)	(42.32)	(3.86)
Net Tax expense / (benefit)	**376.71**	**364.09**	**699.78**	**802.77**	**649.77**
Profit/(loss) for the year	**827.49**	**632.05**	**1,308.95**	**1,463.05**	**1,242.16**
Other Comprehensive Income					
A Items that will not be reclassified to Profit or Loss					
- Remeasurements of the defined benefit liabilities / asset	(5.68)	2.21	(8.64)	7.56	(46.27)
Income tax relating to items that will not be reclassified to profit or loss	1.80	(0.66)	3.10	(2.68)	16.02
B Items that will be reclassified to profit or loss					
- Exchange differences in translating the financial statements of foreign operations	(0.89)	0.06	(0.29)	0.26	(0.07)
Total Other Comprehensive Income / (loss)	(4.77)	1.61	(5.84)	5.13	(30.32)
Total Comprehensive Income for the period	**822.71**	**633.66**	**1,303.11**	**1,468.18**	**1,211.84**
Profit attributable to					
- Owners of the Company	827.22	632.68	1,304.46	1,459.48	1,234.80
- Non-controlling interest	0.27	(0.63)	4.49	3.57	7.37
Total Comprehensive Income attributable to					
- Owners of the Company	822.43	634.13	1,298.47	1,464.65	1,204.45
- Non-controlling interest	0.29	(0.47)	4.64	3.54	7.39
Earnings per share (In ₹):					
Basic	16.97	12.98	26.75	29.93	25.32
Diluted	16.95	12.98	26.75	29.93	25.32

The above statement should be read with the basis of preparation and significant policies appearing in Annexure V, Notes to Restated Consolidated Summary Financial Information appearing in Annexure VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure VII of the Restated Consolidated Financial Information.

RESTATED CONSOLIDATED CASH FLOW STATEMENT

(in ₹ million, unless otherwise stated)

Particulars	For the half year ended September 30, 2019		For the half year ended September 30, 2018		For the year ended March 31, 2019		For the year ended March 31, 2018		For the year ended March 31, 2017	
A. Cash flow from operating activities										
Profit / (Loss) before extraordinary items and tax	-	1,204.20	-	996.14	-	2,008.73	-	2,265.82	-	1,891.93
Adjustments for:	-		-		-		-		-	
Depreciation and amortization expense	237.42		242.47		503.96		402.41		305.53	
Items of Other Comprehensive Income	(6.57)		2.21		(8.64)		7.56		(46.27)	
Expense on employee stock option scheme	15.80		-		-		-		-	
Profit / Loss on sale of assets / Asset Write Off	(0.05)		0.30		1.67		(35.65)		1.20	
Finance costs - Contra	48.28		52.07		104.73		78.90		60.31	
Interest / Dividend income - Contra	(4.55)		(4.16)		(9.13)		(14.82)		(16.64)	
Net (gain) / loss on sale of investments	(78.71)		(59.15)		(165.24)		(164.78)		(88.09)	
Adjustments to the carrying amount of current / non-current investments - Contra	(20.44)	191.18	9.90	243.64	(2.49)	424.86	21.38	294.99	(135.25)	80.78
Operating profit / (loss) before working capital changes		1,395.38		1,239.77		2,433.59		2,560.82		1,972.71
Changes in working capital:										
Adjustments for (increase) / decrease in operating assets:										
Financial Assets										
- Loans	(12.30)		(6.79)		6.16		(38.40)		26.46	
- Others	-		12.23		12.23		(12.23)		-	
Other non-current assets	30.76		(14.14)		4.16		(37.54)		(21.81)	
Current assets										
Trade receivables	(183.93)		(168.19)		(44.64)		(106.11)		(18.43)	
Change in Fixed Deposits & Money held in trust	(1,161.27)		(96.14)		(183.82)		(77.64)		(12.11)	
Loans	(1.72)		(3.27)		(2.15)		(0.60)		72.32	
Other Financial assets	(1.68)		(1.92)		(2.12)		(0.83)		(0.75)	
Other current assets	19.83		50.88		(26.76)		(194.00)		(254.60)	
Adjustments for (increase) / decrease in operating liabilities:										
Non-current										

(in ₹ million, unless otherwise stated)

Particulars	For the half year ended September 30, 2019		For the half year ended September 30, 2018		For the year ended March 31, 2019		For the year ended March 31, 2018		For the year ended March 31, 2017	
liabilities										
Provisions	31.50		85.48		144.69		126.28		110.29	
Other non-current liabilities	-		-		-		-		-	
Current liabilities										
a. Total outstanding dues to micro enterprises and small enterprises	(2.43)		(1.04)		1.68		0.27		1.50	
b. dues to Others	61.60		(77.28)		12.45		54.70		33.80	
Provisions	14.01		35.17		90.94		28.60		(17.00)	
Current Tax Liabilities (Net)	-		-		3.17		(0.00)		(1.34)	
Other current liabilities	1,083.53	(122.11)	32.35	(152.67)	180.89	196.87	208.60	(48.90)	50.86	(30.83)
Cash flow from extraordinary items	-	-	-	-	-	-	-	-	-	-
Cash generated from operations	-	1,273.26	-	1,087.10	-	2,630.46	-	2,511.92	-	1,941.88
Net income tax (paid) / refunds	(426.33)	(426.33)	(363.45)	(363.45)	(756.57)	(756.57)	(889.63)	(889.63)	(620.70)	(620.70)
Net cash flow from / (used in) operating activities (A)		**846.93**		**723.66**		**1,873.90**		**1,622.29**		**1,321.18**
B. Cash flow from investing activities										
Capital expenditure on fixed assets	(152.09)		(174.74)		(473.04)		(1,082.59)		(1,016.46)	
Proceeds from sale of fixed assets	24.35		4.19		2.49		106.48		2.85	
Net Sale / Purchase of current & non-current investments	(138.89)		206.90		23.99		184.39		(225.11)	
Investment in subsidiary	(140.91)									
Interest received, increase / (decrease) in accrued interest	4.55		4.16		9.13		14.82		16.64	
		(402.99)		40.50		(437.44)		(776.90)		(1,222.08)
Cash flow from extraordinary items	-	-	-	-	-	-	-	-	-	-
Net cash flow from / (used in) investing activities (B)		**(402.99)**		**40.50**		**(437.44)**		**(776.90)**		**(1,222.08)**
C. Cash flow from financing activities										
Minority interest paid off	(140.91)		-							
Other financial liabilities (Lease liabilities)	(35.85)		12.52		(36.23)		444.16		679.76	

(in ₹ million, unless otherwise stated)

Particulars	For the half year ended September 30, 2019		For the half year ended September 30, 2018		For the year ended March 31, 2019		For the year ended March 31, 2018		For the year ended March 31, 2017	
Finance costs - Contra	(48.28)		(52.07)		(104.73)		(78.90)		(60.31)	
Dividends paid (incl. Dividend distribution Tax on dividend and Dividend to Minorities)	(382.09)		(785.93)		(1,320.85)		(1,164.31)		(718.32)	
Net cash flow from / (used in) financing activities (C)		**(466.21)**		**(825.47)**		**(1,461.80)**		**(799.05)**		**(98.86)**
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**(22.27)**		**(61.32)**		**(25.34)**		**46.34**		**0.23**
Cash and cash equivalents at the beginning of the period		48.61		73.95		73.95		27.61		27.38
Cash and cash equivalents at the end of the period		26.34		12.63		48.61		73.95		27.61
Reconciliation of Cash and cash equivalents with the Balance Sheet:						-				
Cash and cash equivalents		1,574.04		311.38		435.04		276.56		152.58
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements:										
(i) In other deposit accounts										
- original maturity more than 3 months	93.56		83.00		93.56		83.00		67.90	
(ii) In earmarked accounts										
- Other earmarked accounts (specify)	13.07		24.26		13.86		20.62		3.02	
- Other bank accounts (specify)	1,441.06	(1,547.70)	191.48	(298.74)	279.00	(386.42)	98.99	(202.60)	54.05	(124.97)
Net Cash and cash equivalents (as defined in Ind AS 7 Cash Flow Statements)		**26.34**		**12.63**		**48.61**		**73.95**		**27.61**

The above statement should be read with the basis of preparation and significant policies appearing in Annexure V, Notes to Restated Consolidated Summary Financial Information appearing in Annexure VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure VII of the Restated Consolidated Financial Information.

GENERAL INFORMATION

Registered Office

Computer Age Management Services Limited
New No. 10, Old No. 178, M.G.R. Salai,
Nungambakkam, Chennai 600 034,
Tamil Nadu, India
Registration Number: 015757
CIN: U65910TN1988PLC015757

Corporate Office

Computer Age Management Services Limited
No. 158, Rayala Towers, Tower-I
Anna Salai
Chennai 600 002
Tamil Nadu, India

Address of the RoC

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

Registrar of Companies, Chennai
Block No. 6, B Wing, 2nd Floor
Shastri Bhawan 26, Haddows Road
Chennai 600 034
Tamil Nadu, India

Company Secretary and Compliance Officer

Manikandan Gopalakrishnan
Computer Age Management Services Limited
No. 158, Rayala Towers, Tower-I
Anna Salai
Chennai 600 002
Tamil Nadu, India
Tel: +91 44 6109 2992
Email: secretarial@camsonline.com

Board

As on the date of this Draft Red Herring Prospectus, our Board comprises the following:

Name	Designation	DIN	Address
Dinesh Kumar Mehrotra	Chairman and Independent Director	00142711	3A, Harmony, Dr. E. Moses Road, Behind Petrol Pump, Worli Naka, Worli, Mumbai 400 018, Maharashtra, India
Anuj Kumar	Whole time Director and CEO	08268864	12B, Lords, Satya Dev Avenue, Adyar Seaface, Near Hotel Leela, MRC Nagar, Raja Annamalaipuram, Chennai 600 028, Tamil Nadu, India
Narendra Ostawal	Non-executive Director(1)	06530414	B, B-4101, Floor 41st, Plot CS No. 77, B Wing, One Avighna Park, Mahadev Palav Marg, Curry Road, Parel, Mumbai 400 012, Maharashtra, India
Zubin Soli Dubash	Non-executive Director(1)	00026206	4001/4101 Tower-5, Planet Godrej, Compound 30, Keshavrao Khadye Marg, Jacob Circle, Mahalaxmi East, Mumbai 400 011, Maharashtra, India
Mukesh Agarwal	Non-executive Director(2)	03054853	A-904, Paradise, Raheja Vihar, Opp. Chandivali Studio, Powai, Mumbai 400 072, Maharashtra, India
Vedanthachari Srinivasa Rangan	Non-executive Director(3)	00030248	Flat No. C-1003, Ashok Towers, Dr Babasaheb Ambedkar Marg, Parel, Mumbai 400 012, Maharashtra, India
Natarajan Srinivasan	Independent Director	00123338	No. 9, North Avenue, Srinagar Colony, Saidapet, Chennai 600 015, Tamil Nadu, India
Vijayalakshmi Rajaram Iyer	Independent Director	05242960	Flat No. 1402, Barberry Towers, Nahar Amrut Shakti, Gate No. 7, Chandivali, Powai, Mumbai 400 072, Maharashtra, India

(1) *Nominee of Great Terrain*
(2) *Nominee of NSEIL*
(3) *Nominee of HDFC Entities*

For further details of our Directors, see "*Our Management*" on page 121.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at Corporate Finance Department, Division of Issues and Listing, SEBI Bhavan, Plot No. C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 and electronically on the platform provided by SEBI.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act would be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act would be filed with the RoC at its office (address of RoC mentioned below).

Registrar of Companies, Chennai
Block No. 6, B Wing, 2nd Floor
Shastri Bhawan 26, Haddows Road
Chennai 600 034
Tamil Nadu, India

Book Running Lead Managers

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC, Plot No. 27
G Block, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India
Tel: +91 22 4336 0000
E-mail: cams.ipo@kotak.com
Investor grievance e-mail: kmccredressal@kotak.com
Website: www.investmentbank.kotak.com
Contact Person: Ganesh Rane

ICICI Securities Limited**
ICICI Centre, H. T. Parekh Marg
Churchgate
Mumbai 400 020
Maharashtra, India
Tel: +91 22 2288 2460
E-mail: cams.ipo@icicisecurities.com
Investor grievance e-mail:
customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Shekher Asnani/ Nidhi Wangnoo

HDFC Bank Limited*
Investment Banking Group
Unit No. 401 & 402, 4th Floor
Tower B, Peninsula Business
Park, Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 22 3395 8233
E-mail: cams.ipo@hdfcbank.com
Investor grievance e-mail:
investor.redressal@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Ravi Sharma/ Harsh Thakkar

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
E-mail: camsipo@nomura.com
Investor grievance e-mail: investorgrievances-in@nomura.com
Website: www.nomuraholdings.com/company/group/asia/india/index.html
Contact Person: Vishal Kanjani/ Aneesha Chandra

** In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, HDFC Bank will be involved only in marketing of the Offer as it is an associate of HDFC, one of the Selling Shareholders in the Offer. HDFC Bank has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.*
*** In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, ICICI Securities will be involved only in marketing of the Offer as there is a common director amongst the Company and ICICI Securities. ICICI Securities has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.*

Legal Counsel to our Company as to Indian Law

Cyril Amarchand Mangaldas
Prestige Falcon Tower
3rd Floor, Brunton Road
Craig Park Layout, Victoria Road
Bengaluru 560 001
Karnataka, India
Tel: +91 80 6792 2000

Legal Counsel to the BRLMs as to Indian Law

Shardul Amarchand Mangaldas & Co.
24th Floor, Express Towers
Nariman Point
Mumbai 400 021
Maharashtra, India
Tel.: +91 22 4933 5555

Shardul Amarchand Mangaldas & Co.
Prestige Sterling Square, Madras Bank Road,
Off Lavelle Road, Bengaluru 560 001
Karnataka, India
Tel: +91 80 6674 9999

International Legal Counsel to the BRLMs

Sidley Austin LLP
Level 31
Six Battery Road
Singapore 049909
Tel: +65 6230 3900

Legal Counsel to Great Terrain, NSEIL, HDFC and HDB Trust 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

Statutory Auditors to our Company

Brahmayya & Co., Chartered Accountants
No. 48, Masilamani Road
Balaji Nagar, Royapettah
Chennai 600 014
Tamil Nadu, India
Tel: +91 44 2813 1128/38/48
Email: mail@brahmayya.com
Firm Registration Number: 00511S
Peer Review Number: 009839

There has been no change in our auditors in the last three years.

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor, 247 Park
Lal Bhadur Shastri Marg, Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 22 4918 6200
E-mail: cams.ipo@linkintime.co.in
Investor grievance e-mail: cams.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Syndicate Members

[●]

Bankers to the Offer

Escrow Collection Bank (s)

[●]

Refund Bank (s)

[●]

Public Offer Bank (s)

[●]

Sponsor Bank

[●]

Bankers to our Company

HDFC Bank
759, ITC Centre, Anna Salai
Chennai 600 002
Tamil Nadu, India
Email: anish.baven@hdfcbank.com
Website: www.hdfcbank.com

RBL Bank
105/56 G N Chetty Road
T Nagar, Chennai 600 017
Tamil Nadu, India
Email: srividya.s@rblbank.com/ arun.pn@rblbank.com
Website: www.rblbank.com

Designated Intermediaries

Self-Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website. The said list shall be updated on the SEBI website.

Syndicate SCSB Branches

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

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Experts

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

Our Company has received written consent dated January 7, 2020 from our Statutory Auditors namely, Brahmayya & Co., Chartered Accountants to include their name as an "expert" as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, in relation to the Restated Consolidated Financial Information, the examination report dated December 17, 2019 on the Restated Consolidated Financial Information, and the statement of special tax benefits dated January 6, 2020 included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Monitoring Agency

As the Offer is an offer for sale of Equity Shares, our Company is not required to appoint a monitoring agency for this Offer.

Appraising Entity

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

Credit Rating

As the Offer is an offer for sale of Equity Shares, there is no credit rating required.

IPO Grading

As the Offer is an offer for sale of Equity Shares, no credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Inter-se allocation of responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing	Kotak, Nomura	Kotak
2.	Drafting and approval of statutory advertisements	Kotak, Nomura	Kotak
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report.	Kotak, Nomura	Kotak
4.	Appointment of intermediaries viz., Registrar to the Offer, printers, advertising agency, Syndicate, Sponsor Bank, Bankers to the Offer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	Kotak, Nomura	Kotak
5.	Preparation of road show marketing presentation and frequently asked questions	Kotak, HDFC Bank*, ICICI Securities*, Nomura	Nomura
6.	International institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	Kotak, HDFC Bank*, ICICI Securities*, Nomura	Nomura

Sr. No.	Activity	Responsibility	Co-ordination
7.	Domestic Institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule	Kotak, HDFC Bank*, ICICI Securities*, Nomura	ICICI Securities*
8.	Retail marketing of the Offer, which will cover, *inter alia*: • Formulating marketing strategies, preparation of publicity budget; • Finalizing media, marketing and public relations strategy; • Finalizing centres for holding conferences for brokers, etc.; • Finalizing collection centres; • Arranging for selection of underwriters and underwriting agreement; and • Follow-up on distribution of publicity and offer material including form, Prospectus and deciding on the quantum of the offer material	Kotak, HDFC Bank*, ICICI Securities*, Nomura	HDFC Bank*
9.	Non-institutional marketing of the Offer, which will cover, *inter alia*: • Finalizing media, marketing and public relations strategy; and • Finalizing centres for holding conferences for brokers, etc.	Kotak, HDFC Bank*, ICICI Securities*, Nomura	Kotak
10.	Managing the book and finalization of pricing in consultation with the Company and the Selling Shareholders.	Kotak, Nomura	Nomura
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, payment of 1% security deposit and release of the security deposit post closure of the issue, anchor co-ordination and intimation of anchor allocation.	Kotak, Nomura	Nomura
12.	Post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising our Company about the closure of the Offer, based on correct figures, finalization of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Issue activity such as Registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable.	Kotak, Nomura	Nomura

** In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, HDFC Bank and ICICI Securities will be involved only in marketing of the Offer. HDFC Bank and ICICI Securities have signed the due diligence certificate and have been disclosed as BRLMs for the Offer.*

Book Building Process

Book Building Process, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot size will be decided by our Company (through the IPO Committee) in consultation with the BRLMs, and advertised in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located) at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company (through the IPO Committee) in consultation with the BRLMs after the Bid/ Offer Closing Date.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. In this regard, our Company along with the Selling Shareholders have appointed the BRLMs to manage this Offer and procure Bids for this Offer.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" on pages 247 and 249, respectively.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure*" on page 249.

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 issued and offered in the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

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

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

Name, Address, Telephone Number and Email Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]

The abovementioned underwriting commitments are indicative and will be finalised after pricing of the Offer, the Basis of Allotment and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board, the resources of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/ IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

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

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

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

(In ₹, except share data)

Sr. No.	Particulars	Aggregate value at face value (₹)	Aggregate value at Offer Price*
A.	**AUTHORIZED SHARE CAPITAL**(1)		
	50,250,000 Equity Shares	502,500,000	
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE AND AFTER THE OFFER**		
	48,760,000 Equity Shares	487,600,000	
C.	**PRESENT OFFER**		
	Offer for Sale of up to 12,164,400 Equity Shares by the Selling Shareholders aggregating up to ₹[●] million(2) (3)	121,644,000	[●]
	Employee Reservation Portion of up to 182,500 Equity Shares	1,825,000	[●]
	Net Offer of up to 11,981,900 Equity Shares	119,819,000	[●]
D.	**SECURITIES PREMIUM ACCOUNT**		
	Before and after the Offer		Nil

* *To be included upon finalisation of Offer Price*

(1) *For details in relation to the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 114.*

(2) *The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated December 17, 2019 and this DRHP has been approved by our Board pursuant to a resolution passed on January 2, 2020 and by the IPO Committee pursuant to a resolution passed on January 7, 2020.*

(3) *Each Selling Shareholder severally and not jointly confirms that the Offered Shares have been held by such Selling Shareholder for a period of at least one year prior to the filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization of each of the Selling Shareholders in relation to their respective Offered Shares, see "The Offer" on page 41.*

Notes to the Capital Structure

1. **Share Capital History of our Company**

(a) ***Equity Share capital***

The history of the Equity Share capital of our Company is set forth in the table below:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Offer Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
May 5, 1988	2,000	10	10	Cash	Initial subscription to MoA(1)	2,000	20,000
December 1, 1989	8,000	10	10	Cash	Preferential allotment(2)	10,000	100,000
August 4, 1993	10,000	10	NA	NA	Bonus issue of one Equity Share as bonus share for every one existing Equity Share(3)	20,000	200,000
October 31, 1994	180,000	10	NA	NA	Bonus issue of nine Equity Shares as bonus shares for every one existing Equity Share(4)	200,000	2,000,000
August 7, 1995	42,800	10	NA	Other than cash	Allotment in the ratio of 100 Equity Shares for every 100 equity shares of CAMS Software Education Center Private Limited and 400 Equity Shares for every 100 equity shares of CAMS Share Registry Private Limited, pursuant to the scheme of amalgamation of CAMS Software Education Center	242,800	2,428,000

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Offer Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
					Private Limited and CAMS Share Registry Private Limited with our Company(5)		
January 19, 1996	242,800	10	NA	NA	Bonus issue of one Equity Share as bonus share for every one existing Equity Share(6)	485,600	4,856,000
February 25, 1999	485,600	10	NA	NA	Bonus issue of one Equity Share as bonus share for every one existing Equity Share(7)	971,200	9,712,000
February 25, 1999	28,800	10	20	Cash	Preferential allotment(8)	1,000,000	10,000,000
August 28, 2000	2,000,000	10	NA	NA	Bonus issue of two Equity Shares as bonus shares for every one existing Equity Share(9)	3,000,000	30,000,000
January 8, 2004	3,000,000	10	NA	NA	Bonus issue of one Equity Share as bonus share for every one existing Equity Share(10)	6,000,000	60,000,000
January 7, 2005	6,000,000	10	NA	NA	Bonus issue of one Equity Share as bonus share for every one existing Equity Share(11)	12,000,000	120,000,000
March 14, 2006	2,000	10	110	Cash	Allotment under CAMS ESOP Scheme 2005(12)	12,002,000	120,020,000
March 16, 2007	5,000	10	110	Cash	Allotment under CAMS ESOP Scheme 2005(13)	12,007,000	120,070,000
October 12, 2007	180,000	10	984.66	Cash	Preferential allotment(14)	12,187,000	121,870,000
July 30, 2008	3,000	10	110	Cash	Allotment under CAMS ESOP Scheme 2005(15)	12,190,000	121,900,000
May 14, 2010	36,570,000	10	NA	NA	Bonus issue of three Equity Shares as bonus shares for every one existing Equity Share(16)	48,760,000	487,600,000

(1) 1,000 Equity Shares each allotted to B.H. Kothari and Nina B. Kothari

(2) 6,000 Equity Shares allotted to B.H. Kothari and 2,000 Equity Shares allotted to Proficient Investment & Financial Consultancy Private Limited

(3) Bonus issue was undertaken by way of capitalisation of the general reserve account and profit and loss account of our Company to the persons who were the Shareholders as on the record date. Accordingly, 6,000 Equity Shares were allotted to A.T.G. Computers Private Limited, 3,990 Equity Shares were allotted to Computer Investments Private Limited and 10 Equity Shares were allotted to V. Shankar (HUF)

(4) Bonus issue was undertaken by way of capitalisation of the general reserve account and profit and loss account of our Company to the persons who were the Shareholders as on the record date. Accordingly, 108,000 Equity Shares were allotted to A.T.G. Computers Private Limited, 71,820 Equity Shares were allotted to Computer Investments Private Limited and 180 Equity Shares were allotted to V. Shankar (HUF)

(5) 14,600 Equity Shares were allotted to V. Shankar, and 14,100 Equity Shares each were allotted to Vijayasudha and Aditya Shankar

(6) Bonus issue was undertaken by way of capitalisation of general reserve account and profit and loss account of our Company to the persons who were the Shareholders as on the record date. Accordingly, 120,000 Equity Shares were allotted to A.T.G. Computers Private Limited, 79,800 Equity Shares were allotted to Computer Investments Private Limited, 14,600 Equity Shares were allotted to V. Shankar, 14,100 Equity Shares each were allotted to Vijayasudha, and Aditya Shankar and 200 Equity Shares were allotted to V. Shankar (HUF)

(7) Bonus issue was undertaken by way of capitalisation from the profit and loss account of our Company to the persons who were the Shareholders as on the record date. Accordingly, 240,000 Equity Shares were allotted to A.T.G. Computers Private Limited, 159,600 Equity Shares were allotted to CAMS Software Services Private Limited, 29,200 Equity Shares were allotted to V. Shankar, 28,200 Equity Shares each were allotted to Vijayasudha, and Aditya Shankar and 400 Equity Shares were allotted to V. Shankar (HUF)

(8) 19,900 Equity Shares were allotted to A.T.G. Computers Private Limited, 4,500 Equity Shares were allotted to V. Shankar (HUF) and 4,400 Equity Shares were allotted to V. Shankar

(9) Bonus issue was undertaken by way of capitalisation from the reserves and surplus account of our Company to the persons who were the Shareholders as on the record date. Accordingly, 872,400 Equity Shares were allotted to A.T.G. Computers Private Limited,

480,000 Equity Shares were allotted to HDFC, 380,000 Equity Shares were allotted to HDFC Bank, 140,000 Equity Shares were allotted to HDB Trust, 125,600 Equity Shares were allotted to V. Shankar and 2,000 Equity Shares were allotted to B. Vishwanath

(10) Bonus issue was undertaken by way of capitalisation from the reserves and surplus account of our Company to the persons who were the Shareholders as on the record date. Accordingly, where 1,338,600 Equity Shares were allotted to A.T.G. Computers Private Limited, 720,000 Equity Shares were allotted to HDFC, 570,000 Equity Shares were allotted to HDFC Bank, 191,400 Equity Shares were allotted to V. Shankar and 180,000 Equity Shares were allotted HDB Trust

(11) Bonus issue was undertaken way of capitalisation from the reserves and surplus account of our Company to the persons who were the Shareholders as on the record date. Accordingly, 2,677,200 Equity Shares were allotted to A.T.G. Computers Private Limited, 1,440,000 Equity Shares were allotted to HDFC, 1,140,000 Equity Shares were allotted to HDFC Bank, 382,800 Equity Shares were allotted to V. Shankar and 360,000 Equity Shares were allotted HDB Trust

(12) 1,000 Equity Shares each allotted to N. Koteswara Prasad and M. Venkataraman

(13) 2,500 Equity Shares each allotted to N. Koteswara Prasad and M. Venkataraman

(14) 180,000 Equity Shares allotted to M/s. Advent Coral Singapore Pte. Ltd. in terms of the investment and shareholders' agreement dated September 8, 2007

(15) 1,500 Equity Shares each allotted to N. Koteswara Prasad and M. Venkataraman

(16) Bonus issue was undertaken by way of capitalisation from the securities premium account/ general reserve account of our Company to the persons who were the Shareholders as on the record date. Accordingly, 14,197,080 Equity Shares were allotted to Acsys, 10,968,300 Equity Shares were allotted to Advent Coral Singapore Pte. Ltd., 5,517,810 Equity Shares were allotted to HDFC, 3,717,810 Equity Shares were allotted to HDFC Bank, 2,160,000 Equity Shares were allotted to HDB Trust and 4,500 Equity Shares each were allotted to N. Koteswara Prasad and M. Venkataraman

(b) ***Preference Share capital***

Our Company does not have any outstanding preference shares as on the date of the filing of this Draft Red Herring Prospectus.

2. **Offer of Equity Shares at a price lower than the Offer Price in the last year**

Our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus.

3. **Offer of shares for consideration other than cash or out of revaluation of reserves**

(a) Our Company has not issued any Equity Shares out of revaluation of reserves since its incorporation.

(b) Except as stated below, our Company has not issued any Equity Shares for consideration other than cash as on the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of Equity Shares/ Preference Shares allotted	Face Value per Equity Share/ Preference Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company
August 7, 1995	42,800	10	NA	Allotment in the ratio of 100 Equity Shares for every 100 equity shares of CAMS Software Education Center Private Limited and 400 Equity Shares for every 100 equity shares of CAMS Share Registry Private Limited, pursuant to the scheme of amalgamation of CAMS Software Education Center Private Limited and CAMS Share Registry Private Limited with our Company[(1)]	Entire undertaking of CAMS Software Education Center Private Limited and CAMS Share Registry Private Limited were amalgamated with our Company

(1) 14,600 Equity Shares were allotted to V. Shankar, and 14,100 Equity Shares each were allotted to Vijayasudha and Aditya Shankar

4. **Offer of Equity Shares pursuant to schemes of arrangement**

Except as disclosed in "*– 3. Offer of shares for consideration other than cash or out of revaluation of reserves – (b)*", our Company has not allotted any Equity Shares pursuant to a scheme of amalgamation approved under Section 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act,.

5. **History of the Equity Share capital held by our Promoter**

As on the date of this Draft Red Herring Prospectus, our Promoter holds 21,224,000 Equity Shares equivalent to 43.53% of the issued, subscribed and paid-up Equity Share capital of our Company.

(a) **Build-up of the shareholding of our Promoter in our Company**

The details regarding the equity shareholding of our Promoter since incorporation of our Company is set forth in the table below.

Date of allotment and made fully paid-up	Nature of transaction	No. of Equity Shares	Nature of consideration	Face Value per Equity Share (₹)	Transfer Price per Equity Share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Great Terrain							
September 6, 2018	Transfer of Equity Shares(1)	18,284,000	Cash	10	681.91	37.50	37.50
April 4, 2019	Transfer of Equity Shares(2)	2,940,000	Cash	10	717.80	6.03	6.03
Total		**21,224,000**				**43.53**	**43.53**

(1) Transfer of 9,437,116 Equity Shares from Acsys, 3,653,400 Equity Shares from NSEIL, 2,485,956 Equity Shares from HDFC, 1,382,972 Equity Shares from HDFC Bank and 1,324,556 Equity Shares from HDB Trust

(2) Transfer of 2,940,000 Equity Shares from Acsys

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

(b) **Details of Promoter's contribution and lock-in**

(i) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoter (assuming full conversion of vested options, if any, under the CAMS ESOP Scheme 2019), shall be locked in for a period of three years as minimum Promoter's contribution from the date of Allotment and the shareholding of the Promoter in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment.

(ii) Details of the Equity Shares to be locked-in for three years from the date of Allotment as minimum Promoter's contribution are set forth in the table below:

Name of Promoter	Number of Equity Shares locked-in	Date of allotment of Equity Shares and when made fully paid-up*	Nature of transaction	Face Value per Equity Share (₹)	Offer/ Acquisition price per Equity Share (₹)	Percentage of the pre-Offer paid-up capital (%)	Percentage of the post-Offer paid-up capital (%)	Date up to which Equity Shares are subject to lock-in
Great Terrain	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	

* *All Equity Shares allotted to our Promoter were fully paid-up at the time of allotment.*

(iii) Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoter's contribution in terms of Regulation 15 of the SEBI ICDR Regulations.

(iv) In this connection, please note that:

a. The Equity Shares offered for Promoter's contribution do not include (i) Equity Shares acquired in the three immediately preceding years for consideration other than cash and revaluation of assets or capitalisation of intangible assets was involved in such transaction, (ii) Equity Shares resulting from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of minimum Promoter's contribution.

b. The minimum Promoter's contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.

c. Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm.

d. As on the date of the DRHP, none of the Equity Shares held by our Promoter are pledged.

e. All the Equity Shares held by our Promoter shall be in dematerialised form.

(c) **Other lock-in requirements:**

(i) In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by the Promoter locked in for three years as specified above, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of one year from the date of Allotment except for the Offered Shares, Equity Shares held by Faering Capital India Evolving Fund II and Faering Capital India Evolving Fund III, which are Category II AIFs (subject to certain conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least one year from the date of purchase by Faering Capital India Evolving Fund II and Faering Capital India Evolving Fund III) and any Equity Shares held by the employees (whether currently employees or not) of our Company which have been or will be allotted to them under the CAMS ESOP Scheme 2019, prior to the Offer.

(ii) Our Promoter has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter's contribution from the date of filing of this Draft Red Herring Prospectus, until the expiry of the lock-in specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

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

6. **Shareholding Pattern of our Company**

The table below presents the equity shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX) – Number of Voting Rights – Class: Equity Shares	Number of Voting Rights held in each class of securities (IX) – Number of Voting Rights – Total	Number of Voting Rights held in each class of securities (IX) – Total as a % of (A+B+ C)	Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII) – Number (a)	Number of Locked in shares (XII) – As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered (XIII) – Number (a)	Number of Shares pledged or otherwise encumbered (XIII) – As a % of total Shares held (b)	Number of Equity Shares held in dematerialized form (XIV)
(A)	**Promoter and Promoter Group**	1	21,224,000	-	-	21,224,000	43.53	21,224,000	21,224,000	43.53	-	43.53	-		-		21,224,000
(B)	**Public**	33	27,536,000	-	-	27,536,000	56.47	27,536,000	27,536,000	56.47	-	56.47	-		-		27,536,000
(C)	**Non Promoter-Non Public**	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	**Shares underlying DRs**	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	**Shares held by Employee Trusts**	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total	**34**	**48,760,000**	**-**	**-**	**48,760,000**	**100**	**48,760,000**	**48,760,000**	**100**	**-**	**100**	**-**		**-**		**48,760,000**

7. **Details of equity shareholding of the major Shareholders of our Company**

(i) The Shareholders holding 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them as on the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of Equity Shares on a fully diluted basis	Percentage of the pre- Offer Equity Share capital (%) on a fully diluted basis
1.	Great Terrain	21,224,000	43.53
2.	NSEIL	18,285,000	37.50
3.	HDFC	2,920,724	5.99
4.	HDFC Bank	1,623,708	3.33
5.	HDB Trust	1,555,444	3.19
6.	Faering Capital India Evolving Fund II	1,241,430	2.55
7.	Acsys	944,724	1.94
8.	Faering Capital India Evolving Fund III	708,970	1.45
	Total	**48,504,000**	**99.47**

(ii) The Shareholders who held 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them 10 days prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of Equity Shares on a fully diluted basis	Percentage of the pre- Offer Equity Share capital (%) on a fully diluted basis
1.	Great Terrain	21,224,000	43.53
2.	NSEIL	18,285,000	37.50
3.	HDFC	2,920,724	5.99
4.	HDFC Bank	1,623,708	3.33
5.	HDB Trust	1,555,444	3.19
6.	Faering Capital India Evolving Fund II	1,241,430	2.55
7.	Acsys	944,724	1.94
8.	Faering Capital India Evolving Fund III	708,970	1.45
	Total	**48,504,000**	**99.47**

(iii) The Shareholders who held 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them one year prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of Equity Shares on a fully diluted basis	Percentage of the pre- Offer Equity Share capital (%) on a fully diluted basis
1.	NSEIL	18,285,000	37.50
2.	Great Terrain	18,284,000	37.49
3.	Acsys	5,835,124	11.96
4.	HDFC	2,920,724	5.99
5.	HDFC Bank	1,623,708	3.33
6.	HDB Trust	1,555,444	3.19
	Total	**48,504,000**	**99.47**

(iv) The Shareholders who held 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them two years prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of Equity Shares on a fully diluted basis	Percentage of the pre- Offer Equity Share capital (%) on a fully diluted basis
1.	NSEIL	21,938,400	44.99
2.	Acsys	15,516,240	31.82
3.	HDFC	5,406,680	11.09
4.	HDFC Bank	3,006,680	6.17
5.	HDB Trust	2,880,000	5.91
	Total	**48,748,000**	**99.99**

8. **Details of Equity Shares held by our Directors, Key Managerial Personnel and directors of our Promoter and members of our Promoter Group**

(i) Our Directors do not hold any Equity Shares in our Company. Set out below are details of the Equity Shares held by our Key Managerial Personnel in our Company:

S. No.	Name	No. of Equity Shares	Percentage of the pre-Offer Equity Share Capital (%)	Number of employee stock options outstanding	Percentage of the post-Offer of Equity Share Capital (%)
1.	Anuj Kumar	Nil	Nil	65,217	0.13
2.	Somasundaram M.	40,000	0.08	16,742	0.12
3.	Manikandan Gopalakrishnan	7,500	0.02	4,114	0.02
4.	Srikanth Tanikella	Nil	Nil	26,713	0.05
5.	N. Ravi Kiran	Nil	Nil	27,978	0.06
6.	Abhishek Mishra	Nil	Nil	10,672	0.02
7.	Vasanth Jeyapaul Emmanuel	Nil	Nil	8,696	0.02
8.	Suresh Kuppuswamy	Nil	Nil	8,498	0.02
Total		**47,500**	**0.10**	**168,630**	**0.44**

(ii) The directors of our Promoter and the members of our Promoter Group do not hold any Equity Shares in our Company. Set out below are the details of the Equity Shares held by our Promoter, in our Company:

S. No.	Name	No. of Equity Shares	Percentage of the pre-Offer Equity Share Capital (%)	Number of employee stock options outstanding	Percentage of the post-Offer Equity Share Capital (%)
Promoter					
1.	Great Terrain	21,224,000	43.53	-	43.53
Total		**21,224,000**	**43.53**	**-**	**43.53**

9. Apart from HDFC Bank, none of the BRLMs or their respective associates (as defined under the SEBI Merchant Bankers Regulations) hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus. Further, HDFC, which is part of the HDFC group, holds Equity Shares in our Company.

10. There are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus and all Equity Shares were fully paid-up as on the date of allotment.

11. **CAMS ESOP Scheme 2019**

Our Company, pursuant to the resolutions passed by our Board on March 22, 2019 and our Shareholders on March 28, 2019, adopted the CAMS ESOP Scheme 2019 to create, offer, issue and allot in one or more tranches, stock options which are convertible into Equity Shares. The CAMS ESOP Scheme 2019 was further amended by the Board pursuant to the resolution passed at its meeting held on December 17, 2019 and by the Shareholders pursuant to special resolution passed at the general meeting of our Company held on December 23, 2019. The purpose of the CAMS ESOP Scheme 2019 is to enable our Company to attract and retain talented human resources by offering them an opportunity to acquire a continuing equity interest in our Company which will reflect their efforts in building the growth and the profitability of our Company; and/or to provide existing employees of our Company and Subsidiaries an opportunity for investment in our Company's equity interest in recognition of their efforts to grow and build our Company. The aggregate number of Equity Shares issued under the CAMS ESOP Scheme 2019, upon exercise, shall not exceed 1,462,800 Equity Shares at such price and on such terms and conditions as may be fixed or determined by the Board.

The CAMS ESOP Scheme 2019 is in compliance with the SEBI SBEB Regulations. As on the date of this Draft Red Herring Prospectus, 248,994 options have been granted by our Company under the CAMS ESOP Scheme 2019. The details of the CAMS ESOP Scheme 2019, are as follows:

Particulars	Details
Options granted	248,994
Exercise Price (in ₹)	614.70
Options vested and not exercised	Nil
Options exercised	Nil
The total number of Equity Shares arising as a result of exercise of options	Nil
Options forfeited/lapsed	Nil
Variation of terms of options	There has been no variation to the terms of the options since the time they were issued. However, CAMS ESOP Scheme 2019 has been aligned to SEBI SBEB Regulations
Money realized by exercise of options	The granted options are not vested/ exercised and therefore no money has been realised
Total number of options in force	248,994
Employee-wise detail of options granted to:	
i. Key managerial personnel	**KMP** / **Options granted** Anuj Kumar / 65,217

Particulars	Details
	N. Ravi Kiran 27,978 Srikanth Tanikella 26,713 Somasundaram M. 16,742 Abhishek Mishra 10,672 Vasanth Jeyapaul Emmanuel 8,696 Suresh Kuppuswamy 8,498 Manikandan Gopalakrishnan 4,114
ii. Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Nil
iii. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil
Fully diluted Earnings per Equity Share – (face value of ₹10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard for 'Earnings per Share'	₹16.95 is the diluted EPS for half year ended September 30, 2019. As per Indian Accounting Standard (Ind AS) 33, Earnings per Equity Share, effect of weighted average number of ESOP shares outstanding for all dilutive potential shares has been considered.
Lock-in	The scheme does not provide for lock in post exercise of the option.
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and its impact on profits and on the Earnings per Equity Share – (face value ₹10 per Equity Share)	Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options is ₹10.08 million. If the company had adopted intrinsic valuation for employee compensation cost, the profit before tax would have increased by ₹10.08 million and Earnings per Share would have increased by ₹0.21 per Equity Share i.e. ₹17.18 (16.97+0.21).
Description of the pricing formula method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	Description of Pricing formula: Pure Black Scholes valuation Share Price on Date of Grant: ₹717.80 Exercise Price: ₹614.70 Annual Dividend: Nil Expected Option Term: 5.1 years and 4.5 years Risk Free Rate: 7.02% Expected Volatility: 16.25% Pure Black Scholes Value: ₹295.52
Impact on profit and Earnings per Equity Share – (face value ₹10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of options granted in the last three years	There has been no grant of employee stock options in the last three Financial Years
Intention of the KMPs and whole time directors who are holders of Equity Shares allotted on exercise of options granted to sell their equity shares within three months after the date of listing of Equity Shares pursuant to the Offer	Based on the declarations received from KMPs, Equity Shares allotted on exercise of options granted will not be sold within three months after the date of listing of Equity Shares pursuant to the Offer.
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of Equity Shares, by Directors, senior management personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Nil

Note: The CAMS ESOP Scheme 2019 was approved by the Board on March 22, 2019 and by Shareholders on March 28, 2019. Other than the above-mentioned CAMS ESOP Scheme 2019, there were no employees stock option schemes in Financial Years 2017, 2018 and 2019.

12. None of the members of our Promoter Group, directors of our Promoter, our Directors or their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

13. As of the date of the filing of this Draft Red Herring Prospectus, the total number of our Shareholders is 34.

14. Our Company, our Directors and the BRLMs have not made any or entered into any buy-back arrangements for purchase of Equity Shares.

15. Except for Equity Shares that may be allotted pursuant to the conversion of employee stock options granted under the CAMS ESOP Scheme 2019, and the Equity Shares allotted pursuant to the Offer, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the

period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the BSE pursuant to the Offer.

16. There have been no financing arrangements whereby the directors of our Promoter, our Promoter Group, our Directors, and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity, during a period of six months preceding the date of filing of this Draft Red Herring Prospectus.

17. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise. Provided, however, that the foregoing restrictions do not apply to any issuance of Equity Shares, pursuant to the exercise of employee stock options under the CAMS ESOP Scheme 2019.

18. Except employee stock options granted pursuant to the CAMS ESOP Scheme 2019, there are no outstanding convertible securities or any warrant, option or right to convert a debenture, loan or other instrument which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) to carry out the Offer for Sale of up to 12,164,400 Equity Shares by the Selling Shareholders; and (ii) achieve the benefits of listing the Equity Shares on the BSE. Our Company will not receive any proceeds from the Offer and all such proceeds will go to the Selling Shareholders.

Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity to our Shareholders and will also provide a public market for the Equity Shares in India.

Utilisation of the Net Offer Proceeds by Selling Shareholders

Our Company will not directly receive any proceeds from the Offer (the "**Offer Proceeds**") and all the Offer Proceeds will be received by the Selling Shareholders, in proportion to the Offered Shares sold by the respective Selling Shareholders as part of the Offer. For details of Offered Shares by each Selling Shareholder, see "*Other Regulatory and Statutory Disclosures*" beginning on page 232.

Offer expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The Offer related expenses primarily include the listing fee, fees payable to the BRLMs and legal counsels, fees payable to the auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the BSE. Other than (a) the listing fees to be paid to the BSE, (b) audit fees of statutory auditors (to the extent not attributable to the IPO); and (c) expenses in relation to product or corporate advertisements, i.e. any corporate advertisements consistent with past practices of the Company (other than the expenses relating to marketing and advertisements undertaken in connection with the IPO) which will be borne by the Company, each Selling Shareholder shall, severally and not jointly, bear its proportional share of the costs and expenses of the offer for sale in the IPO, in proportion to the Equity Shares being sold by such Selling Shareholder, subject to applicable law.

The estimated Offer related expenses are as under:

Activity	Estimated Offer expenses(1) (in ₹ million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer size(1)
BRLMs' fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Selling commission/processing fee for SCSBs and Bankers to the Offer and fee payable to the Sponsor Bank for Bids made by RIBs using UPI (2)	[●]	[●]	[●]
Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(3)(4)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to the other advisors to the Offer	[●]	[●]	[●]
Others			
- Listing fees, SEBI filing fees, upload fees, BSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price*

(2) *Selling commission payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees 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 Eligible Employees**	[●]*% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	[●]*% of the Amount Allotted (plus applicable taxes)*

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

(3) *No processing fees shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them*

Processing fees payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

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

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

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

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

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

For Sponsor Bank

Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism will be

Sponsor Bank	*₹[●] per valid Bid cum Application Form* (plus applicable taxes).* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.* ** For each valid application.*

Monitoring of Utilization of Funds

As the Offer is an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no monitoring agency is appointed for the Offer.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Equity Shares proposed to be sold by the Promoter Selling Shareholder and our Other Selling Shareholders, none of our Promoter, Directors, KMPs, Promoter Group or Group Companies will receive any portion of the Offer Proceeds.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company (through the IPO Committee) 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 quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price of the Price Band. Bidders should also see "*Our Business*", "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 95, 20, 201 and 149, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

a. Largest Infrastructure and Services Provider in a Large and Growing Mutual Funds Market

b. Integrated Business Model and Longstanding Client Relationships in our Mutual Funds Services Business

c. Scalable Technology Enabled Ecosystem

d. Strong Focus on Processes and Risk Management

e. Experienced Management and Board and Marquee Shareholders

For details, see "*Our Business – Strengths*" on page 96.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Consolidated Financial Information. For details, see "*Financial Statements*" on page 149.

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

A. Basic and Diluted Earnings Per Share ("EPS") at face value of ₹10, as adjusted for change in capital:

Financial Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2017	25.32	25.32	1
March 31, 2018	29.93	29.93	2
March 31, 2019	26.75	26.75	3
Weighted Average	27.57	27.57	
Six months period ended September 30, 2019*	16.97	16.95	

** Not annualised*

Notes:

1. *Earnings per share calculations are in accordance with Ind AS 33 (Earnings per Share).*
2. *The ratios have been computed as below:*

a) *Basic earnings per share (₹) =*

$$\frac{\textit{Restated Consolidated Net profit available to equity share holder for the year / period}}{\textit{Weighted average number of equity shares outstanding during the year / period.}}$$

b) *Diluted earnings per share (₹) =*

$$\frac{\textit{Restated Consolidated Net profit available to equity share holder for the year / period}}{\textit{Weighted average number of diluted equity shares outstanding during the year / period.}}$$

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

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on basic EPS for year ended March 31, 2019	[●]	[●]
Based on diluted EPS for year ended March 31, 2019	[●]	[●]

Industry Peer Group P/E ratio

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

C. Return on Net Worth ("RoNW")

As per Restated Consolidated Financial Information:

Financial Year ended	RoNW (%)	Weight
March 31, 2017	29.92	1
March 31, 2018	32.91	2
March 31, 2019	29.56	3
Weighted Average	30.74	
Six months period ended September 30, 2019*	33.98	

RoNW for the period ended September 30, 2019 has been annualized.

Note:
RoNW is calculated as net profit after taxation attributable to the owners of the Company divided by shareholders' funds for that year. Shareholders'funds = share capital + reserves and surplus – revaluation reserves excluding non-controlling interest

As the Offer consists only of an offer for sale by the Selling Shareholders, there will be no change in the Net Worth post completion of the Offer.

D. Net Asset Value ("NAV") per Equity Share

Financial Year ended/ Period ended	Restated Consolidated Financial Information (₹)
As on March 31, 2019	90.50
As at September 30, 2019	99.86
Offer Price	[●]

As the Offer consists only of an offer for sale by the Selling Shareholders, there will be no change in the NAV post completion of the Offer.

E. Comparison with Listed Industry Peers

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

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

The Offer Price of ₹[●] has been determined by our Company (through the IPO Committee) in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 20, 95, 201 and 149, respectively, to have a more informed view.

STATEMENT OF SPECIAL TAX BENEFITS

Date: January 6, 2020

To,

The Board of Directors
Computer Age Management Services Limited
New No. 10, Old No. 178
M.G.R. Salai, Nungambakkam
Chennai - 600034
Tamil Nadu, India

Dear Sirs,

Re: Proposed initial public offer of Computer Age Management Services Limited (the "Company", and such offering, the "Offer")

1. We, M/s. Brahmayya & Co., statutory auditors of the Company, hereby confirm that the 'Statement of Special Tax Benefits', enclosed herewith as **Annexure A**, prepared by the Company and initialled by us and the Company (the "**Statement**"), provides the possible special tax benefits (under direct and indirect tax laws) available to the Company, to its shareholders and its material subsidiaries pursuant to (i) the Income Tax Act, 1961, as amended and read with the rules, circulars and notifications issued in relation thereto; and (ii) applicable indirect taxation laws, as amended and read with the rules, circulars and notifications issued in connection thereto. Several of such possible special tax benefits forming part of the statement are dependent on the Company and/or its shareholders and/or its material subsidiaries fulfilling applicable conditions prescribed within the relevant statutory provisions and accordingly, the ability of the Company and/or its shareholders and/or its material subsidiaries to derive such possible special tax benefits is entirely dependent upon the lawful fulfilment of such conditions by the Company and/or its shareholders and/or its material subsidiaries, as applicable.

2. The special tax benefits discussed within the Statement are not exhaustive and are intended to provide an illustrative understanding to prospective investors with respect to the possible special tax benefits available to the Company and/or its shareholders and/or its material subsidiaries. These statements do not cover any general tax benefits available to the Company and/or its shareholders and/or its material subsidiaries 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 prospective investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

3. We do not express any opinion or provide any assurance as to whether the:

   (i) Company and/or its shareholders and/or its material subsidiaries will continue to obtain such possible special tax benefits in the future; or

   (ii) conditions prescribed for availing such possible special tax benefits where applicable, have been/would be complied with.

4. The contents of the Statement are based on information, explanations and representations obtained from the Company and its material subsidiaries and on the basis of our understanding of the business activities and operations of the Company and its material subsidiaries. Based on our review, there are no material subsidiaries of the Company in accordance with clause 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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 its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We will not be liable to any other person in respect of this Statement.

6. Our examination of the Statement has been carried out in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2019) as issued by the Institute of Chartered Accountants of India ("**ICAI**") and accordingly, we confirm that we have complied with ethical requirements stipulated within the Code of Ethics issued by the ICAI.

7. This Certificate is issued for the sole purpose of the Offer 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, and we hereby consent to the extract of this certificate and the Statement being included, in full or in part,in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus and in any other material used in connection with the Offer and submission of

this Certificate to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed, the relevant Registrar of Companies, or any other regulatory or statutory authority in connection with the Offer, as the case may be.

Yours faithfully,

For M/s. Brahmayya & Co.
Chartered Accountants,
Firm Regn. No: 000511S

P.Babu
Partner
Membership no: 203358
Peer Review Certificate No. 009839
UDIN: 20203358AAAAAF8933

Date: January 6, 2020
Place: Chennai

ANNEXURE A

1. Special tax benefits to the Company

   There are no special tax benefits available to the Company under:

   a) Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962,
   b) The Central Goods and Services Tax Act, 2017,
   c) The Integrated Goods and Services Tax Act, 2017,
   d) The Union Territory Goods and Services Tax Act, 2017,
   e) Respective State Goods and Services Tax Act, 2017
   f) Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017,
   g) Integrated Goods and Services Tax Rules, 2017,
   h) Union Territory Goods and Services Tax Rules, 2017
   i) State Goods and Services Tax Rules, 2017; and
   j) Notifications issued under these Acts and Rules.

2. Special Tax Benefits to the Shareholders

   a) The shareholders of the Company are not eligible to any special tax benefits under the provisions of the Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962,

Notes:

1. *We have not considered the general tax benefits available to the Company, or shareholders or material subsidiaries of the Company.*
2. *The above is as per the prevalent Tax Laws as on date.*
3. *The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.*
4. *This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income-tax consequences that apply to them.*

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*The information contained in this section is taken from the CRISIL Report on Assessment of the Mutual Fund Registrar and Transfer Agents industry in India dated January, 2020 (the "**CRISIL Report**"). Neither we, nor 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 generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.*

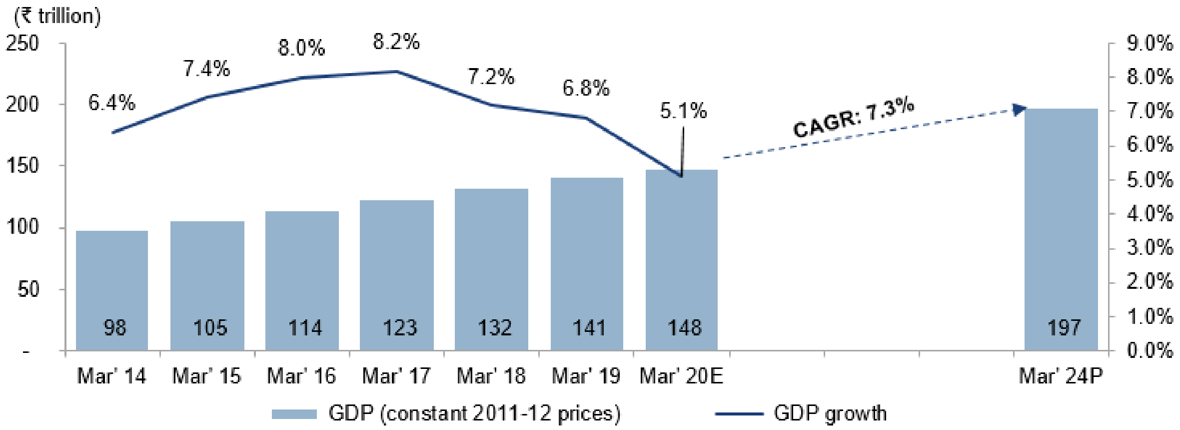
Overview of the Indian Economy

GDP to grow faster over the next five years

Private consumption and investment drove India's gross domestic product ("GDP") growth from financial year 2014 to financial year 2019. Low inflation, benign interest rates and revision in salaries of government employees as per the Seventh Pay Commission recommendations strengthened growth in private consumption. Investments saw a gradual pick-up in the last few years, most of which was led by Government spending either through budgetary resources or by pushing public sector enterprises to take on capital expenditure. While GDP growth has declined perceptibly in recent quarters, CRISIL remains optimistic on the long-term future of the economy.

According to CRISIL, GDP is expected to grow at a rate of 5.1% in financial year 2020 and grow at a CAGR of 7.3% till financial year 2024. In the second half of financial year 2020, GDP growth is expected to get some lift from the low base effect that has currently set in (i.e. GDP growth in first half of financial year 2020 was at 4.8%) as well as a number of reform measures being announced by the Government.

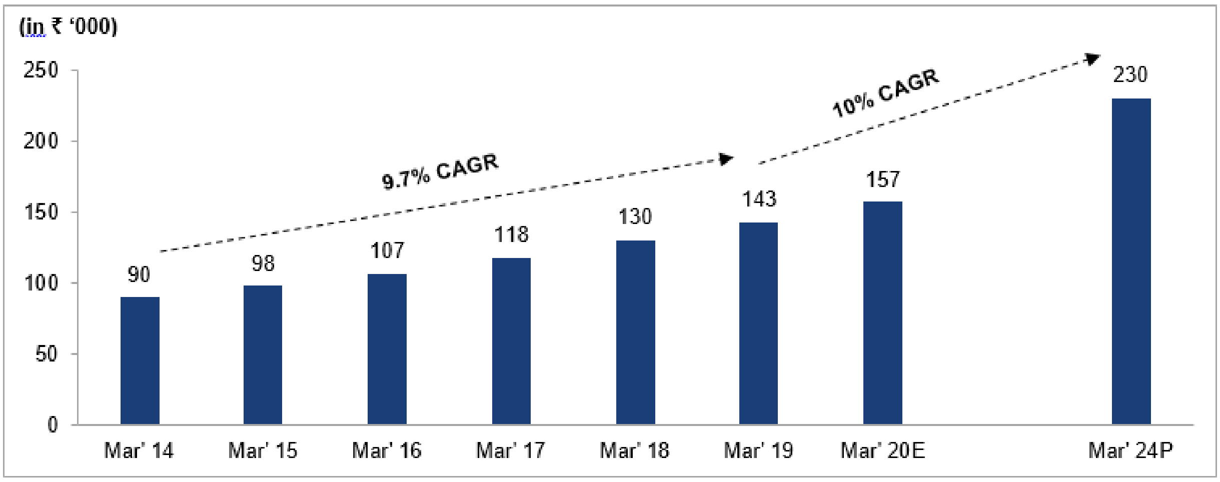
The following graph sets out the projected GDP growth over financial years 2014 to 2024:



Note: E-Provisional estimates, P-Projected

According to CRISIL, there is a cyclical downturn in the Indian economy that intensified in the last quarter of financial year 2019 and the union budget for financial year 2020 was presented against this backdrop. Further, the recapitalisation of banks and partial credit guarantee by the Government to facilitate purchase of NBFC loans from banks is expected to improve the ability of the financial sector to extend credit. An easing monetary policy, improved transmission of rate cuts, and the Government's minimum income support scheme to farmers are expected to increase consumption in the economy.

The following graph sets forth the growth trend of nominal per capita GDP for the periods indicated:

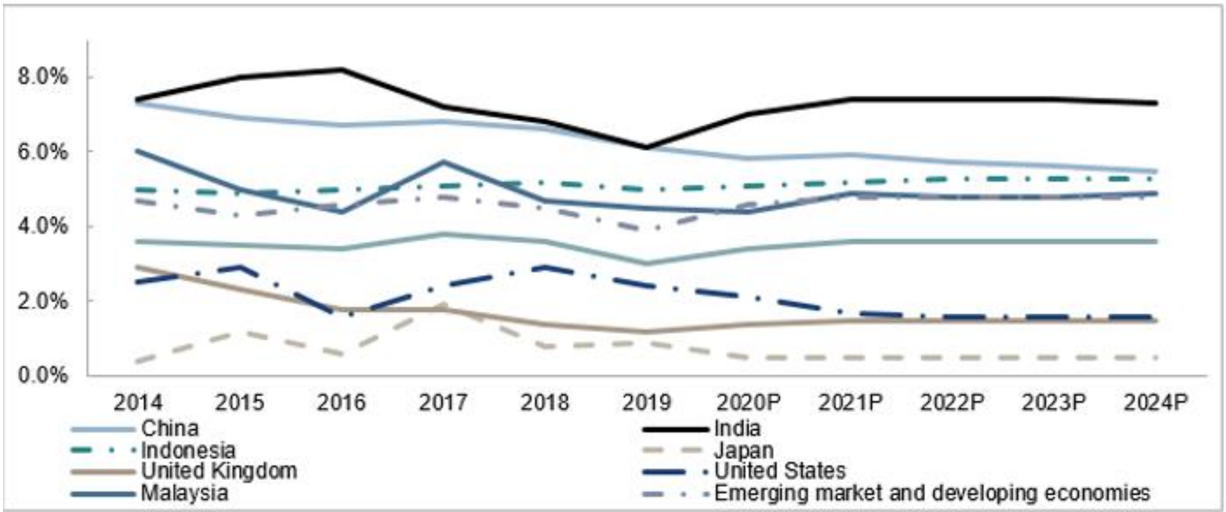


According to CRISIL, the nominal per capita GDP of India is estimated to be ₹142,719, for financial year 2019. Assuming average growth of around 11% in nominal GDP over the next five years, the same is expected to grow at a CAGR of 10.4% (financial year 2019 - 2024) to ₹230,000 in financial year 2024.

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

India is one of the fastest-growing economies in the world. Over the past four years, there has been a gradual improvement in India's macroeconomic situation: twin deficits (current account and fiscal) have been coming down and the growth-inflation mix has improved, and durably so. Both fiscal and monetary policies are more prudent, focusing on raising the quality of growth and not just the rate of growth. The Government has adopted an inflation-targeting framework that provides an institutional framework for inflation control, while modernising central banking. Fiscal policy has managed to stay mildly growth-focused, while managing a gradual reduction in the deficit. The upshot is that India's macroeconomic variables are a lot more stable, and with sufficiently large reserves, the economy is pretty resilient to any global shock today, than what it was during the economic downturn of 2013.

The following graph sets forth the GDP growth (based on constant prices) of major economies for the periods indicated:



Note: GDP growth is based on constant prices. The above figure includes IMF estimates and forecast as of July 2019. P: Projected

Key Growth Drivers

Favourable demographics. India currently has one of the largest young populations in the world, with a median age of 28 years. According to CRISIL, as many as 90% of Indians will be below the age of 60 by calendar year 2020 and 63% of them will be between 15 and 59 years. In comparison, in the calendar year 2012, the US, China and Brazil had 74%, 62% and 78% of their population below the age of 60. Urban consumption in India has shown signs of improvement and given India's favourable demographics coupled with rising disposable income, the trend is likely to continue and drive economic growth for the country.

Urbanization. Urbanization is a big growth driver for India as this leads to fast infrastructure development, job creation, development of modern consumer services and the city's ability to mobilize savings. The share of urban population in total population has been consistently rising over the years and stood at about 31% in 2011 and is expected to reach 36% by 2022 thereby increasing demand.

Key Structural Reforms: Long-Term Positives for Indian Economy

Financial Inclusion. The Government has two key schemes to increase financial inclusion – the Pradhan Mantri Jan Dhan Yojana ("PMJDY") and Pradhan Mantri Jeevan Jyoti Bima Yojana ("PMJJBY"). The PMJDY's mission is to ensure that every household in India has a bank account which they can be accessed from anywhere and have affordable access to all financial services such as savings and deposit accounts, remittance, credit and insurance. PMJJBY is a one-year life insurance scheme that offers a life cover of ₹0.2 million at a premium of ₹330 per annum per member, which can be renewed every year. The Government also has an accident insurance scheme, the Pradhan Mantri Suraksha Bima Yojana ("PMSBY"), which offers ₹0.2 million cover for death and full disability at a premium of ₹12 annually.

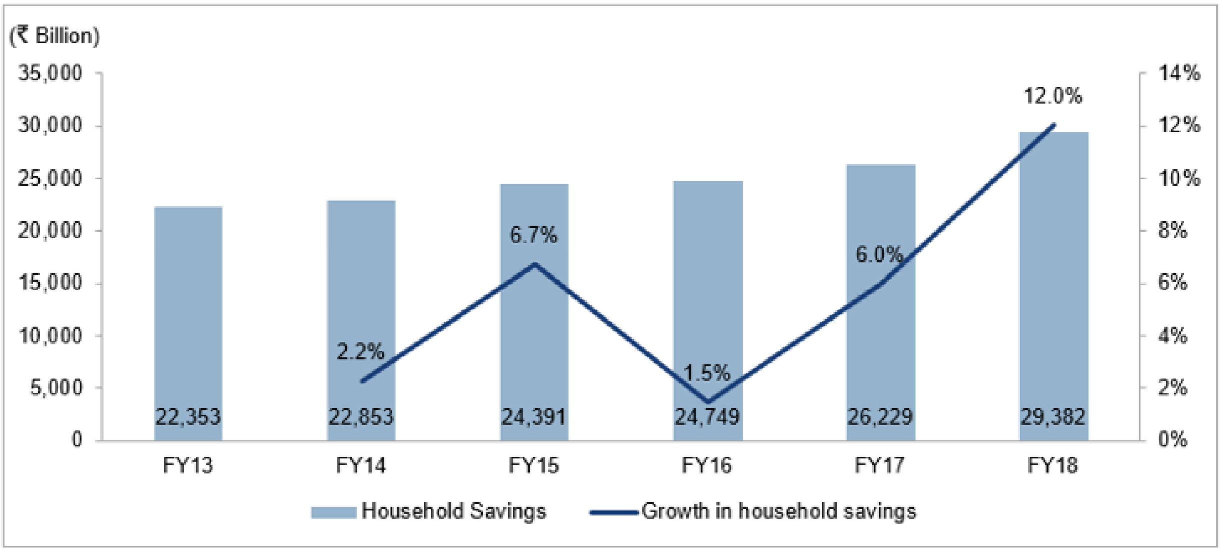
Implementation of GST. Introduced on July 1, 2017, GST is an indirect tax regime that subsumed multiple cascading taxes levied by the Central and State Governments. Its implementation has resulted in structural changes in the supply chain and logistics network in India.

Reduction in Tax Rates for Domestic Companies. On September 20, 2019, the Finance Minister announced the Taxation Laws (Amendment) Ordinance, 2019 to make certain amendments in the Income Tax Act, 1961 to allow any domestic company an option to pay income tax at the rate of 22% subject to condition that they will not avail any exemption or incentive. The effective tax rate for these companies shall be 25.17% inclusive of surcharge and cess. Also, such companies shall not be required to pay minimum alternate tax. In addition, to stabilise the flow of funds in the capital market, the provision of not applying additional surcharge as per the Finance Act, 2019 on capital gains arising out of sale of equity shares in a company or unit of equity oriented fund or business trust liable for securities transaction tax, in hands of an individual, hindu undivided family, association of persons, body of individuals and artificial juridical person has been passed. The enhanced surcharge shall also not apply to capital gains on sale of any security including derivatives, in hands of foreign portfolio investors. Further, to provide relief to listed companies which have announced a share buy-back before July 5, 2019, pursuant to these amendments no tax on buy-back of shares shall be charged.

Saving scenario in India

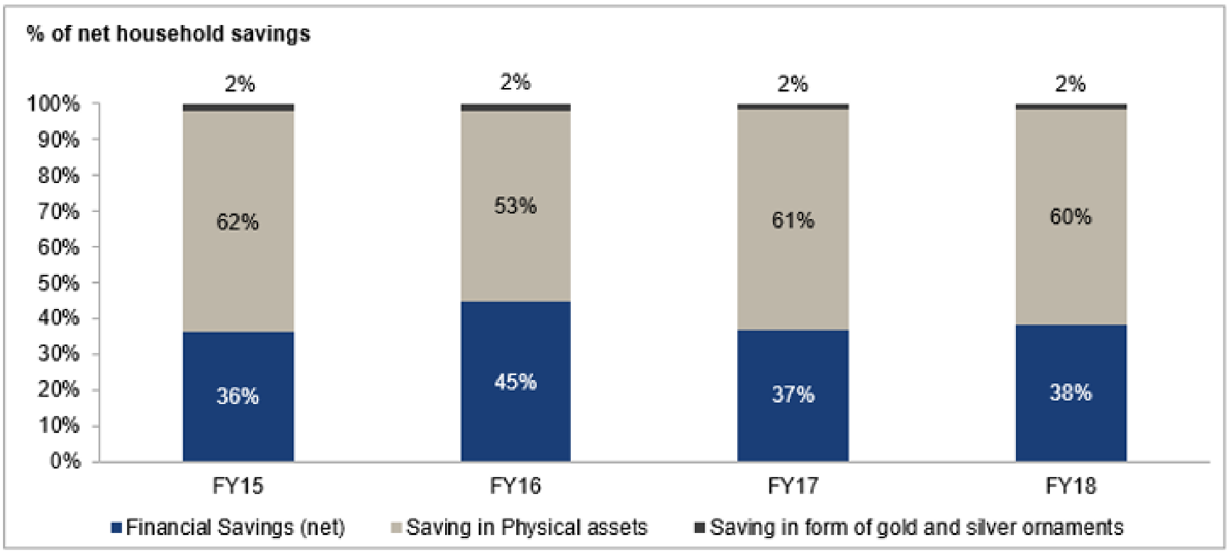
Substantial growth foreseen in household financial saving. In the past decade, the proportion of gross domestic savings ("**GDS**") in GDP, in the Indian economy has trended down. India's GDS peaked at 36.8% of GDP in financial year 2008 before dropping to 32.0% in financial year 2009. That was largely on account of a slowdown in public savings, as the Government resorted to fiscal stimulus to address the effects from global financial crisis. For the financial year 2018, it had further dropped to 30.5%. India has historically been, and is expected to continue to be, a high savings economy. However, household savings as a percentage of GDP has remained subdued since financial year 2012 with its share in total savings falling significantly from 20% in financial year 2014 to 17% in financial year 2018. This can be attributed to high consumption by household, low job creation and increase in financial liabilities of people to meet short term consumption. However, the proportion of financial savings in household savings has increased during the corresponding period. As of financial year 2018, the quantum of net household financial savings was ₹11.3 trillion. With the rising income and better control over inflation, the household savings rate (household savings as a percentage of GDP) is expected to have risen in financial year 2019.

Further, on absolute terms, household savings have grown for the periods indicated in the following graph:



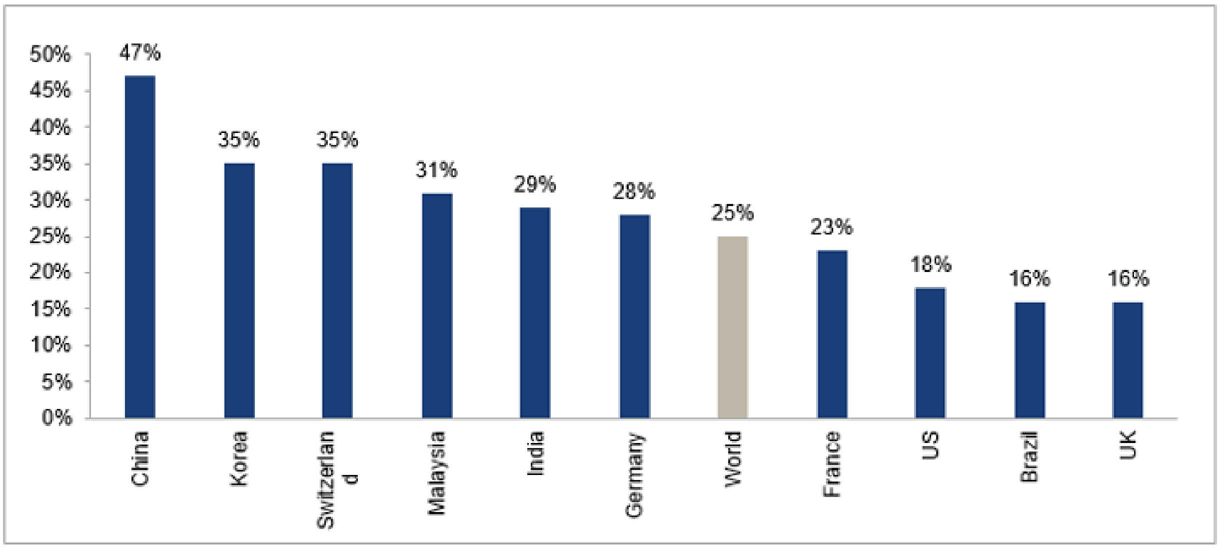
According to CRISIL, with stable inflation, rising disposable incomes and growth in the GDP, gross domestic savings and household savings are expected to rise. With higher focus on the financial savings and saving instruments, the proportion of financial savings in household savings as well as the net household financial savings are expected to rise during the next five years.

The following graph reflects the declining share of savings in physical assets:



Control over inflation has been a key positive improvement for India. Over the past three years, consumer price index ("**CPI**") inflation has continued to drop, to reach 3.4% in financial year 2019 from 3.6% in financial year 2018. In July 2019, the CPI inflation slowed down to 3.2% which was below the RBIs medium term target of 4%. Over the long term too, the RBI is committed to keep inflation low and range bound which gives an impetus to overall savings. According to CRISIL, CPI inflation to expected to average 3.8% in financial year 2020, up from 3.4% in financial year 2019 as food prices are continuously rising.

The following graph sets forth the GDS rate in India compared with other countries (2018):



Note: Gross domestic savings are calculated as GDP less final consumption expenditure (total consumption); Data for China, United States and World include data for 2017

Capital markets and mutual funds to remain an attractive element of financial saving

According to CRISIL, benign inflation would diminish the attractiveness of gold and real estate, considered the most favoured investment avenues for households. This, coupled with an increase in financial literacy and higher returns is likely to push up the share of financial savings within household savings. The Government's measures to curb black money will also help increase the share of financial savings. This is likely to increase the assets managed by mutual funds and will in turn benefit the related business holders. Those players with wide distribution network and strong technological platform will stand to gain.

The share of mutual funds in the outstanding positions of household financial assets is continuously increasing thus indicating the increasing preference of Indian households to park their savings in this class. It was 9.7% in the last quarter of financial year 2016 and has increased to 13.1% as at the end of second quarter of financial year 2018.

The following table sets forth the share of mutual funds in outstanding position of total gross financial household assets:

(₹ in trillion)	Financial Year 2016				Financial Year 2017				Financial Year 2018	
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2
Total Gross Financial Assets of households	119.1	120.9	125.0	127.7	134.5	141.5	137.3	147.0	150.0	155.3
of which – mutual funds	11.7	11.9	12.7	12.3	13.8	15.8	16.5	17.5	19.0	20.4

Mutual Funds as a % of total financial household assets	9.9%	9.8%	10.2%	9.7%	10.3%	11.2%	12.0%	11.9%	12.6%	13.1%

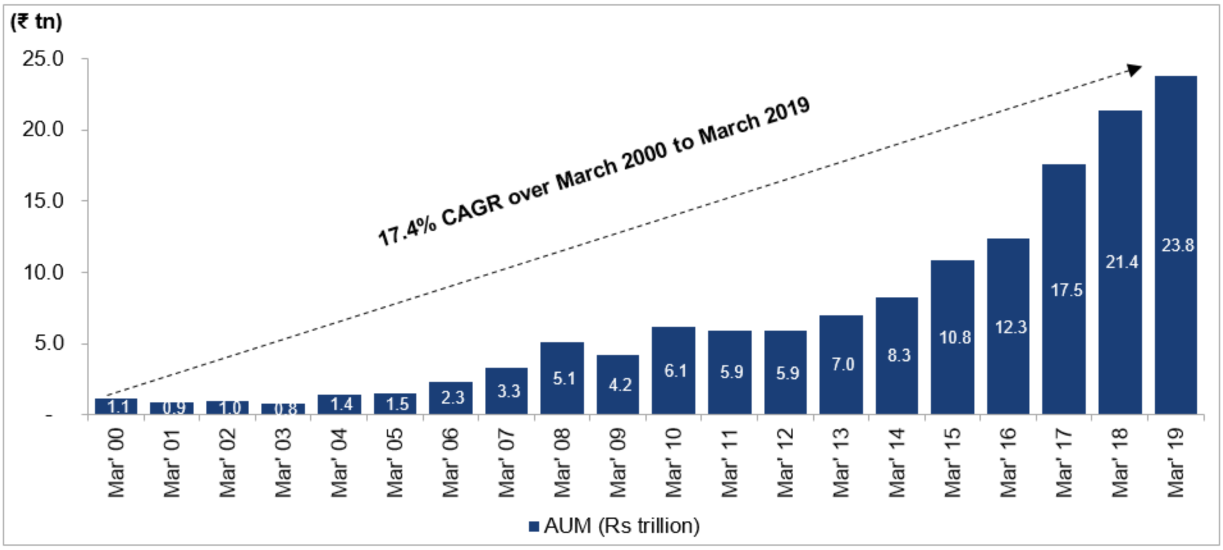
Note: Mutual fund AUM is total AUM for the industry, which includes corporate AUM.

Mutual Fund Industry

Assets of the mutual fund industry grew at a CAGR of 17.4% for the past 19 years

The assets of the Indian mutual fund industry have grown consistently since financial year 2000. The AUM has risen at a CAGR of 17.4%, from ₹1.1 trillion as on March 31, 2000 to ₹23.8 trillion as on March 31, 2019. The industry's growth came against the backdrop of an expanding domestic economy, robust inflows and increased participation, especially by individual investors. The mutual fund industry had 41 asset management companies ("AMCs") (excluding Infrastructure Debt Funds) as of March 2019, up from 32 in March 2000, after a brief drop to 28 in 2004.

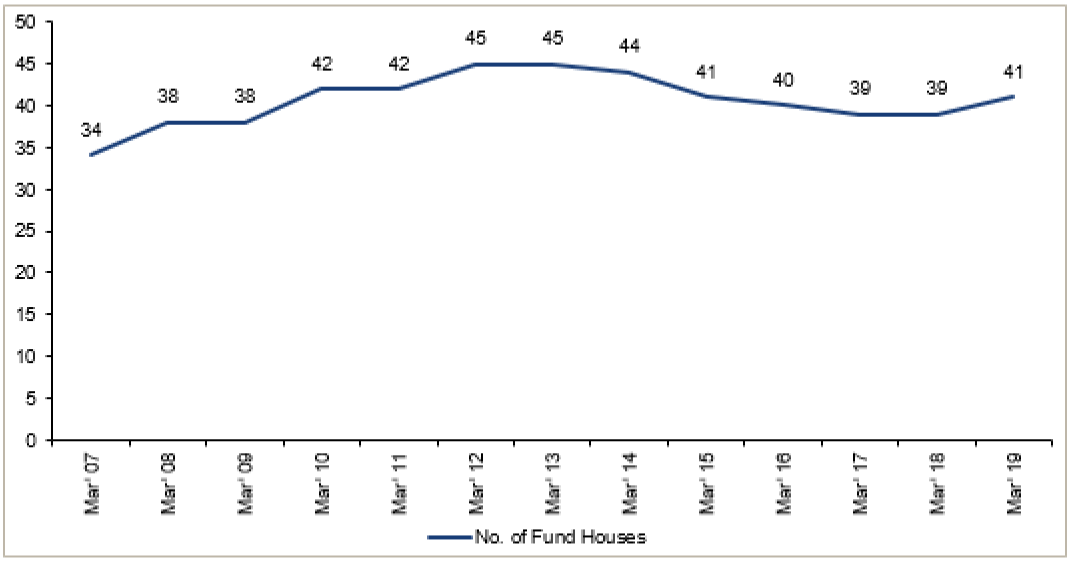
The following graph sets out the growth in AUM for the periods indicated:



Note: AUM as end of each fiscal year

The AAUM of the Indian mutual funds industry has grown at a CAGR of 16.2% from ₹6,140 billion as of March 2010 to ₹23,796 billion as of March 2019 and was ₹27,047 billion as of November 2019. The ten-year CAGR growth for mutual fund AUMs from financial year 2009 to financial year 2019 was approximately 19%. The ten-year CAGR growth for monthly AAUM of mutual fund assets between March 2009 and March 2019 was approximately 17.5%.

The following graph sets out the increase in number of fund houses over the periods indicated:



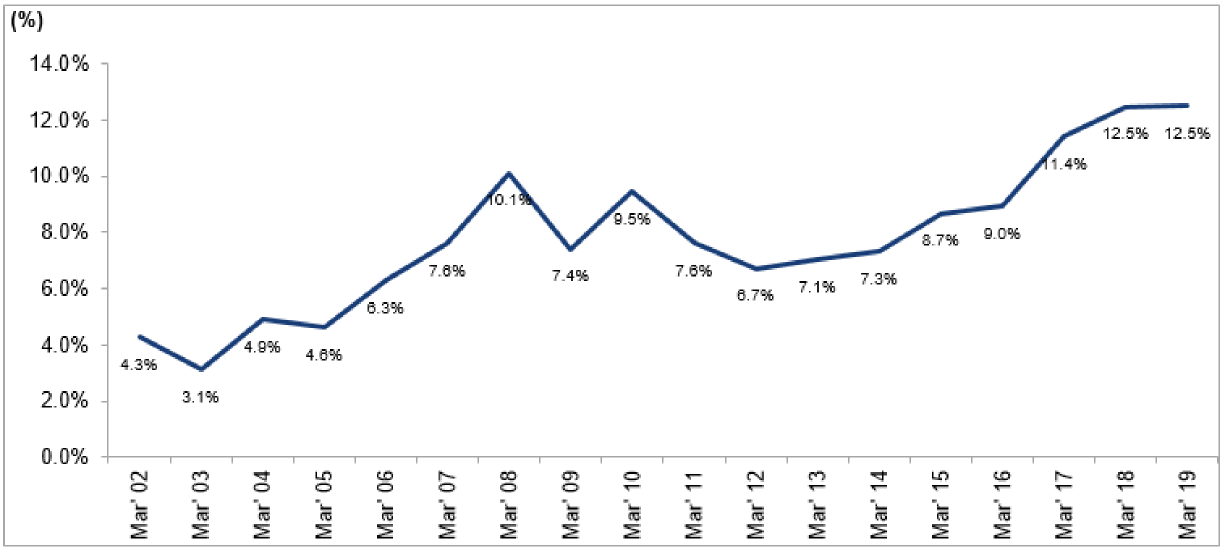
Note: Number of fund houses are excluding Infrastructure Debt Funds (IDF)

Growth drivers of the mutual fund industry

Mutual fund assets in India have seen robust growth, especially in recent years. It has also witnessed deeper penetration since the turn of the millennium, against the backdrop of a growing investor base, healthy capital market growth, ease of transactions by advancement of technology, and the regulator's efforts to make mutual fund products more transparent and investor-friendly.

Mutual fund AUM as a percentage of GDP rose from 4.3% in financial year 2002 to 12.5% in financial year 2019. However, the industry still has tremendous potential for growth, considering a large untapped market with favourable demographics of a young population.

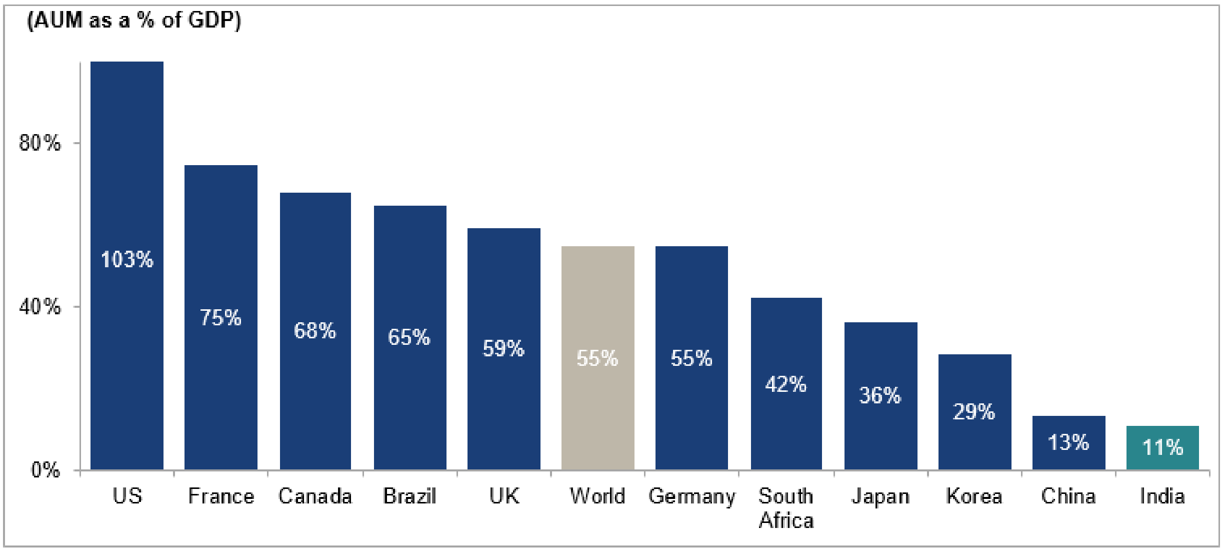
The following graph sets forth mutual fund AUM represented as a percentage of GDP (GDP in INR terms has been considered for the graph below):



Note: Based on end of fiscal AUM and GDP at current prices;

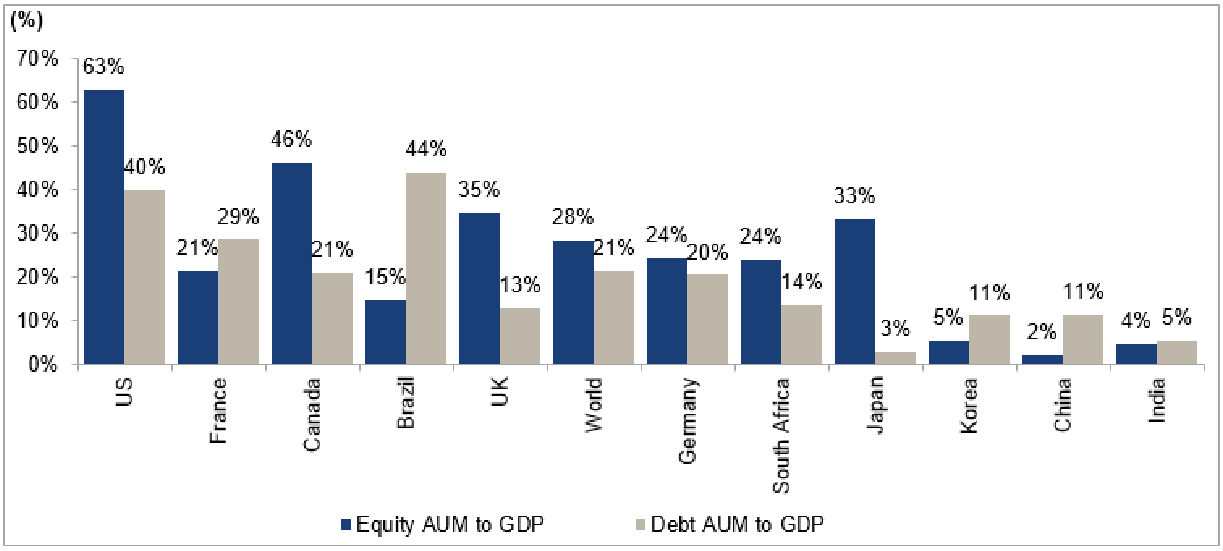
Penetration of mutual funds. India's mutual fund penetration (AUM to GDP) is significantly lower than the world average of 55% and also lower than many developed economies such as U.S. (103%), France (75%), Canada (68%) and UK (59%), and even emerging economies such as Brazil (65%) and South Africa (42%). Low penetration of mutual funds in India is also evident from the equity mutual fund AUM to GDP ratio of 4% compared with 63% in US, 46% in Canada, 35% in UK, and 15% in Brazil. The relatively low penetration indicates strong growth potential.

The following graph sets out the penetration of mutual funds in India as compared to certain other countries (GDP in USD terms has been considered for the graph below):



Note: AUM data as of December 2018 for all countries; only open-ended funds have been considered. Includes, equity, debt and others

The following graph sets out the equity mutual fund and debt mutual fund AUM to GDP ratio in India compared to certain other countries:



Note: AUM data as of December 2018; only open-ended funds have been considered; balanced/ mixed funds are assumed to be composed of 70% equity and 30% debt; guaranteed/protected and real estate funds have not been considered

Advancements in technology. Enhanced availability of information and ease of usage that technology backed platforms have been providing has aided the mutual fund industry. The rising adoption of technology usage, digitalization and internet usage will further help penetration of mutual funds specifically in the retail category. In addition to this, availability of information and ease of transactions through a common technology platform will further help the mutual funds industry to grow.

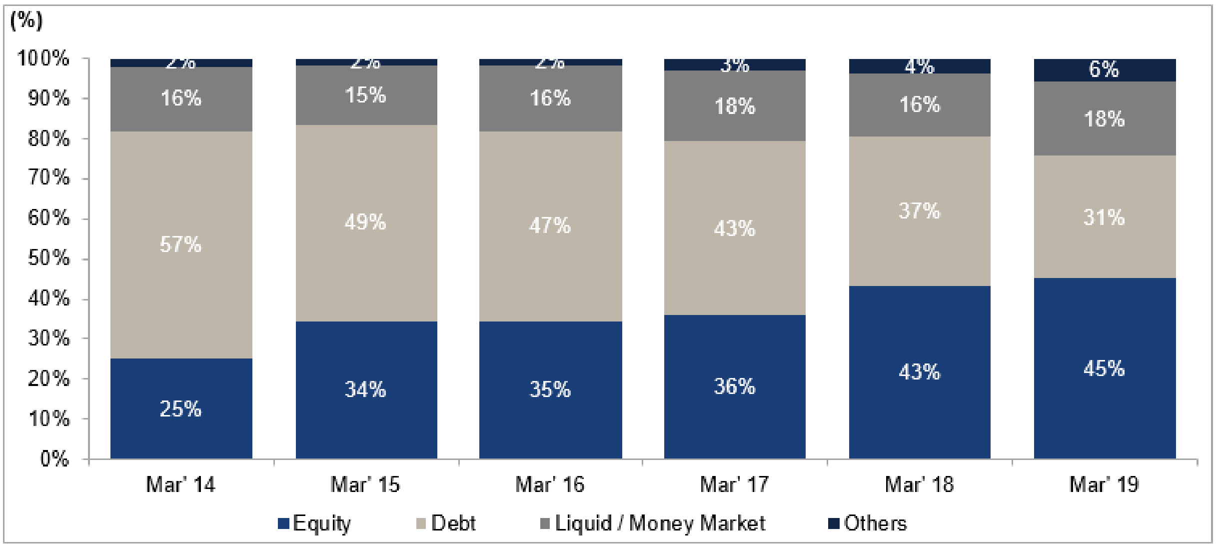
Industry Overview

AUM surge on rising retail participation and equity market growth. The mutual fund industry's AUM grew at a CAGR of approximately 24% from ₹8.3 trillion as of March 2014 to ₹23.8 trillion as of March 2019. The strong growth of the mutual fund industry can largely be attributed to higher financial savings combined with growing investor awareness of such products. Between financial year 2014 and financial year 2019, the industry witnessed a net inflow of ₹9.6 trillion. In the financial years 2017 and 2018 the mutual fund industry attracted approximately 64% of the ₹9.6 trillion net inflow, with equities leading the charge. In particular, the AUM of equity-oriented funds grew at a CAGR of 39%, from ₹2.1 trillion in financial year 2014 to ₹10.7 trillion for the financial year 2019, whereas the debt segment grew at a CAGR of 9% during the same period. The ETF segment also grew, on account of the Employees' Provident Fund Organisation ("EPFO") undertaking to invest a portion (currently 15%) of their corpus in equities. The AUM of liquid/ money-market funds too, grew at 27%, supported by corporate investments and stable returns.

According to CRISIL, structural reforms such as tax incentives to corporates, formalisation of the economy, growing financial inclusion, higher disposable income and investable surplus, increasing financial savings, Government schemes focusing on increasing investor awareness, investor friendly regulations, ease of investing, digitalisation, and perception of mutual funds as long-term wealth creators are likely to encourage investors to include mutual funds in their financial savings basket.

Within the asset management space, the share of debt funds declined from 57% in financial year 2014 to 31% in financial year 2019. Conversely, the share of equity funds rose from 25% in financial year 2014 to 45% in financial year 2019, mainly on account of steady inflows and strong growth of the equity markets and growing retail participation in Indian mutual fund industry. Inflows into liquid/ money market funds also rose between financial years 2014 and 2019, resulting in an increase in their share from 16% to 18%.

The following graph sets out the trend in share of various mutual fund segments for the periods indicated:



Note: Equity funds includes ELSS, Arbitrage funds and balanced funds, debt funds include gilt funds, income funds and infrastructure debt funds, others include gold ETFs, other ETFs and fund of fund investing overseas

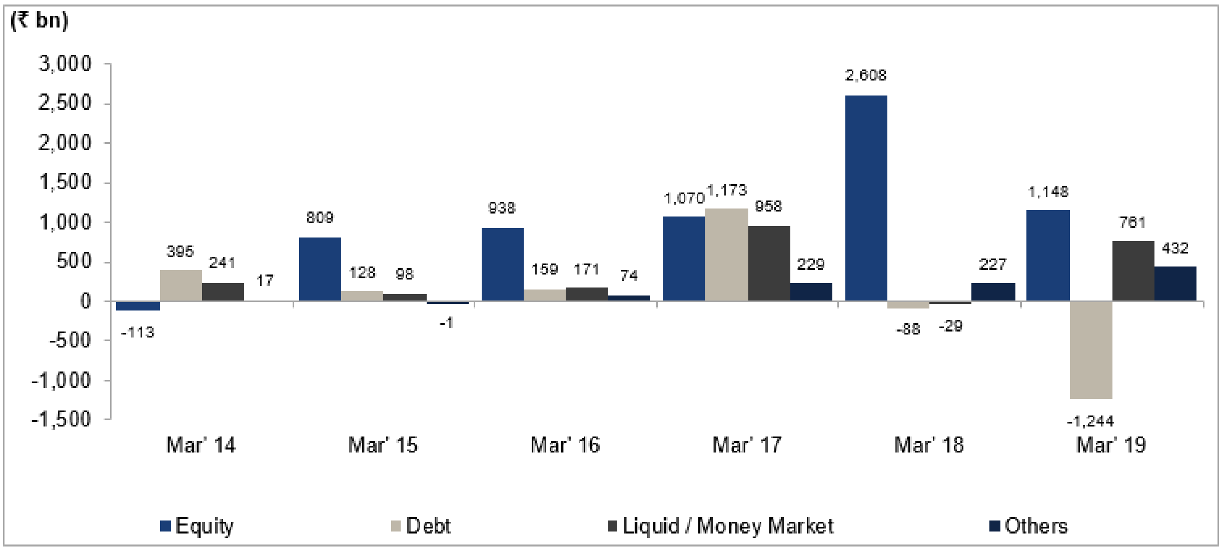
The following table sets out the trend is share of various mutual funds in total AUM (in ₹ billions) for the periods indicated:

Category	Equity	Debt	Liquid / Money Market	Others	Total
March 31, 2014	2,079	4,677	1,333	164	**8,253**
March 31, 2015	3,715	5,316	1,626	171	**10,828**
March 31, 2016	4,255	5,835	1,994	244	**12,328**
March 31,2017	6,283	7,606	3,141	517	**17,547**
March 31, 2018	9,219	7,994	3,355	791	**21,359**
March 31, 2019	10,727	7,297	4,362	1,409	**23,795**
Financial Year 2014-2019 (CAGR)	**39%**	**9%**	**27%**	**54%**	**24%**

Note: Equity funds includes ELSS and balanced funds, debt funds include gilt funds, others include gold ETFs, other ETFs and fund of funds

Equity oriented funds have lead the charge in net inflows

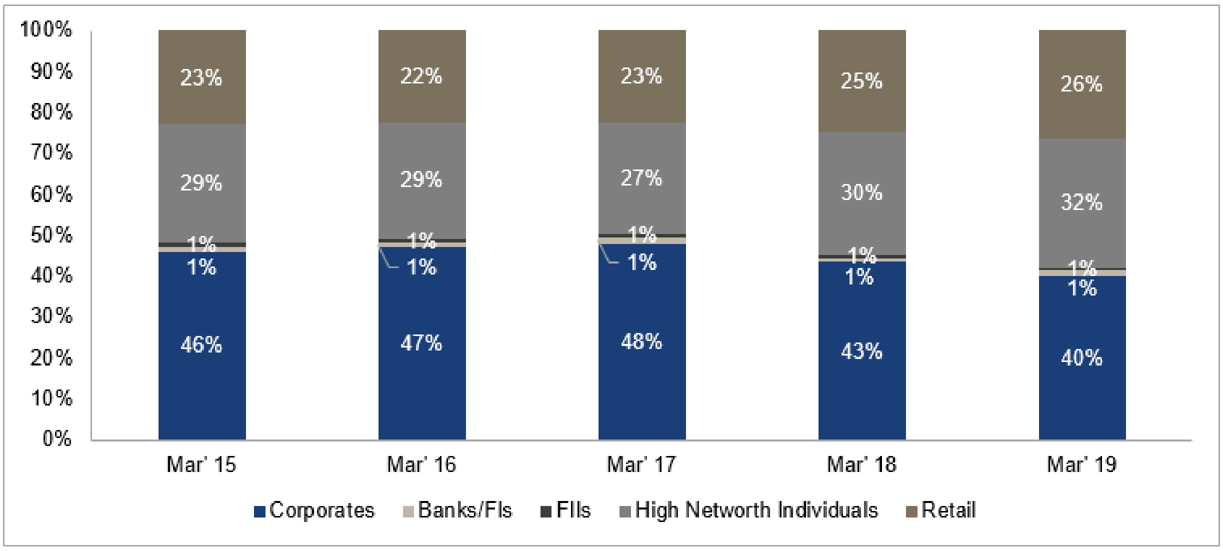
The following graph sets out the net inflow of funds received by equity, debt, liquid/ money market funds and other funds for the periods indicated:



Note: Equity funds includes ELSS, Arbitrage funds and balanced funds, debt funds include gilt funds, income funds and infrastructure debt funds, others include gold ETFs, other ETFs and fund of fund investing overseas

Individual investors' (retail and high networth individuals) AUM outpaces institutional segment

The following graph sets out the share of AUM by investor classification (in %) for the periods indicated:



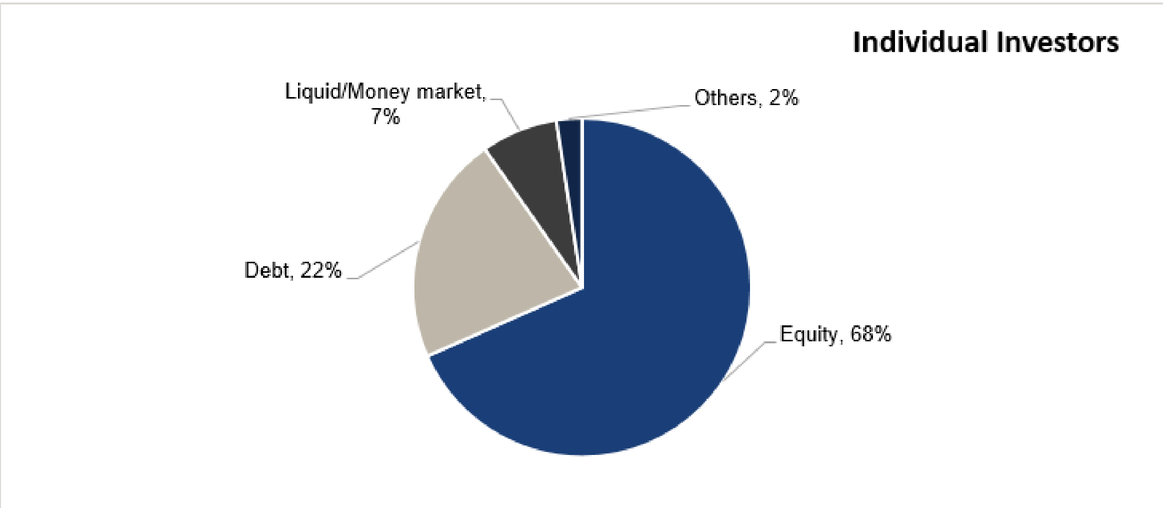
The following table sets out the share of AUM by investor classification (in ₹ billion) for the periods indicated:

Category	March 2015	March 2016	March 2017	March 2018	March 2019	CAGR (financial year 2015 to 2019)
Corporates	4,975	5,788	8,429	9,278	9,546	**18%**
Banks/FIs	125	150	263	227	302	**25%**
FIIs	151	105	127	134	133	**(3%)**
High Networth Individuals	3,097	3,528	4,762	6,427	7,517	**25%**
Retail	2,481	2,758	3,965	5,295	6,299	**26%**

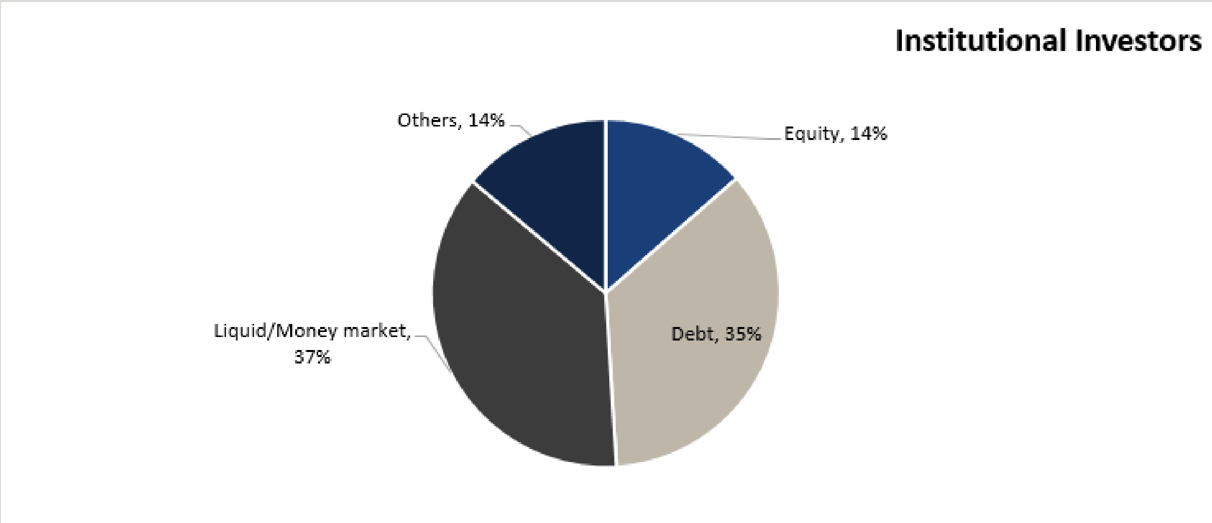
Note: AUM as at the end of financial year

Individual investors (retail and high networth individuals) prefer investing in equity-oriented funds and institutional investors prefer investing in fixed-income (debt and liquid/ money market).

The following graphs set out category wise AUM split of individual investors as of September 2019:



The following graphs set out category wise AUM split of institutional investors, as of September 2019:



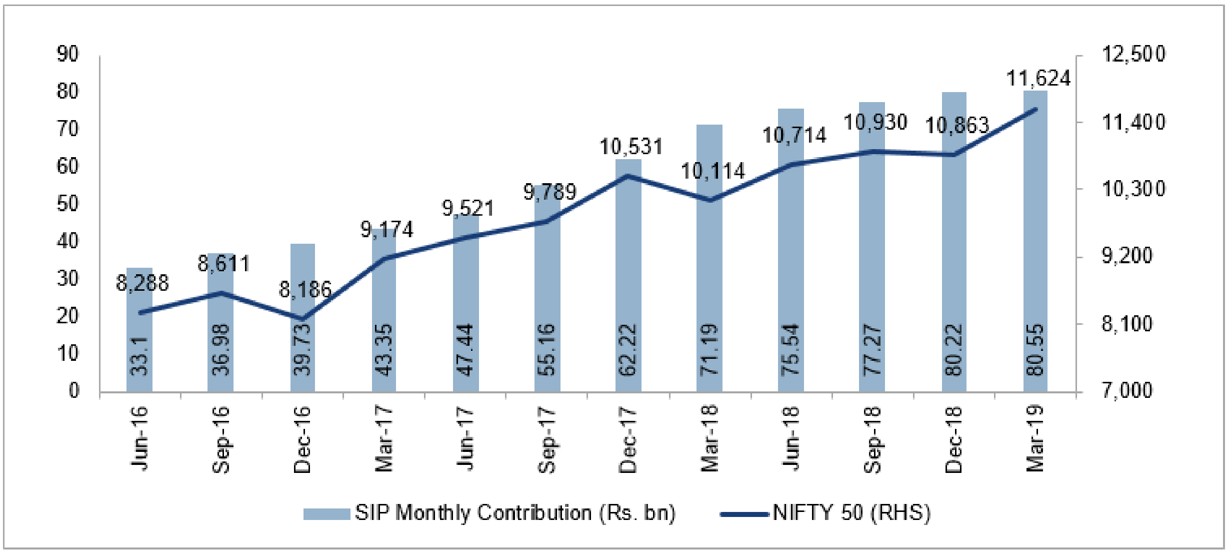
Note: The above two graphs are based on AUMs as on September 30, 2019
Equity includes Growth/ Equity oriented schemes and Hybrid schemes; Debt includes Gift fund and remaining income/ debt oriented schemes; Others include solution oriented schemes, Index funds, gold ETFs and fund of funds – investing overseas

SIP contributions have seen strong growth

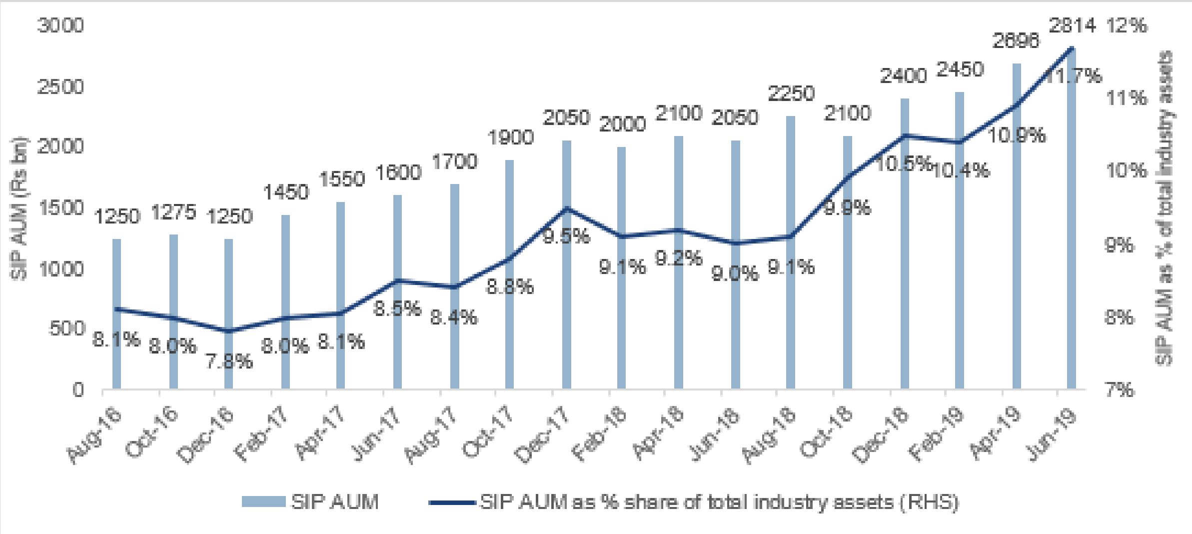
Between April 2016 and March 2019, the monthly amount invested through SIPs has risen from approximately ₹31 billion to ₹80.5 billion or over 150% in absolute terms. The mutual fund industry collected approximately ₹927 billion in financial year 2019 through SIPs which was 38% higher than ₹672 billion collected in financial year 2018. This growth has been account of new retail investors, as reflected in the almost 24% growth in the number of SIP accounts to 26.2 million in financial year 2019 from 21.1 million in financial year 2018 million. This growth in SIP activity and inflows into equity-oriented mutual funds, helped the mutual fund industry reach its highest AUM of approximately ₹27 trillion at the end of May 2019, before settling at approximately ₹24.25 trillion in the first half of calendar year 2019.

According to CRISIL, the SIPs are expected to continue to grow strongly due to the increasing popularity of equity funds and rising participation of retail investors contributing heavily to SIPs. Further, with rising awareness of investors and growing investor education initiatives, benefits of SIPs will become better known and will continue the help the growth that the SIPs have been experiencing.

Despite instances of market turbulence between April 2016 and March 2019, SIPs in equity-oriented mutual funds continued to grow, indicating that it helps investors sidestep the behavioural weakness that emerges during volatile market phases as illustrated in the graph below:



Further, the contribution from SIPs to the mutual fund industry's AUM has constantly risen, from approximately 8% in August 2016 to approximately 12% in June 2019 as illustrated in the graph below (SIP AUM expressed in ₹ billion):

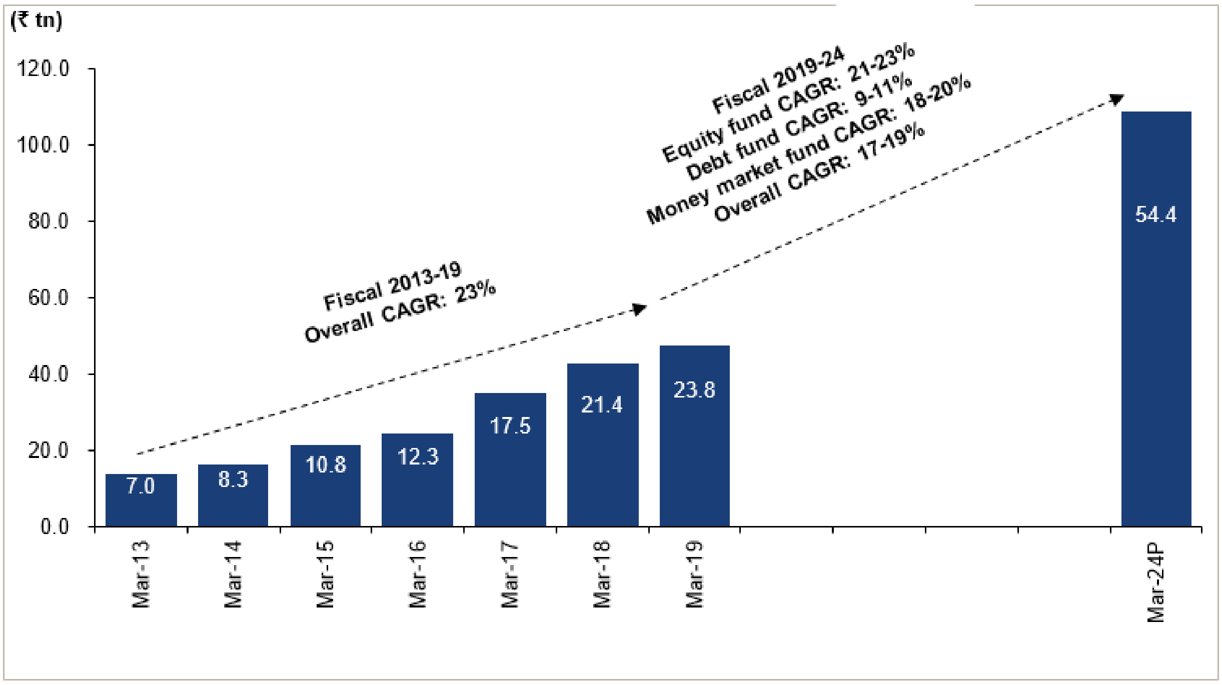


Note: AUM as at the end of the period

Mutual fund industry AUM projected to grow at 17% to 19%

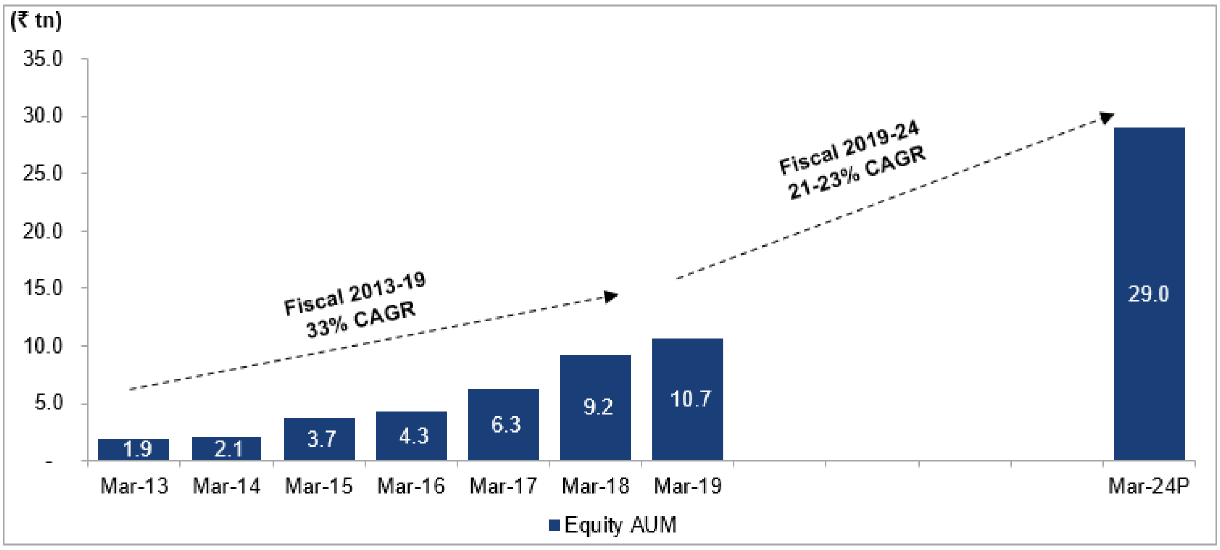
According to CRISIL, the mutual fund industry's AUM is projected to grow from ₹23.8 trillion as of March 31, 2019 to ₹54 trillion by financial year 2024, which represents a CAGR of 17% to 19% on the back of robust inflows, continued growth in household savings, increase in financial assets as a percentage of household savings and improved penetration and increased adoption from smaller cities.

The following graph sets out the projected growth in overall AUM over the next five years:



Note: AUM as at the end of the period

The following graph sets forth the projected growth in equity AUM over the next five years:



Note: AUM as at the end of the period

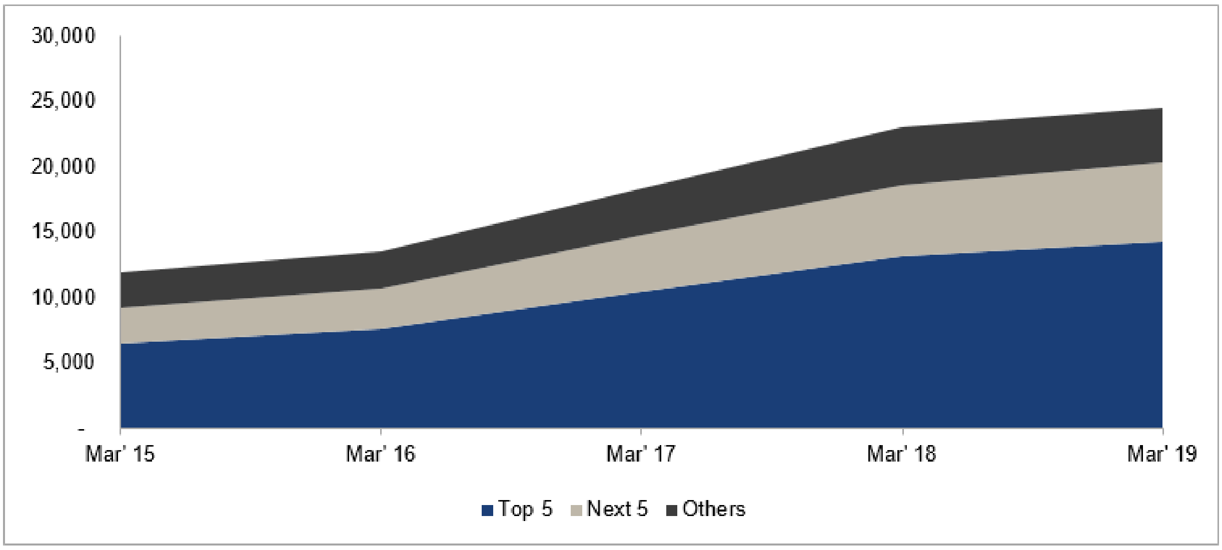
AMC Market Participants

As on March 2019, HDFC Mutual fund is the largest AMC in terms of its AUMs. It is followed by ICICI Prudential Mutual Fund, SBI Mutual Fund, Aditya Birla Sun Life Mutual Fund and Nippon India Mutual Fund which form the top five AMCs. The next five AMCs are UTI Mutual Fund, Kotak Mahindra Mutual Fund, Franklin Templeton Mutual Fund, Axis Mutual Fund and DSP Mutual Fund which complete the top 10 AMCs.

The mutual fund industry comprises of 41 AMCs (excluding Infrastructure Debt Funds) and a majority of the total mutual fund AUM is managed by the top five AMCs which have approximately 60% of the total market share as of March 2019. The market share of top five AMCs has risen in the last few years from 54% in financial year 2015 to 58% in financial year 2019. AUMs of these top five AMCs has grown at a CAGR of approximately 22% from financial year 2015 to financial year 2019 and has reached approximately ₹14.3 trillion. The mutual fund industry average AUMs in the last quarter of financial year 2019 have grown at a CAGR of 19.8% from the corresponding period of financial year 2015.

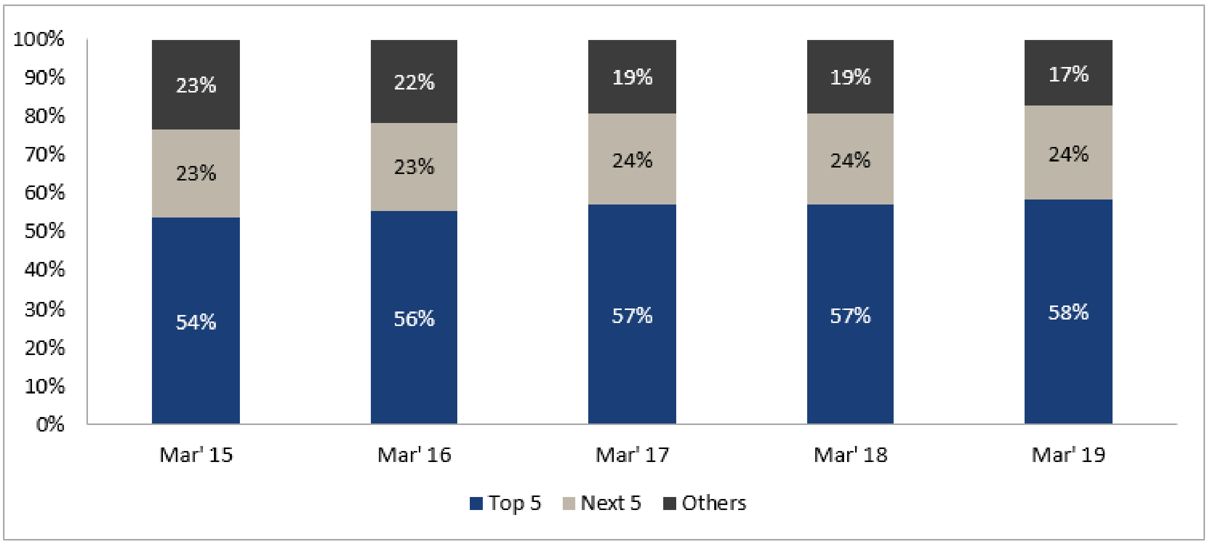
Including the next five AMCs, i.e. the top 10 AMCs combined have more than 4/5th of the AUM market share and thus are the most important players as far as the industry performance is concerned. The growth fundamentals of the top 10 AMCs follow a similar trajectory to the top five AMCs described above.

The following graph sets forth the mutual fund industry AUM share of the AMCs (in ₹ billion) for the periods indicated:



Note: Based on Average AUM for the last quarter for each financial year

The following graph sets forth the market share of the AMCs in the mutual fund industry for the periods indicated:



Note: Based on Average AUM for the last quarter for each financial year

The following table sets forth the individual market share of the top 10 AMCs for the periods indicated:

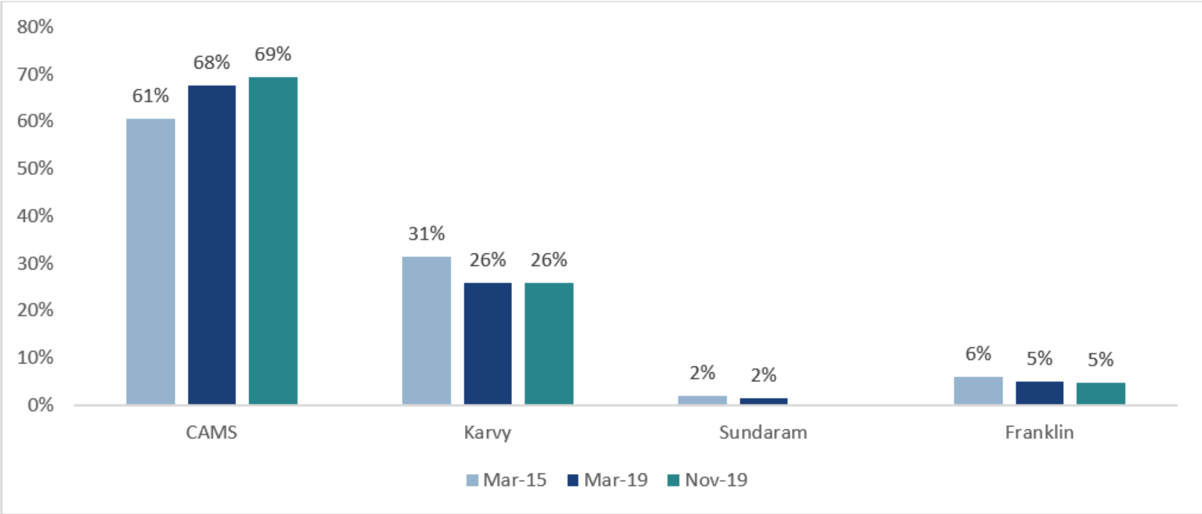
Fund houses	**Total AAUM (March 2015) (₹ billion)**	**Total AAUM market share (March 2015) (%)**	**Total AAUM (March 2019) (₹ billion)**	**Total AAUM market share (March 2019) (%)**
HDFC Mutual Fund	1,620	13.6%	3,425	14.0%
ICICI Prudential Mutual Fund	1,486	12.4%	3,213	13.1%
SBI Mutual Fund	755	6.3%	2,841	11.6%
Aditya Birla Sun Life Mutual Fund	1,200	10.0%	2,467	10.1%
Nippon India Mutual Fund	1,382	11.6%	2,343	9.6%
Total (Top 5)	**6,443**	**53.9%**	**14,289**	**58.4%**
UTI Mutual Fund	928	7.8%	1,597	6.5%
Kotak Mahindra Mutual Fund	417	3.5%	1,503	6.1%
Franklin Templeton Mutual Fund	715	6.0%	1,199	4.9%
Axis Mutual Fund	267	2.2%	898	3.7%
DSP Mutual Fund	391	3.3%	784	3.2%
Total (Top 10)	**9,161**	**76.7%**	**20,270**	**82.8%**
Total	**11,948**	**100.0%**	**24,525**	**100.0%**

Note: AAUM means average assets under management
Based on AAUM for last quarter of each financial year

Mutual Fund Registrar and Transfer Agent

Computer Age Management Services Limited ("CAMS"), KFin Technologies Private Limited (erstwhile Karvy Fintech Private Limited) ("Karvy"), Sundaram BNP Paribas Fund Services (acquired by Karvy in October 2019) and Franklin Templeton Asset Management (India) Private Limited are the mutual fund registrar and transfer agents ("MF RTA") operating in India. Among the top five AMCs, HDFC Mutual Fund, ICICI Prudential Mutual Fund, SBI Mutual Fund and Aditya Birla Sun Life Mutual Fund are serviced by CAMS and Nippon India Mutual Fund is serviced by Karvy.

The following graph sets forth the market share of various MF RTAs in terms of mutual fund AAUM managed for the periods indicated:



Note: Also, infra debt funds (IIFCL and IL&FS Asset Management) are excluded from average AUM. Sundaram BNP Paribas Fund Services Limited has been acquired by KFin Technologies post October 2019. Average AUM for the March and November month of the fiscal considered

High entry barriers

As of September 2019, the 41 AMCs (excluding Infrastructure Debt Funds) are serviced by the following MF RTA: CAMS, Karvy, Sundaram BNP Paribas Fund Services and Franklin Templeton Asset Management (India) Private Limited. In October 2019, Sundaram BNP Paribas Fund Services had announced the sale of its RTA business to Karvy. Franklin Templeton Asset Management (India) Private Limited as an RTA services only mutual funds sponsored by their own group company. Therefore, CAMS and Karvy hold a dominant market share.

As of March 2019, CAMS was the market leader and serviced ₹16.6 trillion AAUM which constituted approximately 68% of total mutual fund industry AUM. As of November 2019, CAMS serviced ₹18.7 trillion of average AUM which constituted approximately 69% of the total mutual fund industry AUM. CAMS also services four of the five largest AMCs as well as nine of the 15 largest AMCs as of November 2019. The reasons for the concentration in market share amongst CAMS and Karvy is attributed to the following reasons:

(a) *High technology intensity, compliance requirements and need to keep investing in light of changing regulations:* The MF RTA business is technology intensive requiring continuous upgradation of systems and processes in line with the increase in business volume as well as changing regulations. In addition, the business entails significant focus on data security, quality management and compliance, given the sensitivity of managing mutual fund investor data. Innovative product offerings by MF RTAs directed at investors and distributors, leveraging the scale, ensures direct connect with end customers and strengthens their stickiness to their clients.

(b) *Requirement of extensive branch network*: With mutual fund investors from across the country, MF RTAs have to keep expanding their branch network to properly service these investors. With investors in lower tier cities being less tech savvy and lacking financial expertise, the physical footprint of such MF RTAs becomes even more important, as the share of mutual investors from these cities have been increasing over the years. CAMS, the market leader, had 270 service offices and Karvy had 221 service offices as per disclosures on their respective websites as of September 2019.

(c) *High operating leverage*: The MF RTA business is volume driven, and investments in expanding the service network as well as technology is justified only if business volume is adequate. While an individual AMC's initiatives like online products may meet a part of the investor needs, MF RTA's applications address most of the investor and distributor needs.

(d) *Knowledge base acquired through years of experience*: Both CAMS and Karvy have accumulated significant domain knowledge on investors in mutual fund industry and the industry itself through years of experience in servicing such investors (31 years for CAMS and 36 years for Karvy). Accordingly, they have developed relationships with AMCs and offer them insights into investor behaviour on an ongoing basis.

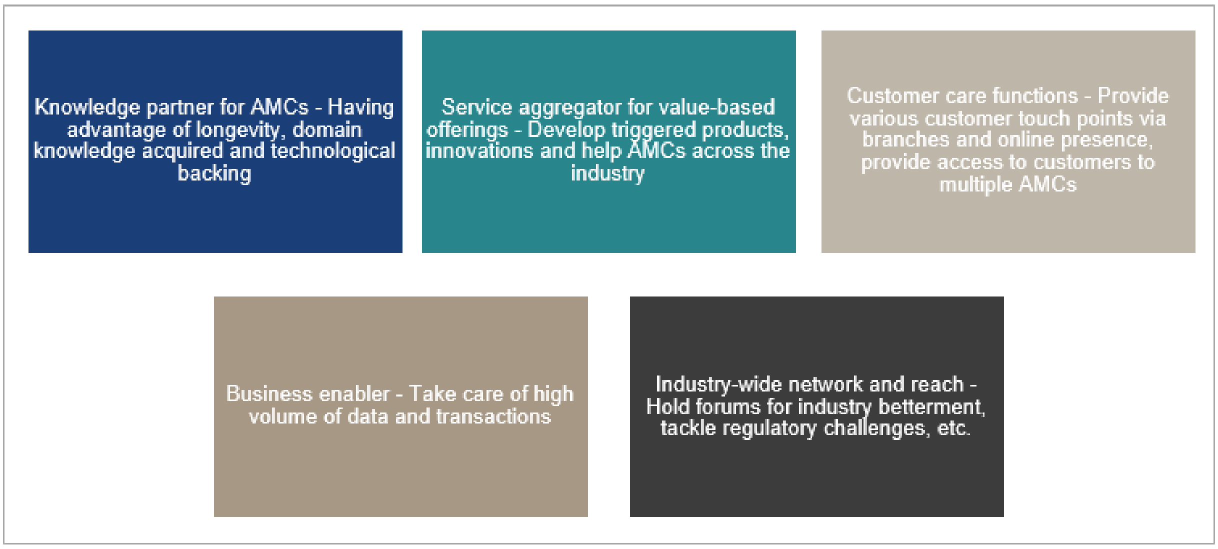
Deep integration with mutual fund ecosystem makes the MF RTA relationships sticky

From a mutual fund's perspective, MF RTAs with their branches spread across the country provide good access, assist in increasing sales and help save costs. MF RTAs also generally have long term relationships with their clients and have a strong delivery track record which creates limited incentive for the AMCs to migrate to another player. Thus reasons such as consolidation and having captive firms as MF RTAs are the only major instances which result in switching the MF RTAs. The amount of time to be invested in migration, a high risk of business disruption, data loss, as well as customer and regulatory issues make it a bigger task to switch MF RTAs. As a result the newer entrants have not gained much traction and it is majorly a two player industry.

Typically, every investor looks to invest in multiple schemes, which may be from different fund houses. Investors can avail of

MF RTA services to make multiple investments, instead of individually investing through numerous fund houses. For example, an investor can invest in all, Aditya Birla Sun Life Mutual Fund, HDFC Mutual Fund and ICICI Prudential Mutual Fund through CAMS. Thus with a single RTA servicing numerous fund houses it provides a hassle free experience to the investors.

The following graph briefly sets forth the wide variety of services offered by MF RTAs:



Being a knowledge partner for AMCs. The mutual fund industry in India has been active for a very long time, and as a result, collected extensive data on investor behaviour, requirements, preferences and other nuances that fund houses face during launches and scheme composition changes etc. All these changes to be replicated into the systems and to maintain this information for actionable insights requires huge infrastructural capability. To add to it, the industry was largely dependent on paper transactions, and has gone digital only recently. Handling these and updating the records is a work requiring high capability of processing expertise.

The MF RTAs present in the industry have been associated with AMCs from the start and have demonstrated the capability to handle the nuances that AMCs have to cater to. MF RTAs apply analytics to accumulated data and help AMCs in the development of innovative products, which makes them a valuable partner to AMCs.

Acting as a service aggregator for driving value-based offerings. In the fast changing and evolving landscape of the mutual fund industry, AMCs have to be highly dynamic in their approach to attract and retain customers. To support these, the MF RTAs have various business continuity mechanisms in place with these players. They also bring cost efficiency to the table due to having similar scope of work across major AMCs. For example, a simple change in alerts and notifications requires considerable technical investment from an AMC's perspective, but for MF RTAs, as they cater to multiple AMCs, this is just a one-time investment, which can be leveraged for all the AMCs.

Operational integration and customer care services provided by MF RTAs. With a plethora of funds in the market and the investor intensity in the new fund offers, MF RTAs have been instrumental in enabling fund houses to come up with timely launches with the backing of infrastructural stability. On-boarding a large number of customers or subscribers to these funds and maintaining their records in addition to adhering to the customer service standards expected in the industry, have been largely possible with the help of MF RTAs. In short, they have been instrumental in providing operational capability and brought about significant operational integration.

In fact, it has become very difficult for AMCs to switch RTAs due to the technological back-end that the existing MF RTA provides and the huge amount of data and information that needs to be transferred. There is a high risk of disruption of operations and customer experience due to the long transition period with shifts across all platforms and solutions. To add to it is the high levels of risk management mechanisms that need to be put in place after migration as well as maintaining business continuity. These points not only make it difficult for AMCs to switch MF RTAs but also highlight the highly domain-centric capabilities that these MF RTAs have acquired and developed to cater to specific clients.

In addition to regular services, MF RTAs have evolved their service offerings and set up online catering mechanisms for retail and corporate investors as add-ons. Having better understanding of investor queries and dedicated platforms for the relevant audience on multiple fronts has not only made their role vital but also highlighted their importance in helping AMCs in query handling and resolution.

Revenue model of MF RTA

The revenue model of MF RTAs typically revolves around the AUMs handled, mix of AUM handled across categories (equity, debt, liquid, hybrid and others), volume of paper-based transactions handled and fees on value-added services offered. However, for AMCs with low AUM, a minimum threshold fee is charged by MF RTAs.

Major part of the revenue earned by MF RTAs (estimated to be over 80%) is by means of fees charged on the AUMs managed by the AMCs for which the MF RTAs provide service. These fees are generally tiered in nature and tend to decrease as a proportion of total AUMs of the fund house once the AUMs surpass the tiers for which the fees are agreed on. The other major portion of revenue, is the charge for handling of paper-based transactions of AMCs, for which considerable effort is needed to enter the details into the system for effective record keeping and reporting. Although the proportion of these transactions may be going down with increasing usage of the online medium, they still form a good portion of MF RTAs' revenue due to the higher dependence of institutional investors on paper-based systems. These transactions require higher amount of processing, which in turn leads to higher costs for MF RTAs.

MF RTAs charge the highest fee for equity AUMs

The following table sets forth the trend in approximate fees charged by MF RTA as a percentage of AUM:

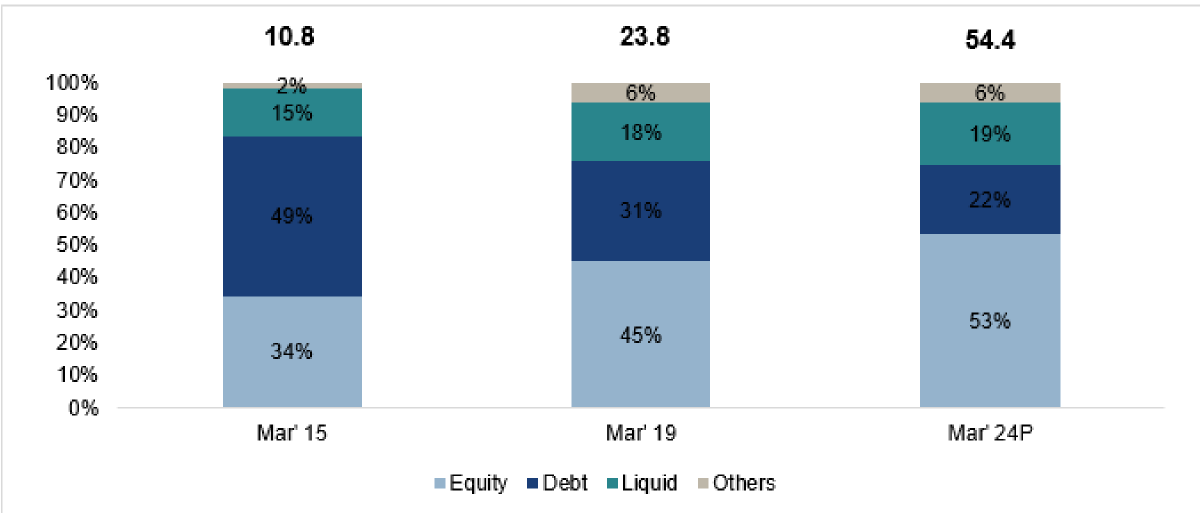
	March 2015	March 2017	March 2019
Equity funds	0.075%	0.067%	0.062%
Hybrid	0.078%	0.061%	0.060%
Debt	0.024%	0.022%	0.022%
Liquid	0.033%	0.020%	0.020%
Others	0.043%	0.024%	0.016%

As can be observed from the table above, MF RTAs earn the highest fee from equity funds and the least fee from passively managed ETFs and index funds. With the increase in AUM managed, the fees charged as proportion of AUM has been falling, but the extent of decline in pricing despite the strong growth in AUM (i.e. approximately a 30% CAGR) indicates the reasonably strong bargaining power enjoyed by MF RTAs. However, in financial year 2020, MF RTAs witnessed some pricing pressure, as the SEBI reduced the total expense mutual funds were allowed to charge. According to CRISIL, the industry is expected to witness a 4% to 5% decline in average pricing in financial year 2020 as a result of the change in regulation around total expense ratio.

The overall fee percentage for the RTAs are approximately 0.035% to 0.04% of the total AUMs as of March 2019. These are lower than the fee charged as of March 2015, which were approximately 0.045% to 0.05% as on March 2015. According to CRISIL, a moderate reduction in fees charged by RTAs as a proportion of AUM as the size of industry AUM increases is expected. However, RTAs will benefit from an expected increase in the share of equity and hybrid funds in industry AUM.

The market share of debt funds declined from 49% in financial year 2015 to 31% in financial year 2019. Conversely, the market 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 financial years 2015 and 2019, resulting in their share expanding from 15% to 18%. According to CRISIL, this is expected to continue with the market share of equity and liquid funds growing by approximately 21% to 23% and 18% to 20% CAGR, respectively till financial year 2024 while debt funds are expected to grow at a CAGR of approximately 9% to 11%. Further, the share of equity funds in total MF AUM is expected to cross the 50% mark by financial year 2024, while that of debt funds is likely to fall down to 22%.

The following graph sets out the trend in share of mutual fund segments till financial year 2024:



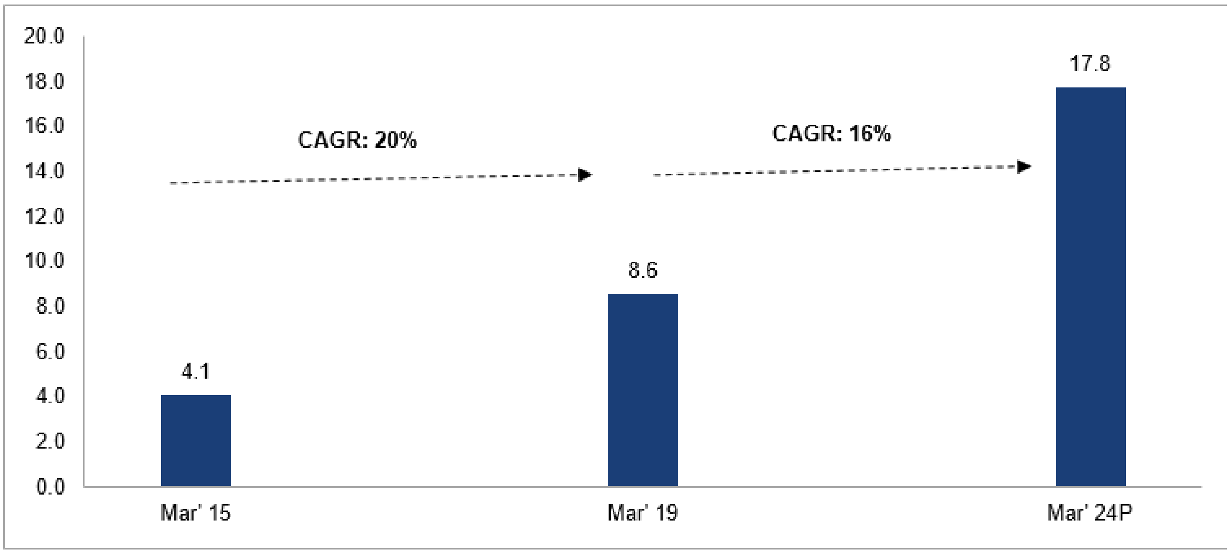
Note: Equity funds includes ELSS and balanced funds, debt funds include gilt funds, others include gold ETFs, other ETFs and fund of fund investing overseas

Total AUM in the box above the bar in ₹ trillion; P: Projected

MF RTA business is expected to grow at approximately 16% CAGR over the next five years

According to CRISIL, the size of the MF RTA business was approximately ₹8.6 billion in financial year 2019. The industry is estimated to have grown at a CAGR of 20% in the last four years. The domain expertise and longevity advantage that existing MF RTAs possess will propel their industry ahead, along with the rise in demand for equity funds and their rising importance in the mutual fund industry. The mutual fund RTA industry overall is expected to grow at a CAGR of approximately 16% up to financial year 2024 and should reach a size of approximately ₹17.8 billion. This is post taking into account the fee decline expected due to revised SEBI regulations on TERs and the growing quantum of AUMs with the AMCs which will have an impact on the revenues of MF RTAs.

The following graph sets forth the projected growth of the MF RTA industry (revenue in ₹ billion):



Note: P: Projected

Further, with retail investor becoming more tech savvy, the role of MF RTAs is expected to become more dynamic and stronger in relation to the mutual fund industry. By adding incremental value to stakeholders, the MF RTA industry is expected to witness continuous evolution in service offerings.

Changes in permitted total expense ratio charged by mutual fund schemes

SEBI has intensified scrutiny on expenses incurred by mutual fund houses and in its board meeting held in September 2018, it announced changes in the total expense ratio ("TER") of mutual funds to be applicable from financial year 2020, and the following limits were brought in:

AUM (in ₹ billion)	TER for equity oriented schemes (%)	TER for other schemes (excluding index funds, ETFs and fund of funds) (%)
0-5	2.25	2
5-7.5	2	1.75
7.5-20	1.75	1.5
20-50	1.6	1.35
50-100	1.5	1.25
100-500	TER reduction of 0.05% for every increase of ₹ 50 billion in AUM or part thereof	TER reduction of 0.05% for every increase of ₹50 billion in AUM or part thereof
>500	1.05	0.8

The common expenses included in calculation of the TER are:

- Fund management expenses which represent the fee payable to the fund managers;
- Fee payable to the registrar, transfer agent, custodian;
- Legal and audit fee;
- Commission payable to mutual fund brokers; and
- Marketing and distribution expenses incurred in promoting the fund.

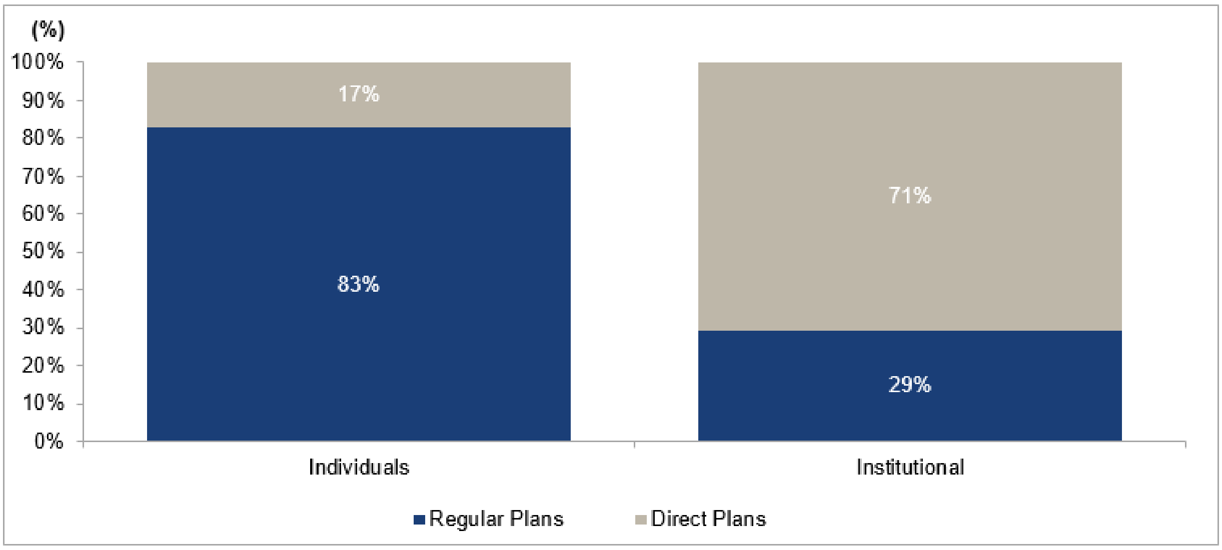
According to CRISIL, after TER regulation changes, a one-time pressure in margins for all the entities involved is envisaged.

Post this, the pressure due to rising AAUMs of AMCs is expected to continue. However, a very significant pressure post TER revision and stabilization is not expected for the MF RTA industry due to the expertise that they bring and the inconvenience involved in switching MF RTAs.

Rising interest in direct plans to not impact the business of MF RTAs

AUM under direct plans grew at a CAGR of 26% between March 2014 and March 2019 from ₹3.1 trillion to ₹10 trillion. The share of direct plans' AUM has risen to 41% of the industry's AUM as of March 2019 from 35% as of March 2014. The integration of user interface through online channels has provided an additional push for growth in direct plans. The direct route has attracted higher preference from institutions. Corporates, banks and financial institutions, and FIIs accounted for 77% of the total direct plan assets as of March 2019, whereas individual investors (retail and high networth individuals) accounted for only 23%. This is because individuals, who account for 78% of regular plan assets, have a higher preference for handholding from distributors.

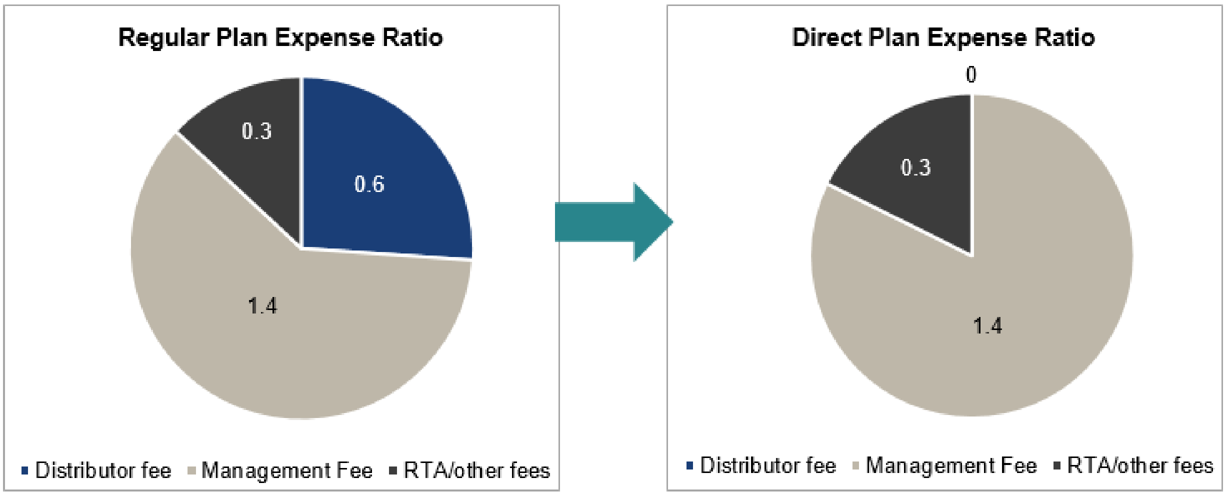
The following graph sets forth the distribution of regular and direct plans by individuals and institutional investors (March 2019):



Note: Based on monthly average AUM; individuals include retail and HNIs, institutional includes corporates, banks, and others

Direct plans help mutual fund houses to stay in touch with their investors and offer them customised products. The primary difference between the variation in fees of regular and direct plans is the savings on distributor fees due to which the overall TER for direct plan declines. There is no impact on management fees and MF RTAs as these are charged based on AUM, irrespective of which plan is opted for by investors

The following graphs set forth the break-up of TER for both regular and direct plans (in %):



Enhanced monitoring of qualified RTAs a positive for the industry

SEBI through a circular dated August 10, 2018 reviewed the regulations pertaining to RTAs. They classified certain RTAs as QRTAs, if such RTAs were servicing more than two crore folios. QRTAs are required to comply with enhanced monitoring requirements since they hold sensitive financial data of a large number of investors. These measures have been prescribed to take care of concerns arising out of protection of sensitive data, data availability and transparency in the functioning of QRTAs. Certain compliance requirements are already prescribed for QRTAs with respect to data security and systems audits.

Enhanced digitization has had a positive impact on the business of MF RTAs

The mutual fund industry has brought in a slew of web and smartphone - based innovations to help easy on-boarding of customers. All major mutual fund houses have their respective mobile applications that provide information about schemes and allow faster and easier transactions without physically visiting the branch. Some of the mobile applications by AMCs include 'Ipru' by ICICI Prudential Mutual Fund, 'FinGo' by Aditya Birla Sun Life Mutual Fund, 'UTI Buddy' by UTI Asset Management and 'EasyApp' from Axis Mutual Fund.

MF RTAs have been offering aggregated services and applications that help the investors better access their investments across mutual fund houses. By making use of applications of the MF RTAs, investors can access all their investments on-the-go from only one application. Having a technology platform and real - time connectivity of service centres to the central data centre ensures high service standards, irrespective of investor location and mode. With digitisation, there is no difference in service turnarounds for transactions submitted via paper from a remote location which, in turn, increases investor trust and confidence, both vital for growth. Manual processes are expensive, time consuming and increase the risk of operational errors, which digitisation of the industry has helped to improve. Greater automation is the key to providing clients with the most cost-effective, accurate and low risk solutions. Automation also will lead to a lower headcount, lowering turnover rates, reducing training and re-training expenses and ensuring a greater focus on technological solutions that can be replicated by the MF RTAs across clients in a scalable and cost-effective manner.

Key Challenges faced by MF RTAs

Changes in regulatory environment. Regulatory challenges such as limit on TER ultimately limits the growth of MF RTAs. Such regulatory changes require significant development of back-end infrastructure and these changes are very dynamic to ensure business continuity. Operating in such a highly dynamic environment is highly challenging and which the MF RTAs have to be aligned with.

Requirement for risk management and data security mechanisms. Data leaks and information theft are massive dangers in today's world. With the continuous rise and advent of newer technologies, the need for safeguarding of information and confidential data is also a high priority amongst organisations. The MF RTA business is driven by the high quantum of confidential investor data handling and technological intervention, hence, the controls and processes around data and risk need to be very strong and costs have to be incurred to keep strengthening these safeguards. Even small leakages or imperfections in the system may have huge ramifications, not only on the entity but on the industry as a whole. Thus, maintaining security standards is absolutely crucial for MF RTAs.

Efficient infrastructure and high investment requirements. Handling large amounts of data requires high infrastructural capabilities and higher expenses to deal with them. Dynamism in the industry and frequent changes in systems are required to provide high service standards to stakeholders. To keep pace with market demand, continuous investments and technology upgradation are required.

Comparison of key players in the MF RTA business

The following table analyses the operational performance and key financial indicators of CAMS, Karvy and Sundaram BNP Paribas Fund Services (which together account for approximately 95% of the MF RTA industry) for the financial year 2019:

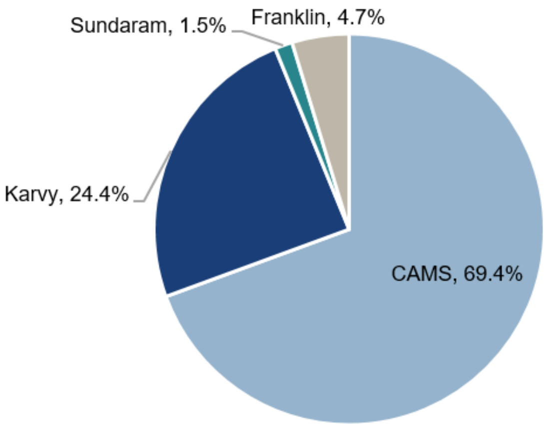
Particulars	***CAMS***	***Sundaram BNP Paribas***	***Karvy (November 2018 – March 2019)***	***Karvy Computer Share (April 2018 – November 2018)***
Revenue from operations (in ₹ million)	6,936	343	1,624	2,788
CAGR growth in revenue from operations (financial year 2016-2019)	20.4%	8.7%	NA	
PAT margin	19.0%	(24.6%)	5.7%	16.9%
EBITDA margin	33.2%	(12.2%)	38.8%	28.2%
RoE	29.5%	(34.8%)	4.8%	27.0%
Monthly AAUM (in ₹ billion) managed by fund houses serviced (March 2019)	16,615.39	375.55	6,369.64	
AUM CAGR % (Financial Year 2015-2019)	22.8%	10.4%	13.8%	
No of clients (Top 10)	6	Nil	3	
No of clients (Top 5)	4	Nil	1	

Particulars	*CAMS*	*Sundaram BNP Paribas*	*Karvy (November 2018 – March 2019)*	*Karvy Computer Share (April 2018 – November 2018)*
No of branches	270	141	221	
AUM/branch	6,154	266	2,882	

Note: Data for Karvy Computer Share and Karvy shown separately as the RTA business was transferred from Karvy Computer Share to Karvy with effect from November 2018. Data for Karvy is from November 2018 to March 2019 and Karvy Computer Share is from April 2018 to November 2018. Sundaram BNP Paribas Fund Services Limited has been acquired by Karvy Private Limited post October 2019. Audited consolidated financial statements of each entity have been considered.

CAMS has the highest revenue in the industry and also witnessed the highest revenue growth in the past three years with a CAGR of 20.4% in between financial years 2016 and 2019. For the financial year 2019, CAMS revenue from operations has grown by 8.1% and its EBITDA margins and RoE are better than its competitors. Sundaram BNP Paribas faced severe losses in financial year 2019 although growing at a CAGR of 8.7%. On a consolidated basis, the profitability of both Karvy Computer Share and Karvy were healthy in financial year 2019 with EBITDA margins being equal to or more than approximately 28% in their respective periods. CAMS is the most productive MF RTA with its AUM per branch being the highest in industry.

CAMS has the highest market share among MF RTAs. The following graph sets forth the market shares of each MF RTAs as of November 2019:



Note: Based on average AUM of November 2019; Sundaram BNP Paribas Fund Services Limited has been acquired by KFin Technologies post October 2019; however it has been shown here for peer representation

The following table sets forth the AUMs of AMCs serviced by CAMS, Karvy and Sundaram BNP Paribas Fund Services between financial years 2015 and 2019:

AAUM as of March (₹ trillion)	**CAMS**	**Sundaram BNP Paribas**	**Karvy (including Karvy Computer Share)**
March 2019	16.59	0.38	6.37
March 2018	14.73	0.40	6.54
March 2017	11.68	0.35	5.68
March 2016	8.23	0.28	4.24
March 2015	7.30	0.25	3.80
CAGR (financial year 2015-2019)	**22.8%**	**10.4%**	**13.8%**

Note: The data above represents average AUM for respective periods. Also, infra debt funds (IIFCL and IL&FS Asset Management) are excluded from average AUM. Sundaram BNP Paribas Fund Services Limited has been acquired by Karvy post October 2019.

Among MF RTAs, CAMS has the highest AUM serviced, which is approximately 69% of the market share as of November 2019, followed by Karvy and Sundaram BNP Paribas Fund Services. Also, the fastest growing MF RTA for the last five years has been CAMS with a CAGR of approximately 23% in AUM managed whereas, the CAGR growth for Karvy and Sundaram BNP Paribas Fund Services remained at 13.8% and 10.4%, respectively in the past four financial years. CAMS market share has increased from 60.5% in financial year 2015 to 67.6% in financial year 2019 based on average AUM serviced for the month of March for the respective financial years.

As of March 2019, CAMS has a market share of approximately 71% among the top 10 mutual fund houses. During the past five financial years, the share of top 10 AMCs serviced by CAMS has risen consistently, whereas Karvy's share has been declining. The top 10 AMCs had a cumulative share of 82.8% as on March 2019.

The following table sets forth the number of AMCs serviced by CAMS, Karvy and Sundaram BNP Paribas Fund Services for the periods indicated:

No of MF clients	CAMS	Sundaram BNP Paribas	Karvy (including Karvy Computer Share)
March 2019	16	2	22
March 2018	15	2	21
March 2017	15	2	21
March 2016	15	2	22
March 2015	15	2	23

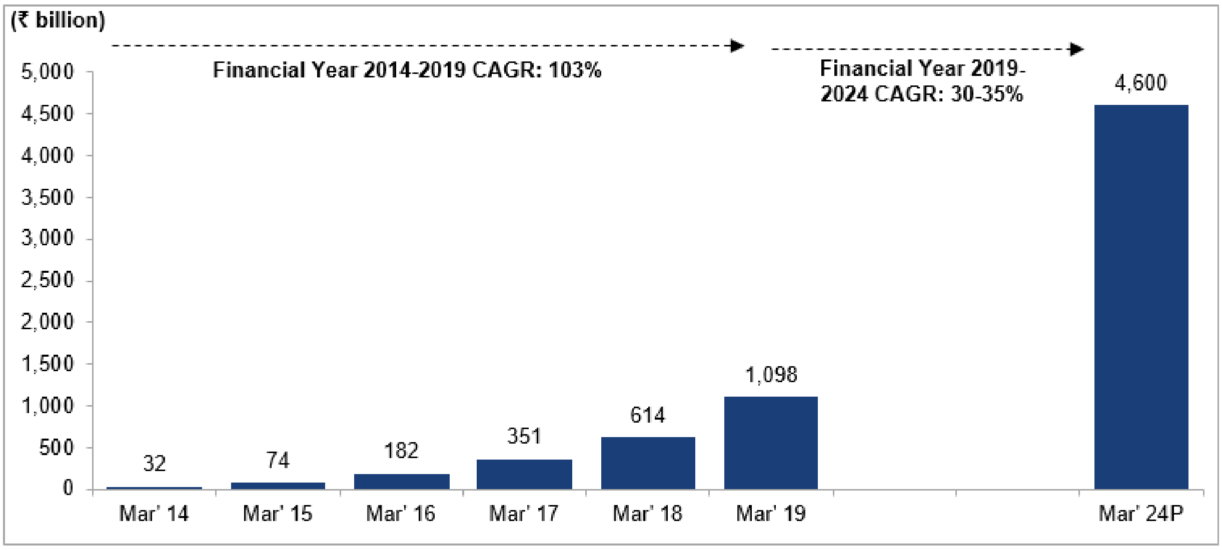
Note: Infra debt funds (IIFCL and IL&FS Asset Management) are excluded for the above calculation. Sundaram BNP Paribas Fund Services Limited has been acquired by Karvy post October 2019.

Karvy services the largest number of AMCs, however their market share is lower than CAMS as they mainly service small and medium sized mutual funds.

Alternate Investment Funds

AIFs registered in India have grown significantly since SEBI regulations came into effect in 2012. As of September, 2019, there were approximately 612 AIFs registered with SEBI. The funds raised by AIFs increased from ₹227 billion as of March 31, 2016 to ₹1,342 billion as of March 31, 2019. The amount of investments made by AIFs rose from ₹182 billion to ₹1,098 billion during the same period.

The following graph sets forth the investments made through AIFs:



Note: P: Projected

According to CRISIL, investments through AIFs are projected to grow at a CAGR of 30% to 35% in the next five years and the growth will primarily be driven by:

- wealth managers increasingly selling AIF investments as an alternative to high networth individuals;
- insurance companies and banks being eligible to invest in these instruments;
- increase in allocation to private debt by pensions and insurance companies; and
- offshore funds investing in India to earn higher yields.

RTAs support AIFs in the entire gamut of their operations by providing numerous services that if performed independently by the AIF results in higher investment and operational inconvenience. Partnering with the RTAs that are operationally more equipped and focussed on these aspects helps the AIFs eliminate these limitations. AIF present an opportunity to RTAs to increase their business for the following reasons:

Serving AIFs in comparatively a low complexity offering for RTAs. AIFs usually require a similar bouquet of services as that by MF AMCs to carry out their operations. MF RTAs can leverage their technological and infrastructural investment to better service this industry. Their economies of scale can help them better apply their accumulated knowledge for enhancing offerings to stake holders at minimal extra costs. Further, regulatory requirements for AIFs are lower in comparison with mutual funds which are more regulated. The AIFs cater only to high networth individuals and thus do not require extensive touch points or customer reach. This leads to lesser risk and controls with lower investment needs, making the costs for servicing these clients relatively low.

Switching RTAs is not preferred by AIFs. The life cycle of an AIF is close to seven years and switching midway is not a preferred option. Also for different funds, having different set of RTAs is not preferred as the customer set is usually similar and, apart from the exceptional cases, they would prefer receiving similar services. Also, having the same RTA provides the AIFs with better bargaining power then having multiple RTAs for different funds from the same fund house.

Setup cost and operational partnerships are the prime factors influencing selection of an RTA. For AIFs that are relatively newer, setup cost is a large upfront expense to be paid. It is often the prime factor of consideration for selection of an RTA. Moreover, RTAs providing more customised options that better suit the needs of the fund at costs that are affordable by the funds are preferred. RTAs based out of specific locations (owing to associated regulatory charges such as stamp duty) and having remote capabilities are also given preference. A long-term relationship is most desirable for the funds and thus the terms and specific conditions are settled upon at the initial agreement stages itself. Due to distributor costs being very high in this segment, RTAs having distribution capabilities are more sought after than any others as the overall costs can be packaged and brought down.

Increasing inflow of funds into AIFs to augur well for the RTA industry. According to CRISIL, the AIF industry is expected to grow at a CAGR of 30% to 35% till financial year 2024. It would thus help the allied RTA industry expand by serving the rising demand. The RTA industry currently serving the AIFs for various activities is estimated to be approximately ₹1 billion to 1.2 billion and it is expected that the RTAs will continue to effectively enhance their offerings to the AIFs. However, with rising AUMs, the fees are expected to be tiered in nature and, as a result, will fall as a proportion of total AUMs. However, the market size of the RTA offerings is expected to increase with a rise in overall AUMs and incremental service offerings. This will include a minimum basic fee for standard fund sizes over which an additional fees can be charged for incremental AUMs in a tiered manner just as is the case with mutual fund AUMs.

Insurance Repository

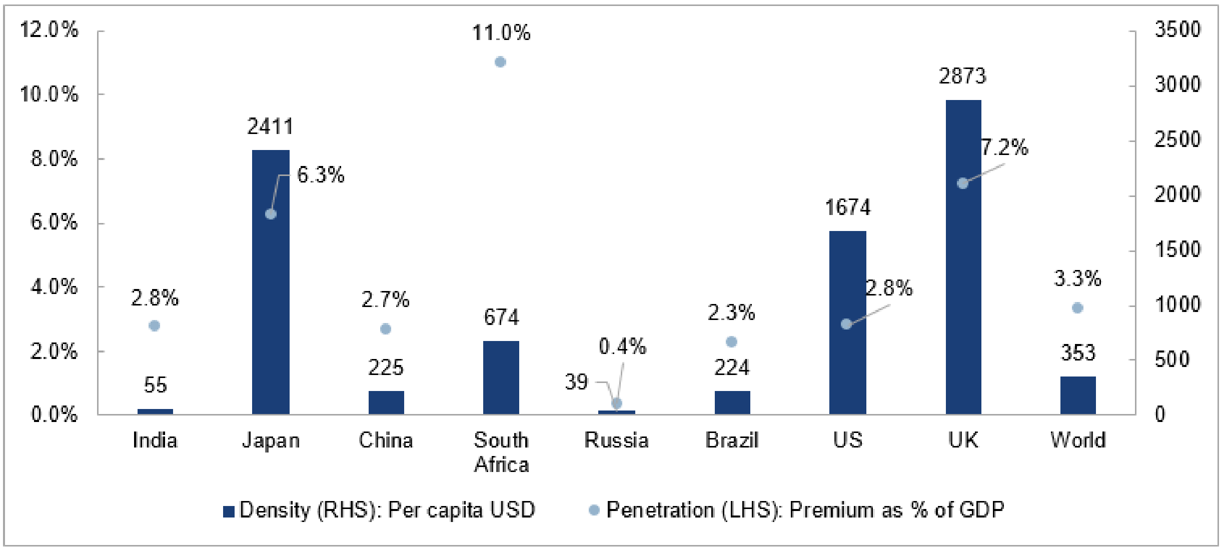
India's life insurance penetration stands at 2.76% and that of non-life insurance at 0.93% as of 2017. Overall penetration of the insurance sector is 3.69%. This is lower than the comparisons in other Asian countries. These measures are not comparable to developed markets such as the U.S. and Australia.

The insurance density for life insurance sector stood at $55 in 2017 and that of non-life sector at $18. The insurance density is measured as a ratio of total premium to total population or, in simpler terms, is per capita premium, and stands at $73 for India for life and non-life insurance combined. This is very low when compared with other developed and emerging market economies. It indicates a high potential to rise given the significant untapped market which, owing to certain disruptions in government regulations, lowering in the level of household savings as a percentage of GDP, is still less dense.

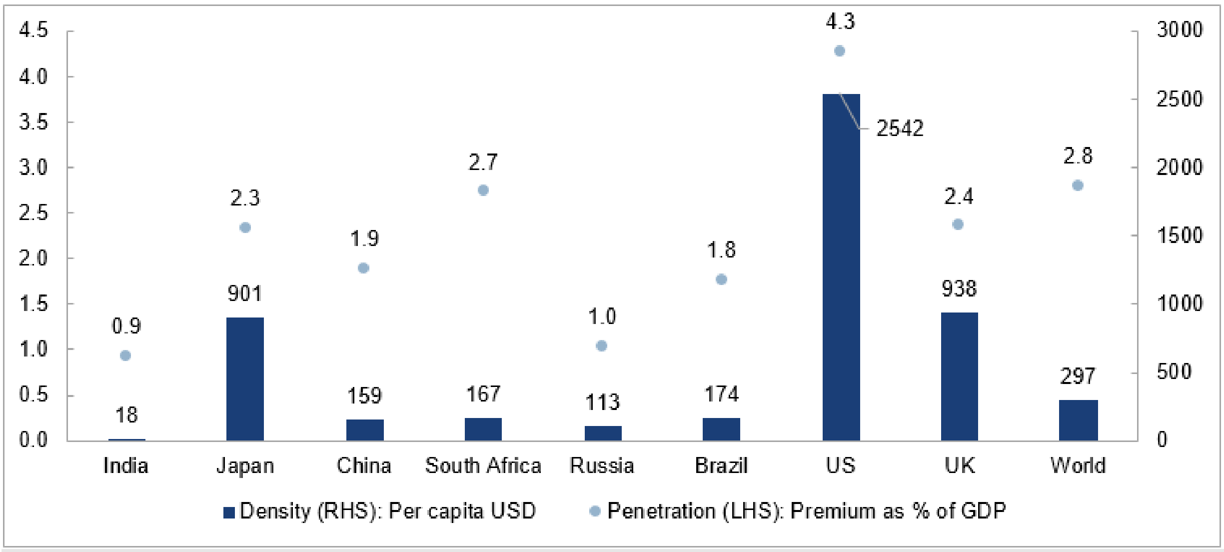
For example, on purchasing a two-wheeler, buying an insurance policy is mandatory in the first year, but many two-wheeler owners do not renew their policy thereafter. Consequently, insurance penetration rates on two-wheelers on road is estimated to be only be approximately 25%, which is much lower than the global benchmark of over 90%. Further, as of financial year 2017, only approximately 34% of Indians have a health insurance policy, either provided by the private sector or government schemes. Home insurance is practically non-existent. The scenario is similar when one looks at the corporate sector, with penetration estimated to be less than 1% of industrial GDP and in the case of SMEs, the corresponding numbers are less than 0.3%.

The low penetration levels indicate the ample opportunity for growth. This scope for growth has prompted more players to come into the industry. As of March 2018, there were 68 insurers in India.

The following graph sets forth the penetration and density in the life insurance segment in various countries in 2017:



The following graph sets forth the penetration and density in the non-life insurance segment in various countries in 2017:



In addition to these lower levels, the usage of e-policies is also extremely low. The awareness and perception of using policies in the electronic form has not actively penetrated in the Indian masses. Even after the high level of digitalization and discounts on policies purchased online, these levels remain less significant.

Insurance repositories act as a single stop shop for policy servicing for e-insurance policies

Currently, four companies are performing the function of insurance repositories:

(a) CAMS Insurance Repository Services Limited;
(b) Central Insurance Repository Limited;
(c) KARVY Insurance Repository Limited; and
(d) NSDL Database Management Limited.

IRDAI issued a regulation in June 2016 on issuance of electronic insurance policies. The regulation made it mandatory for life insurance companies to issue policies in electronic form if the sum assured is ₹10 lakh or more or annual premium is ₹10 thousand or more. In case of health insurance policy, the sum assured needs to be ₹5 lakh or more apart from annual premium of ₹10 thousand and above. For general insurance policies, e-insurance is needed if anyone is paying an annual premium of ₹5,000 thousand and above or has a sum insured of ₹10 lakh or more. The rule is applicable irrespective of the policies bought online for offline. IRDAI also permitted insurers to offer discounts in the premium rates to policyholders for electronic insurance policies in accordance with the rates filed under the product-approval guidelines which was pushed aggressively by some private insurers. The reason for this was the lowered cost of e-insurance policy issuance, maintenance and handling as against a physical copy. Such policies and initiatives led to e-policies issued in insurance depositories more than double from financial year 2017 to 2018. However till financial year 2018, out of the approximate 331 million life insurance policies in force and approximately 183 million other insurance policies issued, only 1.25 million e-policies have been issued by various insurance repositories.

Insurance repositories are a single stop shop for policy servicing and perform an array of functions for policy holders who have been issued a policy in electronic form. The various benefits for policy holders to avail their services are (i) convenience in policy servicing; (ii) ease of usage; (iii) simplification of claims process; (iv) insurance services centres and online platform; (v) technology solutions for end to end management; (vi) agent management services; and (vii) renewal revenue management services.

The following table sets forth the details of the total e-insurance policies and e-insurance accounts with each insurance repository:

Repository Name	Total E-Insurance Policies	Total E-Insurance accounts	No. of participating insurers
NSDL Database Management Limited	558,514 (45%)	555,701 (35%)	32
CAMS Insurance Repository Services Limited	487,777 (39%)	515,681 (32%)	26
KARVY Insurance Repository Limited	132,049 (11%)	174,553 (11%)	18
Central Insurance Repository Limited	69,135 (6%)	354,388 (22%)	20
Total	**1,247,475 (100%)**	**1,600,323 (100%)**	**NA**
Total policies issued	**514 million *(approx.)***		
E-insurance policies as a % of total	**0.24% *(approx.)***		

Note: Number of insurers data as per on website as on September 2019
For total policies – life insurance policies (Life insurance council – number of policies in force in fiscal 2018) and general insurance policies (general insurance council – no. of policies issued in fiscal 2018) data considered

NSDL Database Management Limited and CAMS have a combined market share of approximately 84% based on e-insurance policies being managed and approximately 67% based on e-insurance accounts. Further, e-insurance policies and accounts have increased substantially in financial year 2018, growing over 100% and 61%, respectively, when compared with financial year 2017. The e-insurance policies have grown at a CAGR of approximately 55% between financial years 2015 and 2018 and e-insurance accounts have grown at a CAGR of approximately 29% over the same period, as illustrated in the table below:

	March 2015	**March 2016**	**March 2017**	**March 2018**
e-insurance policies	338,065	411,832	617,707	1,247,475
e-insurance accounts	741,481	807,705	989,677	1,600,323

As of September 2019, the number of e-insurance policies were in excess of two million indicating a significant growth in issuance of e-insurance policies, especially by private issuers. According to CRISIL, the current size of market of insurance repositories is estimated to be around ₹50 million to ₹60 million and the life insurance industry is projected to grow at 12% to 15% and general insurance industry is projected to grow at 15% to 20% on the back of low penetration and density in comparison with other countries.

A customer opting to open an account with insurance repository can do so with only one repository as not more than one e-insurance account per person is allowed. In cases where the customer has policies from multiple insurers, it becomes necessary for the insurer to have a tie-up with the multiple repositories for ease of access of their customers. If that is not the case, then the customer cannot access the policy issued by the insurer without a tie-up with certain repositories. This scenario is beneficial for insurance repositories as an insurer will tie up with multiple repositories, making the impact of competition lesser.

The life insurance segment is the major provider of policies for insurance repositories as per the data for financial year 2018. Life Insurance Corporation of India ("LIC"), which is the largest player in the life insurance segment, has not tied up with any insurance repository and it only provides its own e-policy document which is an electronic record. However, the share of LIC has been falling continuously. This will further boost the share of private players and their issuance of electronic policies which will further increase the policies serviced by the insurance repositories.

OUR BUSINESS

The industry-related information contained in this section is derived from the CRISIL Report. We commissioned the CRISIL Report for the purposes of confirming our understanding of the industry in connection with the Offer. Neither our Company, nor any other person connected with the Offer, including the Lead Managers, have independently verified the information in the CRISIL Report or other publicly available information cited in this Draft Red Herring Prospectus.

Overview

We are a technology-driven financial infrastructure and services provider to mutual funds and other financial institutions with over two decades of experience. We are India's largest registrar and transfer agent of mutual funds with an aggregate market share of 69.4% based on mutual fund average assets under management ("**AAUM**") managed by our clients and serviced by us during November 2019, according to the CRISIL Report. Over the last five years, we have grown our market share from 60.5% during March 2015 to 67.6% during March 2019, based on AAUM serviced, according to the CRISIL Report. Our mutual fund clients include four of the five largest mutual funds as well as nine of the 15 largest mutual funds based on AAUM during November 2019, according to the CRISIL Report. With the initiative of creating an end-to-end value chain of services, we have grown our service offerings and currently provide a comprehensive portfolio of technology-based services, such as transaction origination interface, transaction execution, payment, settlement and reconciliation, dividend processing, investor interface, record keeping, report generation, intermediary empanelment and brokerage computation and compliance related services, through our pan-India network to our mutual fund clients, distributors and investors. We also provide certain services to alternative investment funds, insurance companies, banks and non-banking finance companies.

The nature of our services to mutual funds spans multiple facets of their relationship with their investors, distributors and regulators. By providing a range of services, we play an important role in developing and maintaining our clients' market perception. As of November 2019, we serviced ₹18.7 trillion of AAUM of 16 mutual fund clients, according to the CRISIL Report. The ten-year CAGR of monthly AAUM of mutual funds between March 2009 and March 2019 was approximately 17.5% according to the CRISIL Report, while the ten-year CAGR of monthly AAUM of mutual funds serviced by us over the same period was approximately 19.1%. Further, our mutual fund clients had 19.2 million SIP accounts as of September 30, 2019. The growth of the assets under management ("**AUM**") of our mutual fund clients is important to us, as a substantial portion of our mutual fund revenues are based on the mutual fund AAUM of our clients. As a result of the nature of the funds and services provided, we charge more fees from equity mutual funds as compared to other categories of mutual funds. The AUM of equity mutual funds serviced by us grew from ₹2,180 billion as of March 31, 2015 to ₹6,643 billion as of March 31, 2019, at a CAGR of 32.1%, and as of September 30, 2019 was ₹6,701 billion.

Over the years, we have leveraged our domain expertise, processes and infrastructure to diversify our offering of services to cater to a variety of other financial services sectors.

- In our electronic payment collections services business, we manage mandated transactions, including registering of mandates, initiation of collections, reconciliation and the related reporting services for mutual funds, non-banking finance companies and banks.

- In our insurance services business, we offer processing of new business applications, holding policies in dematerialized form, servicing policies and other support functions to insurance companies. For the financial year 2018, we had a market share of 39% of the insurance repository business, based on e-insurance policies being managed, according to the CRISIL Report.

- In our alternative investment funds services business, we provide services to investors, manage records and perform fund accounting and reporting, among other services, for alternative investment and other types of funds.

- In our banking and non-banking services business, we offer digitization of account opening, facilitation of loan processing and back-office processing services to banking and non-banking financial institutions.

- In our KYC registration agency business, we verify and maintain KYC records of investors for use by financial institutions.

- In our software solutions business, our technology team develops software for our mutual funds services business and for mutual fund companies.

Our technology driven infrastructure and services are integral to the operations of our clients. Our solutions help reduce the need for our clients to make significant investments in operational infrastructure, thereby allowing them to increase their focus on their core business activities. We offer an integrated and customized portfolio of services through our pan-India physical network comprising 278 service centers spread over 25 states and five union territories as of September 30, 2019, and which are supported by call centers in four major cities, four back offices (including a disaster recovery site), all having real time connectivity, continuous availability and data replication and redundancy. Further, we offer many of our services online and through our several mobile device applications, to investors, our clients, their distributors and their channel providers. The continued development of proprietary platforms and applications has furthered our competitive technology advantage.

We have an established track record of delivering robust financial results. Our total income for the six months ended September 30, 2019 and the financial year 2019 was ₹3,600.29 million and ₹7,114.96 million, respectively. Our total income grew at a CAGR of 19.0% from the financial years 2017 to 2019. For the six months ended September 30, 2019 and the financial year 2019, our revenue from our mutual funds services business was ₹3,049.23 million and ₹6,020.63 million, while our revenue from our other businesses was ₹439.09 million and ₹915.81 million, respectively. Our profit after tax for the six months ended September 30, 2019 and the financial year 2019 was ₹827.49 million and ₹1,308.95 million, respectively. Further, we paid ₹1,095.64 million, ₹960.57 million and ₹596.82 million as dividend (excluding dividend distribution tax) in the financial years 2019, 2018 and 2017, respectively.

Our Strengths

Largest Infrastructure and Services Provider in a Large and Growing Mutual Funds Market

According to the CRISIL Report, the AAUM of the Indian mutual funds has grown from ₹6,140 billion as of March 2010 to ₹23,796 billion as of March 2019 at a CAGR of 16.2% and was ₹27,047 billion as of November 2019. The growth was led by the increase in share of mutual funds in household savings as well as the number of individual and institutional investors investing in mutual funds. According to the CRISIL Report, the number of folios grew from 41.7 million as of March 2015 to 82.5 million as of March 2019 at a CAGR of 18.6% and was 85.6 million as of September 2019.

We are India's largest registrar and transfer agent of mutual funds with an aggregate market share of 69.4% based on mutual fund AAUM managed by our clients and serviced by us during November 2019, according to the CRISIL Report. Over the last five years, we have grown our market share from 60.5% during March 2015 to 67.6% during March 2019, based on AAUM serviced, according to the CRISIL Report. The nature of our services to mutual funds spans multiple facets of their relationship with their investors, distributors and regulators. By providing a range of services, we play an important role in developing and maintaining our clients' market perception. The ten-year CAGR of monthly AAUM of mutual funds between March 2009 and March 2019 was approximately 17.5% according to the CRISIL Report, while the ten-year CAGR of monthly AAUM of mutual funds serviced by us over the same period was approximately 19.1%. Further, the AUM of equity mutual funds serviced by us grew from ₹2,180 billion as of March 31, 2015 to ₹6,643 billion as of March 31, 2019, at a CAGR of 32.1%, and as of September 30, 2019 was ₹6,701 billion. In addition, the number of folios serviced by us grew from 37.1 million as of March 31, 2019 to 38.3 million as of September 30, 2019. We believe our operating model has assisted in contributing to the growth of our mutual fund clients by providing real time, uninterrupted, pan India services. Our mutual fund clients include four of the five largest mutual funds as well as nine of the 15 largest mutual funds based on AAUM during November 2019, according to the CRISIL Report. The term of relationship with HDFC Asset Management Company Limited, ICICI Prudential Asset Management Company Limited, SBI Funds Management Private Limited and Aditya Birla Capital Limited, our four largest mutual fund clients, averages 17 years as of September 30, 2019.

According to the CRISIL Report, the growth in the Indian mutual funds industry is expected to continue as a result of overall economic growth, a growing investor base, higher disposable incomes and investable surplus, increasing financial savings, government schemes focusing on increasing awareness, ease of investing, digitalization, and perception of mutual funds as long-term wealth creators. As a result of our domain expertise, established processes, technology driven infrastructure and marquee clients, we are well positioned to capitalize on such growth.

Integrated Business Model and Longstanding Client Relationships in our Mutual Funds Services Business

Utilizing our diverse portfolio of technology enabled services and leveraging our pan-India physical network, domain expertise of the Indian financial services ecosystem and a comprehensive risk management system, we have built an integrated business model and have longstanding client relationships in our mutual funds services business. Our business model and client relationships offer us several key advantages.

- We offer an integrated business model wherein our portfolio of services offered and our pan-India physical network enable our clients to leverage our technology-driven financial infrastructure thereby reducing the need for them to make significant investments to develop and offer such services. Further, it is challenging for our clients to replicate our ecosystem (our physical network or our technology platforms) in-house and moving to a competitor is time consuming and disruptive. According to the CRISIL Report, the amount of time to be invested in migration, a high risk of business disruption, data loss, as well as customer and regulatory issues make it a bigger task to switch to a competitor.

- Our pan-India physical network comprising 278 service centers spread over 25 states and five union territories as of September 30, 2019, which are supported by call centers in four major cities – Mumbai, New Delhi, Chennai and Kolkata is time consuming, difficult and expensive to build and maintain.

- We have developed a committed client base – our clients rely on our infrastructure and expertise built over decades of experience for day-to-day aspects of their business building on client loyalty. The average term of our relationship with our ten largest mutual fund clients is 18 years as of September 30, 2019 and over a five year period, we lost one client as a result of the merger of such fund with another fund that was serviced by a competitor.

- Our engagement with our clients, their distributors, their investors and regulators is frequent and is with an intent to further enhance the quality and security of services provided. According to the CRISIL Report, we have accumulated significant domain knowledge on mutual fund investors and the mutual fund business through years of experience in servicing investors.

Scalable Technology Enabled Ecosystem

We believe that our competitive technology advantage stems from the capability, functionality, integration and scalability of our proprietary platforms, which deliver breadth and quality of service and cost efficiencies. Our proprietary platforms are built to absorb growth in the number of investors, assets and trading volumes. From handling over 98 million transactions in the financial year 2015, we handled over 313 million transactions in the financial year 2019. The continuing investment in our proprietary IT platforms continues to strengthen this competitive advantage by further increasing operating leverage, driving ongoing innovation, anticipating industry developments and delivering increased efficiencies while continuing to provide our clients and other stakeholders with our integrated services. Our technology related spend, which includes capital expenditure incurred towards computers and accessories, software and license fees, software expenses and employee costs of our Subsidiary, SSPL, for the six months ended September 30, 2019 and the financial year 2019 was ₹224.54 million and ₹539.85 million, respectively. The use of advanced technology to innovate and improve our services for not only our clients but also their investors, their distributors, channel providers and regulators is embedded in the culture of our Company. Our commitment to client and investor service is evidenced by a satisfaction rate of over 96% as of March 31, 2019, in the SEBI mandated investor satisfaction survey. Further, SEBI complaints, as a percentage of transactions handled, reduced from 0.015% in the financial year 2015 to 0.005% in the financial year 2019.

Our technology driven infrastructure is integral to the operations of our clients. Our solutions help reduce the need for our clients to make significant investments in infrastructure, thereby allowing them to increase their focus on their core business activities. Our IT team comprising of over 450 qualified professionals as of September 30, 2019 manage a comprehensive proprietary IT infrastructure, develop innovative products and ensure systems and data security, in addition to offering 24x7 support to our clients. Further, we offer many of our services online and through our mobile device applications, for investors, our clients, their distributors and their channel providers. We have developed in-house and own Investrak.NET, a mutual fund transfer agency platform, myCAMS, a mobile device investor interface application, GoCORP, a distributor focused application, and MFDEx a market intelligence product/information database, among many other services.

Our infrastructure includes 278 service centers, four call centers, four back offices of which three are in Chennai (two of these offices also serve as our Registered Office and Corporate Office) and one in Coimbatore (which is also a disaster recovery site), having real time connectivity, continuous availability and data replication and redundancy. We also have an aggregate of over 200 TB data storage in our businesses as of September 30, 2019. Our business continuity planning is done at our disaster recovery site through over 500 personnel based there as of September 30, 2019.

Strong Focus on Processes and Risk Management

Our clients are regulated financial institutions and the services we provide to them must be accurate, timely and continuous, secure and technologically advanced as they are considered to be necessary to the functioning of financial services industry. In our mutual funds services business, we assist our clients with their compliance requirements, including submission of reports to regulators. We continuously monitor our systems and processes and endeavor to not only benchmark them against Indian competitors but also incorporate industry best practices and technological advancements in our operations. We believe that our relentless focus on systems and processes has contributed significantly to our growth and allowed us to become a trusted provider of services to our clients and other stakeholders. We continue to automate processes and enhance our systems and risk management to try to ensure that all our obligations and regulatory requirements are fulfilled on a timely basis and without error. Several regulatory entities have oversight over different parts of our business, and our business and operations are subject to audits by a number of entities, including the auditors of our mutual fund clients. In addition, our mutual funds services business has had regulatory oversight from the SEBI for over 25 years.

We have implemented a cyber security and cyber resilience policy and established a technology committee comprising of eminent specialists from IIT Bombay and IIT Madras, as well as the banking industry. The committee meets quarterly and reviews the robustness and resilience of our systems and processes. The minutes of the committee is submitted to our Board, and actions taken by us pursuant to such report are submitted to the SEBI. Examples of initiatives taken by us to improve our processes and systems include limiting one email address per investor account, implementing a DNS utility to prevent virus attacks, establishing direct real time data backup, among others.

Experienced Management and Board and Marquee Shareholders

Our management team has extensive experience in a variety of financial services sectors, with a demonstrated ability to grow and diversify our business and innovate our services. Mr. Anuj Kumar, our Whole-time Director and Chief Executive Officer has over two decades of experience and has been with our Company since June, 2016. Our Key Management Personnel have average work experience of over 25 years and have been with us for over four years. Our Board of Directors collectively possess an effective mix of skills and attributes with significant business, operational, technology, finance, insurance, legal and investment experience in a diverse range of industries.

Our marquee shareholders include Great Terrain (an affiliate of Warburg Pincus), HDFC, HDFC Bank and NSEIL, among others. We have and expect to continue to benefit from capital sponsorship and professional expertise of our marquee shareholders. Our shareholders have assisted us in implementing strong corporate governance standards, which we believe have been critical to the growth of our operations.

Our Strategy

Maintain our Leadership Position by enhancing Service Offerings to Mutual Fund Clients

A key element of our business strategy is to continuously enhance the scope of our service offerings in our core mutual fund registrar and transfer agency business and further deepen integration with our clients and improve value delivery. We have been focused on adding services for our existing mutual fund clients relating to servicing of investors, interface with investors, distributors and other stakeholders, risk management, process automation, data analytics and business intelligence in order to grow and maintain our share of business and revenues from our mutual fund clients. For example, our anti-money laundering service, which detects, investigates and reports suspicious transactions is separately provided and additionally chargeable. We also recently launched edge360, a tool for distributors to enable the tracking of fees for transactions and the ability to view, track and manage portfolios of investors.

Further, we are focused on increasing our mutual fund client base by attracting new mutual funds being launched in India as our clients. We believe our market leading position and our strengths adequately position us to increase the number of our mutual fund clients.

Continue the Technology-led Services Innovations

We believe that electronic transformation and advancement is integral to the mutual fund industry. Our market position has been a function of our in-house technology capabilities, which we plan to continue investing in. Our spend on technology has continued to be significant and we believe the advantages available to us by developing and investing in technology include client commitment and loyalty, economies of scale, effective risk management, scalability, expansion to the adjacent financial services sectors, among others. We are engaged in several such initiatives in the areas of reconciliation, brokerage computation, digitization of paper transactions, quality control, among others. In 2008, our technology-led innovation was for the investors - a consolidated financial statement spanning different mutual funds (which has now become market practice). Further, we have developed myCAMS, an award winning B2C mobile application to provide individual investor interface and facilitate mutual fund transactions for them, as well as GoCORP, a technology platform for corporate investors. We processed 1.2 million and 2.3 million transactions for the six months ended September 30, 2019 and the financial year 2019, respectively, through our mobile application myCAMS. We also provide MFDEx, a sales and business intelligence tool to several mutual funds, including clients of our competitors.

Achieve Leadership in Individual Businesses and then Target Scale

Our mutual funds services business had an aggregate market share of 69.4% based on mutual fund AAUM managed by our clients and serviced by us during November 2019, and our insurance services business had a market share of 39% during the financial year 2018, based on e-insurance policies being managed, according to the CRISIL Report. We invest in creating sustainable and scalable business platforms early on in the life cycle, and focus on delivering incremental value to our clients. Most of our businesses and client relationships in such businesses, continue to grow over time and at scale the businesses contribute favourably to our profitability. Key new offerings continue to be imbued with a platform character and are technology-based. For example, we launched CAMSPay, which is an end-to-end highly automated National Automated Clearing House ("**NACH**") platform that supports electronic payments through the National Payments Corporation of India platform. While we expect our revenues from our mutual funds business will continue to increase, we expect a growth in revenues from our other existing businesses.

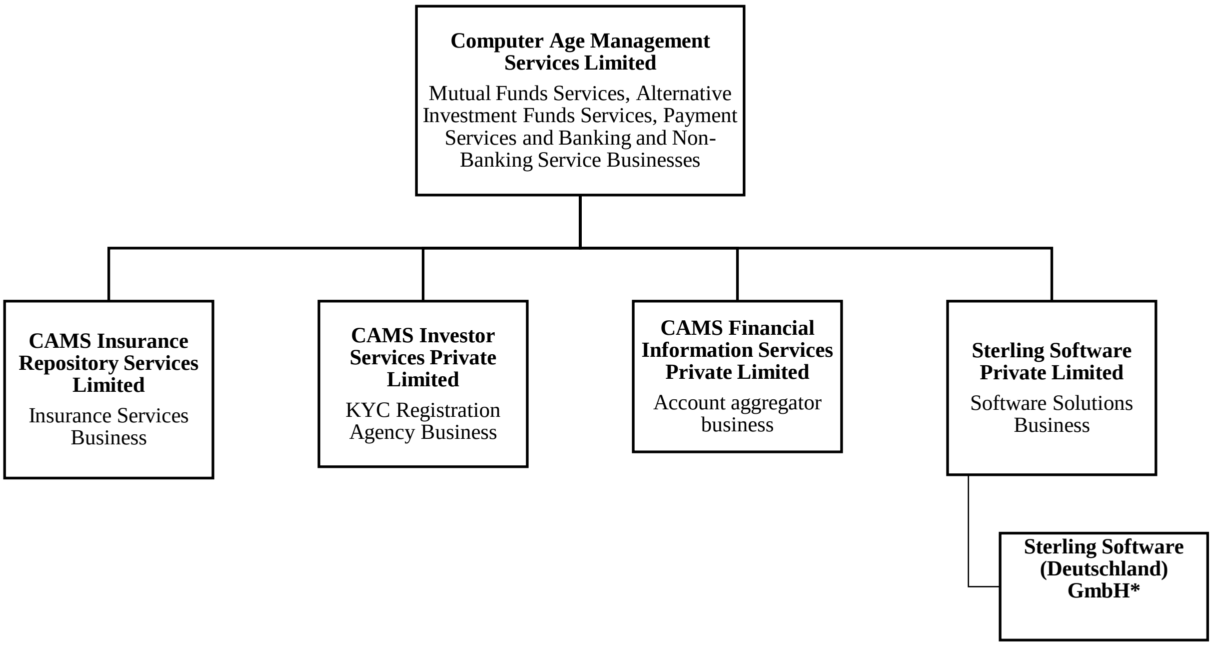
Improve Automation in our Businesses

Through automation, we target to not only improve cost efficiencies but also enhance customer experience. We are currently engaged in several automation projects, including automation of subscription reconciliation, purchase and SIP processes, document receipts and storage. Our applications, such as myCAMS, GoCORP, digiSIP, CAMSserv, edge360 are aimed not only at enhancing the investor and distributor ease of operation but also to automate the flow of transactions, thereby reducing manual efforts and risks associated with manual efforts.

DESCRIPTION OF OUR BUSINESS

Corporate Structure Chart

The following chart sets forth the corporate structure of our Company, where all our Subsidiaries were wholly owned as of the date of this Draft Red Herring Prospectus:



**We are currently in the process of winding down the operations of Sterling Software (Deutschland) GmbH.*

Products, Services and Operations

We are a financial infrastructure and services provider operating in seven business verticals: Mutual Funds Services Business, Electronic Payment Collection Services Business, Insurance Services Business, Alternative Investment Fund Services Business, Banking and Non-Banking Services Business, KYC Registration Agency Business and Software Solutions Business.

Our Mutual Funds Services Business

We provide a range of technology-enabled infrastructure to mutual funds. We are involved through the life cycle of an account - from the stage of account creation to processing transactions and redemption of the amount invested. We also provide necessary statutory statements such as capital gains statements including for a zero balance account. We provide transaction origination services, operations services, investor services, risk management services and compliance services.

We are India's largest registrar and transfer agent of mutual funds with an aggregate market share of 69.4% based on mutual fund AAUM managed by our clients and serviced by us during November 2019, according to the CRISIL Report. Our mutual fund clients include four of the five largest mutual funds as well as nine of the 15 largest mutual funds based on AAUM during November 2019, according to the CRISIL Report. We have 16 mutual fund clients with an aggregate of over 67 million accounts held by such clients as of September 30, 2019. The number of accounts added in the six months ended September 30, 2019 and the financial year 2019 was 3.4 million and 8.7 million, respectively. We are a member of NICSA - a US based not for profit trade association which connects players in the global asset management industry. Such membership helps us monitor key developments in the mutual fund industry.

Key Performance Indicators

The following table sets forth our key performance indicators for the relevant periods:

	As of and for the six months ended September 30, 2019	**As of and for the financial year ended March 31,**				
		2019	**2018**	**2017**	**2016**	**2015**
Total AAUM of the mutual funds serviced *(₹ in billion)*	17,631.81	15,841.20	13,758.52	10,293.63	7,931.47	6,572.50
Equity Oriented* *(₹ in billion)*	6,654.12	6,232.51	4,884.75	2,921.10	2,327.43	1,774.10
Number of transactions handled *(in million)*	162.43	312.85	249.98	151.77	115.17	97.54
Number of live folios *(million)*	38.32	37.12	31.81	23.01	19.32	17.04
Number of total investor folios *(in million)*	66.93	63.56	54.84	44.01	40.03	38.34

	As of and for the six months ended September 30, 2019	As of and for the financial year ended March 31,				
		2019	2018	2017	2016	2015
Number of PAN accounts handled *(in million)*	15.27	14.76	12.38	8.68	7.15	6.22
Number of SIP transactions processed *(in million)*	104.67	191.71	132.19	83.93	63.24	46.36

**Does not include Arbitrage schemes.*

We enter into agreements with our mutual fund clients which typically set out, among other things, our duties, responsibilities and obligations as an RTA. Pursuant to such agreements, we are required to render services to investors of our mutual fund clients', unit holders and distributors and we are obligated to maintain strict levels of confidentiality with regards to all matters related to the clients, and perform our duties with the highest standards of integrity. In the event of a substantial change in the obligations of either party, the consideration payable under such agreements may be renegotiated. Our payment from the mutual fund clients under such agreements includes fee for processing of new fund offers, monthly asset based fee (calculated basis monthly AAUM), transaction fee, application usage fee and call centre fee. Further, our Company is typically required to indemnify such clients against all suits, claims, actions and demands which may be made or commenced against such client by any holder of the units or securities issued or other third party as a consequence of any negligence, failure or deficiency on our part in performing or fulfilling our duties and obligations as specified under such agreements. Such agreements are valid until terminated by either party and the termination of such agreements may be initiated by either party with three to six months' notice in writing. Each such agreement is also supported by various service level agreements entered into by the mutual fund client and us. The service level agreements list out the range of services and the manner of implementation of such services being offered by us to such clients.

We offer the following service under our mutual funds services business:

Transfer Agency Services

We manage certain operational and investor service elements of mutual funds thereby enabling our mutual fund clients to focus on design, sales and fund management functions. We have developed and implemented several technology platforms to service our clients efficiently. With the assistance of these platforms, we support our clients with the following key functions:

- *Transaction Origination*: We offer transaction origination services (both paper-based and electronic), including managing KYC requirements of investors. KYC checks for new investors can be conducted either through physical means such as the submission of relevant documentation at our pan India network of service centers or through electronic means such as our website and mobile applications.

- *Operations*: We are responsible for accepting and executing orders on behalf of our mutual fund clients and provide transaction processing and payments services to them. We perform record keeping functions and ensure that all records are stored in a digital format on our servers. We also compute and process fees and commission payable by the mutual funds to distributors and assist with the disbursement of such money.

- *Investor Services*: We accept transaction requests from investors (in both physical and online modes), process the transaction and report its effect on the unit capital and thereafter send transaction confirmation to investors and their distributors. We also compute and pay the brokerage fees and reconcile the bank accounts of the investors and distributors. We send investors periodic statements and alerts and operate contact centers to assist investors with their queries.

- *Risk Management*: We offer a variety of services to our mutual fund clients such as anti-money laundering services, reporting to Government agencies and authorities such as the SEBI and suspicious transaction reporting. These risk management services assist our mutual fund clients in conducting diligence of their investors.

- *Compliance*: We assist our mutual fund clients in complying with the scheme document requirements, KYC regulations and SEBI regulations.

Customer Care Services

We offer customer care services through our back offices at Chennai and Coimbatore, our pan India network of service centers and our national toll free call center. All these customer touch points have access to investor information and the ability to accept customer transactions for execution at the applicable NAV date. Investors may, in person, or through an intermediary lodge investment documents, make requests for change of contact details, provide or update bank mandate, request for balance on account or an account statement, request for latest NAV and for fund related literature such as application forms and offer documents. We have an aggregate of over 200 TB of storage of data in our businesses as of September 30, 2019.

At our front offices, we are equipped to handle various business rules at the time of acceptance and scrutiny and are able to provide plug and play services to new market entrants and an image based workflow model that supports distributed data conversion. Our front offices act as a physical touch point for the receipt, initial verification and processing of financial and non-financial transactions and result in saving significant cost and time for our clients. As of September 30, 2019, we had employed 1,336 personnel (including contractual employees) at our front offices.

We have four back offices located at Chennai and Coimbatore, which perform business process management, customer interaction management and intermediary services. Our business process management includes setting up of accounts, records management, maintenance functions, transaction processing, management information reporting. Our customer interaction functions include mail management, online customer service, SMS services and operating a call center. Our intermediary services include on-boarding, enrollment services and fee computation and revenue administration. Through our back office model, we are able to offer end-to-end transaction processing and servicing of customer requests, improving process performance by leveraging IT and workflow systems efficiently resulting in reduced cost by managing operations efficiently and leveraging scale. As of September 30, 2019, we had employed 5,114 personnel (including contractual employees) at our back offices.

We provide inbound and outbound call centre services to our clients from our centers established at Mumbai, New Delhi, Chennai and Kolkata. We train our employees in-house and assign these employees as dedicated resources to provide exclusive services to our clients.

We also operate a distributor help desk, which has been set up exclusively as a touch point to handle all queries for mutual fund distributors. We service distributor requests through emails and telephone calls. We provide several services through this help desk including requests on brokerage structures, general queries, mail back services and brokerage amounts.

We have also expanded our digital footprint to provide SMS services such as push and pull services for investors with registered mobile numbers. Our push services are available across financial transactions such as for purchase and redemption, while our pull services provide general information such as NAV as well as specific information about the portfolio. Our CAMS Online system provides a comprehensive list of on-line and value added services to all participants of the mutual fund industry. It provides investors with services including account information, transaction status monitoring and mail back services, while it provides mutual funds with services including account information, mail back services and subscription services.

Distributor Services

We offer distributors a service package to help them provide efficient services to their customers. The scope of our services to distributors include:

- recording of distributors empaneled for each client along with sub-distributor related information;
- recording and maintenance of brokerage structures applicable for various products and schemes;
- computation of various types of brokerage payable;
- claw-back of brokerages where conditions relating to retention of invested amount are not satisfied or where the systematic investments procured by the distributor are terminated before the specified period; and
- addressing distributor queries on the above functions.

To further enhance the services we offer our distributors, we recently launched a mobile application edge360, with several features enabling them to service their investors more efficiently.

Technology and Mobile Applications for our Mutual Fund Business

We have developed and implemented various technology platforms and our technology driven infrastructure and services are integral to the operations of our clients. Our solutions help reduce the need for our clients to make significant capital investments in operations infrastructure, thereby allowing them to increase their focus on their core business activities. Many of our services are available online and through our several mobile device applications, for investors, our clients, their distributors and channel providers. Our key platforms include:

- myCAMS: This is a B2C mobile application to facilitate retail mutual fund transactions. The application enables investors to create a new folio and works with our other applications to allow investors to immediately start making SIPs in the Company serviced mutual funds, of their choice. This application was awarded the best application of technology at the CX Strategy Summit and Awards 2018 and the best finance app by the Global Mobile App Summit and Awards in each of 2015, 2016 and 2017. The number of myCAMS registered users have grown from 0.2 million as of March 31, 2015 to 2.9 million as of September 30, 2019.

- CAMServ: This application has a self-service chatbot to help investors navigate through mutual fund services and investing options. It helps investors to make changes or corrections to their personal information; order different types of mutual funds statements and tax related statements such as capital gains statement; check the status of their mutual funds investments; and initiate mutual funds transactions and place redemption requests. This application was developed by us in collaboration with a third-party vendor.

- CAMSsmart: This application was developed to service mutual funds and is a business intelligence service. It assists with reporting, predictive and prescriptive analytics, data mining, measuring business performance and benchmarking.

- digiSIP: The application is designed for investors and distributors and has been developed to obtain minimal data input from existing investors thereby eliminating the process time required for separate mandate registration for each SIP. It helps investors and distributors in setting up multiple SIPs at one time.

- GoCORP: This application is a corporate investment portal designed for corporates. It provides a single gateway to transact across multiple participating mutual funds and does away with the need to complete multiple forms and transaction slips. The application allows corporates to schedule redemption transactions and allows same-day purchase and redemption transaction.

- mf360: This is a proprietary front office investor service application and is targeted at mutual funds. The application allows mutual funds to track transactions, investor enquiries and account statement requests. It provides efficient document management using bar codes.

- mfCompass: This application assists in linking the transfer agent's back offices with the mutual funds front office in real time, while offering a holistic and real time view of inflows and outflows to the fund managers. It has been developed to help mutual funds with sighting process of all inflows with a reconciliation module that has an automated process matching credits from bank statements with subscription transactions reported through various sources. It allows quick reporting of physical applications received through mutual fund branches with limited data encoding requirements.

- mfCRM: This is a mobility solution for mutual fund relationship and sales managers to better manage investor relationships and distributor performance. It provides real time access to funds data directly from the transfer agent's database and industry data from our data aggregation service MFDEx. It allows relationship managers to have ready access to accurate data such as investors' portfolio and distributors' sales performance on the application itself. It enables a relationship manager to optimize time with the right investors and prospects and target their communications appropriately.

- MFDEx: The application helps with the aggregation of mutual fund data with various parameters. It is a sales and business intelligence tool aggregating data of several mutual funds and allows a participating mutual fund to review its own performance and the performance of other funds for the period, performance in a historic period or in relation to the aggregated mutual fund industry. It also allows sales and marketing teams to facilitate better alignment of resources through reviewing market performance, sales and distribution effectiveness.

- edge360: This application was developed for mutual fund distributors and advisors. It enables the tracking of brokerage for transactions, with paid or unpaid details. It provides distributors the ability to view, track and manage portfolios of new, active and dormant investors. A distributor can get AUM details filtered by mutual fund, city, asset class and various other parameters. It also allows distributors to plan and execute marketing campaigns for existing investors using the integrated SMS and email engine. For new investors, the application provides eKYC, which is end-to-end paperless eKYC process with built-in digital investor consent.

Electronic Payment Collection Services Business

As part of our electronic payment collection services business, we manage end-to-end automated clearing house transaction and electronic clearance services ("**ECS**") and service mutual funds, non-banking financial companies and insurance companies. We provide these services through CAMSPay, which is a highly automated ECS or NACH platform that supports periodical or adhoc payments to be collected from customers electronically through the National Payment Corporation of India's ECS or NACH platform. For the six months ended September 30, 2019 and the financial years 2019, 2018 and 2017 we executed over 45.7 million, 80.6 million, 55.4 million and 23.6 million ECS and ACH registrations and transactions, respectively.

Our electronic payment collection services business provides support to our mutual fund clients to receive funds from investors through SIP accounts. We also provide services to non-banking financial companies and have expanded the scope of this business to facilitate payments through Immediate Payment Service and Unified Payments Interface technology.

Insurance Services Business

We conduct our insurance services business through our Subsidiary, CAMS Insurance Repository Services Limited. As of September 30, 2019 and March 31, 2019, 2018 and 2017 we held over 2.5 million, 2.1 million, 0.5 million and 0.2 million e-insurance policies. According to the CRISIL Report, we had a market share of 39% of the insurance repository business, based on e-insurance policies being managed, during the financial year 2018. As part of our insurance services business, we assist our clients with agent management, branch operations, processing of new business applications, servicing policies and other permitted support functions.

We assist insurance companies with scrutinizing and processing of applications, coordinating training and onboarding of new insurance agents. We assist with back office operations as well as physical infrastructure and facility management functions. For new business application processing, we assist with the submission of proposals, scanning, indexing and data entry. We also assist with receiving and processing financial and non-financial requests of policy holders. We remind policyholders of their premium payments, assist them with collection (including cheque pick-up) and generate receipts as acknowledgement of the payment.

Alternative Investment Fund Services Business

As part of our alternative investment fund services business, we provide services to investors, manage records and do fund accounting and reporting, among others. We have 70 alternative investment fund ("**AIF**") clients, having an aggregate of ₹190.64 billion in AAUM for September 2019. As of March 31, 2019, 2018 and 2017, we had 66, 60 and 42 AIF clients, respectively. The services that we offer to our AIF clients include:

- creation of investor record, including conducting KYC;
- fund accounting services and reconciliation;
- creation of MIS and reporting systems;
- data processing;
- intermediaries revenue management;
- investor service management including document management services and notarization of documents; and
- dispatching drawdown notices and collection management on behalf of the AIF.

Banking and Non-Banking Services Business

In our banking and non-banking services business, we offer customer interface services and back-office processing services.

- *Customer Interface Services:* We assist our bank and NBFC clients with processing of applications and setting up of new accounts. We also assist with loan application processing and loan disbursement.
- *Back-office Processing:* We assist with managing the operations of a bank's processing centers and hubs, assist with the digitalization of forms and mailroom and logistics functions.

Our Subsidiary, CFISPL was issued an in principle approval by the RBI on May 8, 2018 for undertaking business as an account aggregator, valid for a period of 12 months, within which CFISPL was required to put in place necessary technology platform and complete all legal and operational formalities to commence operations. CFISPL has made an application to the RBI for a final certificate of registration, which is currently pending.

KYC Registration Agency Business

We operate our KYC Registration Agency Business through our Subsidiary, CAMS Investor Services Private Limited, which is one of five entities granted a KRA license by SEBI. We launched this service in July 2012, and as part of our KYC Registration Agency Business, we maintain KYC records of investors, on behalf of capital market intermediaries registered with SEBI, eliminating the need to repeat KYC procedures. Our online services for intermediaries include verification of PAN card details, facilitate uploading new KYC data, entering data for new KYC applicants, scanning and uploading KYC document and viewing and downloading KYC data maintained by us as well as other KYC registration agencies.

Software Solutions Business

We conduct our software solutions business through our subsidiary, SSPL. SSPL owns, develops and maintains the technology solutions for mutual fund clients and as of September 30, 2019, it had a technology team of 362 personnel. Through our subsidiary, we have developed Investrak.NET, a scalable mutual fund transfer agency platform, among others. We assist with website design and development for other businesses and consumers, providing mobility solutions, performing trend analysis, business intelligence and analytics based services, and technical and domain consulting services.

Clients

Our key clients for our mutual funds services business include HDFC Asset Management Company Limited, ICICI Prudential Asset Management Company Limited, Aditya Birla Capital Limited, SBI Fund Management Private Limited and DSP Investment Managers Private Limited and Kotak Mahindra Asset Management Company Limited.

Network and Other Infrastructure

Our front office operations are conducted through our pan-India physical network of 278 service centers spread over 25 states and five union territories as of September 30, 2019. These service centers have real time connectivity to our central data center.

We have four back offices located at Chennai and Coimbatore, including a central distributor helpdesk, which acts as a single point of contact for distributors and three data centres. We have a disaster recovery site in Coimbatore built to ensure business continuity across all our critical functions in the event of a disaster. All these locations are connected on a real time basis, ensuring continuous availability and data replication and redundancy. We have an aggregate of over 200 TB of storage of data in our businesses as of September 30, 2019. We also have call centers in Mumbai, New Delhi, Chennai and Kolkata.

Risk Management

Our risk management processes aims to identify and assess new risks impacting us and define measures to monitor and respond to risks effectively. In order to address the risks that are inherent in our business, we have developed a risk management architecture that includes monitoring by our Board through the Risk Management Committee, which provides an overall assessment of risks impacting our activities. The Risk Management Committee reviews modifications to existing policies, procedures and risk parameters on a periodic basis, and undertakes a comprehensive review of our risk management policy.

Our risk management policy sets out guidelines for every level encompassing key risk areas such as business risks, operational risk, technology risk, strategic risk and reputational risk. We also have a senior officer who is responsible for coordinating and maintaining a risk register, which captures key risks, mitigating controls and other details of a particular risk. In addition, a formal risk identification process in the form of a workshop or similar methodology is performed to review and revise the risk register. We conduct periodic risk management training for our employees and senior management to inculcate a uniform risk management culture.

Cybersecurity

Our information technology security program is designed to meet the needs of our clients who entrust us with their sensitive information. Our information security program includes encryption, data loss prevention technology, authentication technology, access control and anti-malware software, among other systems and procedures designed to protect against unauthorized access to information, including by cyber-attacks. We take proactive measures to ensure that our systems are adequately protected against external threats such as conducting regular security awareness training for our employees. We also conduct vulnerability assessments periodically.

To further demonstrate our commitment to maintaining high levels of quality service, information security and client satisfaction within an environment that fosters continual improvement, we held the ISO 27001:2013 certification for information security, which expired recently, and we are currently in the process of obtaining a re-certification. This security standard specifies the requirements for establishing, implementing, maintaining and continually improving an information security management system within the context of an organization. It also includes requirements for the assessment and treatment of information security risks tailored to the needs of the organization.

Intellectual Property

Our Company has 23 trademark registrations, under classes 9, 35, 36 and 42 of the Trade Mark Act, 1999, including for its corporate logo ‘CAMS’. For further information on the intellectual property of our Company, see “*Government and Other Approvals*” on page 229. In addition, we are also aware that the use of our brands or similar trade names by third parties may result in confusion among consumers and loss of business. For further information, see “*Risk Factors – Internal Risk Factors - The inability to identify, obtain and retain intellectual property rights to technology could harm our business. Further, we may infringe upon the intellectual property rights of others, any misappropriation of which could adversely affect our business, results of operations and financial condition.*” on page 26.

Competition

The markets for our services are highly competitive. We compete with a number of entities that provide similar services in each of the business lines in which we operate. We compete on the basis of a number of factors, including depth of service offerings, innovation, reputation, price and convenience. Our primary competitors for our mutual funds services business include KFin Technologies Private Limited (erstwhile Karvy Fintech Private Limited) and Franklin Templeton Asset Management (India) Private Limited.

Insurance

We maintain insurance policies that we believe are customary for companies operating in our industry. Our principal types of coverage include professional indemnity insurance, cyber risk protector policy, directors’ and officers’ liability protection insurance, office package insurance, errors and omission insurance, crime insurance and commercial care package insurance.

Human Resources

As of September 30, 2019, we had 4,314 permanent employees. The following table sets forth the function wise split of our employees as of September 30, 2019:

Particulars	Number of Employees
Back office	2,587
Front office	266
Call centre	678
Support functions	272
Information technology	129
Software solutions business	382
Total	4,314

In addition to compensation, that includes both salary and allowances (including performance linked bonuses), we provide our employees other benefits which include insurance coverage, medical reimbursements and annual leave. We also engage contractual employees periodically. As of September 30, 2019, we had 2,136 contractual employees.

Awards

We have received several awards and accolades over the years including:

Calendar Year	Awards
2019	• CIRSL was awarded 'OSCAR' by TATA AIA for outstanding support in DJFM 2019 • CIRSL was awarded 'Best Service Provider' award in 'Mandate Registration and Insurance Repository' category by ICICI Prudential Life Insurance Company Limited at Tatva Annual Meet • SSPL was awarded "20 Most Promising Capital Market Solution Providers – 2019" by CIO Review India • Our Company was awarded "Highly Commended – Harnessing the Power of Technology" at the Adam Smith Awards Asia 2019 • SSPL was awarded for "Digital and Fintech Solutions" at the SME Business Excellence Awards 2019 by Dun & Bradstreet and RBL Bank Limited
2018	• Our Company was awarded 'Special Mention for Use of Digital Media in the Mutual Fund Category' for 'GoCorp' app at the Drivers of Digital Awards 2018 • Our Company was awarded 'Best Application of Technology' for 'myCAMS' app at 4th edition of CX Strategy Summit and Awards • CIRSL was awarded 'Best Service Provider' award in 'Customer Payouts' category by ICICI Prudential Life Insurance Company Limited at Tatva Annual Meet
2017	• Our Company was awarded 'Best use of digital media/platform' in the mutual fund category for 'myCAMS' app at the Drivers of Digital Awards • Our Company was awarded 'Best App' for 'myCAMS' app under finance category at the Global Mobile App Summit and Awards • CIRSL was awarded 'Best Newcomer Award' at Asia Insurance Technology Awards • CIRSL received the Celent Award for CIRSL's iCare services • 20 most promising capital market solution provider
2016	• Our Company was awarded SME Business Excellence Awards in mid-corporate IT and IT-enabled services category by Dun and Bradstreet and RBL Bank Limited • Our Company was awarded 'Best App' for 'myCAMS' app under finance category at the Global Mobile App Summit and Awards
2015	• Our Company was awarded 'Best App' for 'myCAMS' app under finance category at the Global Mobile App Summit and Awards • CIRSL was awarded 'Best Newcomer Award' at Asia Insurance Technology Awards • CIRSL was awarded 'Best Service Provider' award in 'Feet on Street Collections' category by ICICI Prudential Life Insurance Company Limited at Tatva Annual Meet

Properties

Our registered office located at New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai 600 034, Tamil Nadu, India and is owned by us. Our corporate office is located at No.158, Rayala Towers, Tower - I, 5th Floor, Anna Salai, Chennai 600 002, Tamil Nadu, India. Premises on which our corporate office, service centers, back offices and call centers are located are either owned by us, or are held either on a leasehold or under a leave and license basis.

Corporate Social Responsibility

We have adopted a Corporate Social Responsibility ("**CSR**") policy in compliance with the requirements of the Companies Act 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 notified by the Central Government. Our CSR initiatives are aimed towards educational and vocational training for economically weaker students, physically and mentally ill students, providing personal safety education, providing training for small scale entrepreneurs, healthcare services, providing assistance to orphanages and old age homes, social welfare projects that involve areas of water conservation and protection of the environment for rural people and investor protection, awareness and education programme and sports.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to us. The information detailed in this section has been obtained from publications available in the public domain. The regulations and their descriptions set out below may not be exhaustive and are only intended to provide general information to the Bidders and are neither designed nor intended to substitute for professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions.

We are in the business of providing technology-driven financial infrastructure services to asset management companies, alternative investment funds, other types of funds, insurance companies and banks and non-banking finance companies. Under the provisions of various central government and state government statutes and legislations, we are required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For information regarding regulatory approvals obtained by us, see *"Government and Other Approvals"* on page 229.

The following is an overview of some of the important laws and regulations, which are relevant to our business.

Key regulations, circulars, policies, guidelines and acts applicable to our Company and Subsidiaries

Securities and Exchange Board of India (Intermediaries) Regulations, 2008 ("SEBI Intermediaries Regulations")

The SEBI introduced the SEBI Intermediaries Regulations in order to regulate the activities of intermediaries in the financial markets such as registrars to an issue, participants, asset management companies, clearing member of a clearing corporation or clearing house, foreign portfolio investors and trading members of a derivative segment or currency derivatives segment of a stock exchange. In order to act as an intermediary, a person is required to apply to the SEBI for the grant of a certificate to act as an intermediary, as per the SEBI Intermediaries Regulations. The SEBI grants a certificate in the form specified in the relevant regulations on satisfaction of the eligibility of the applicant. A person may carry on the activities of one or more intermediaries only if it obtains a separate certificate to carry on each such activity.

Intermediaries are required to provide the SEBI with a certificate on April 1 of each year certifying, *inter alia*, compliance with obligations, responsibilities and fulfilment of eligibility criteria on a continuous basis. Further, they are required to redress investor grievances within 45 days of receipt thereof or within the time specified by the SEBI, when called upon by the SEBI.

An intermediary and its directors, officers, employees and key management personnel are required to abide by the code of conduct specified in the SEBI Intermediaries Regulations, under which they are required to, *inter alia*, ensure investor protection, promptly disburse dividends on behalf their clients, avoid conflict of interest and ensure that good corporate policies and corporate governance policies are in place.

SEBI may appoint inspecting authorities to undertake inspection of the books of accounts, records and documents of an intermediary for any purpose. In case of default, the SEBI may take actions including but not limited to, suspension of certificate of registration for a specified period, cancellation of registration, warning the intermediary, prohibit taking up any new assignment or contract or launch a new scheme for a specified period, and debarring a branch or an office from carrying out activities for a specified period.

Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 ("SEBI RTA Regulations")

The SEBI introduced the SEBI RTA Regulations in order to regulate the activities of a registrar to an issue or a share transfer agent ("**RTA**"). In order to carry out its business as a RTA, a person is required to apply to the SEBI for the grant of a certificate of registration, as per the SEBI RTA Regulations. This application may be under Category I (*to carry on the activities as a registrar to an issue and share transfer* agent) or Category II (*to carry on the activity either as a registrar to an issue or as a share transfer agent*). Prior to issuing a certificate of registration, SEBI takes into account certain matters relevant to activities as a RTA, such as, *inter alia*, necessary infrastructure, past experience, capital adequacy requirements and fulfilment of the fit and proper criteria. Under Category I and Category II, the networth of the applicant shall be ₹5 million and ₹2.5 million, respectively.

RTAs are required to abide by the code of conduct specified in the RTA Regulations, which requires them, *inter alia*, to maintain high standards of integrity in the conduct of their business, endeavour to ensure that inquiries and grievances from investors are dealt with without any delays, avoid conflict of interest, intimate any change in registration status or any penal actions taken by the SEBI promptly to clients, develop its own internal code of conduct for governing its internal operations and lay down standards of appropriate conduct for its employees and officers in carrying out their duties as a RTA.

Every RTA is required to appoint a compliance officer who shall be responsible for monitoring the compliance of the SEBI Act, rules and regulations, notifications, guidelines, instructions etc. issued by the SEBI or the GoI and for redressal of investors' grievances. Further, the SEBI may undertake inspection of book of accounts, other records and documents of the RTA to protect the interests of securities market and the investors. Non-compliance or contravention of the provisions under the SEBI RTA Regulations by a RTA may result in actions and penalties as prescribed under the SEBI Intermediaries Regulations.

Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ("SEBI Depositories Regulations")

The SEBI introduced the SEBI Depositories Regulations in order to regulate the activities of a depository participant. A person who proposes to act as a depository/ depository participant is required to obtain a certificate of registration from SEBI. Depository participants registered under the SEBI Depositories Regulations shall be deemed to have been granted a certificate of registration under the SEBI Depositories Regulations, 1996, provided that such registration was granted prior to the commencement of the SEBI (Change in conditions of registration of certain intermediaries) (Amendment) Regulations, 2016.

Application for registration as a depository participant is required to be made to the SEBI through the depository in which the applicant proposes to act as a depository participant, as per the SEBI Depositories Regulations. While granting certificate of registration as a depository participant, the SEBI takes into account, *inter alia*, that which category of persons the applicant belongs to, such as public financial institution, institutions engaged in providing financial services etc., whether it is a fit and proper person. The grant of certificate of registration as a depository participant is subject to certain requirements, *inter alia*, the depository through which application has been forwarded holds a certificate of commencement of business, prior approval of the SEBI for continuing to act after a proposed change in control (as defined in the SEBI Depositories Regulations) and for immediate intimation to the SEBI of details of changes that have taken place in the information submitted while seeking registration.

Depository participants are required to abide by the code of conduct as specified in the SEBI Depositories Regulations, which mandates, *inter alia*, protecting the interests of investors, maintaining high standards of integrity, and endeavouring to resolve all complaints against such depository particpant or in respect of activities carried out by it within one month of receipt. The depository participants are also required to institute an adequate disaster recovery plan and procedures.

Depository participants are required to appoint a compliance officer who is responsible for monitoring compliance of the SEBI Act, rules and regulations, notifications, guidelines, instructions etc. issued thereunder and for the redressal of investors' grievances. Further, the SEBI may undertake inspection of the books of account, records, documents and infrastructure systems and procedures, or to investigate the affairs of a depository or a depository participant to ensure interest of investors or the securities market. If a depository participant contravenes any provisions of the SEBI Depositories Regulations then such depository participant shall be penalised in the manner provided in the SEBI Intermediaries Regulations.

SEBI {KYC (Know Your Client) Registration Agency} Regulations, 2011 ("SEBI KRA Regulations")

The SEBI introduced the SEBI KRA Regulations in order to regulate the activities of persons involved in the procedure for identifying and verifying the proof of address, proof of identity and compliance with the rules, regulations, guidelines and circulars issued by the SEBI or any other authority for prevention of money laundering, from time to time. A person in order to act as a KYC Registration Agency ("**KRA"**) is required to apply to the SEBI for the grant of certificate of registration as a KRA, as per the SEBI KRA Regulations. The SEBI shall consider applicants who are fit and proper persons as per the SEBI Intermediaries Regulations, and belonging to the following categories:

a. a wholly owned subsidiary of a recognised stock exchange, having nation-wide network of trading terminals, registered with the SEBI;
b. a wholly owned subsidiary of a depository or any other intermediary registered with the SEBI; and
c. a wholly owned subsidiary of a self regulatory organisation registered under the SEBI (Self Regulatory Organization) Regulations, 2004.

The applicant is required to have a net worth of at least ₹250 million on a continuous basis. The SEBI grants the certificate of registration on satisfaction of the eligibility of the applicant. While seeking registration, the KRA is required to immediately intimate the SEBI, of details of any changes that have taken place in the information that was submitted.

KRAs are required to abide by the code of conduct specified in the SEBI KRA Regulations, which specify, *inter alia*, maintaining high standards of integrity, not indulging in unfair competition and ensuring that grievances of clients are addressed in a timely and appropriate manner.

The functions and obligations of a KRA under the SEBI KRA Regulations include, *inter alia*, preparation of the operating instructions with other KRAs and issuing the same to implement the requirements of the SEBI KRA Regulations; storage, safeguarding and retrieval of KYC documents; and ensuring integrity and maintenance of automatic data processing systems for electronic records at all times. If a KRA contravenes any provisions of the SEBI KRA Regulations then such depository participant shall be penalised in the manner provided in the SEBI Intermediaries Regulations.

SEBI circular - Enhanced monitoring of Qualified Registrars to an Issue and Share Transfer Agents ("QRTAs") dated August 10, 2018 ("SEBI Enhanced Monitoring of QRTAs Circular")

Under the SEBI Enhanced Monitoring of QRTAs Circular, QRTAs (*RTAs servicing more than 20 million folios*) are required to formulate and implement a comprehensive policy framework, as approved by the board of directors of the QRTAs. Compliance report of enhanced norms is required to be submitted to the SEBI within 60 days of expiry of each calendar quarter. The policy framework shall include, *inter alia*:

a. risk management policy, which shall contain, *inter alia*, integrated view of risks to the QRTAs, list of all relevant risks such as cyber security and operational risks and responsibilities and accountability for risk decisions;
b. business continuity plan with a center situated at an off-site location, which is capable to take over operations without disruption, in case of any service failure at the primary processing centre;
c. where records are kept electronically by the QRTAs, integrity of automatic data processing systems is required to be maintained at all times;
d. wind-down plan, which is a plan of action employed, for transfer of entire QRTA operations to an alternative RTA/ QRTA, that would take over operations in scenarios such as erosion of net-worth of the QRTA;
e. data access and data protection policy, laying appropriate protocols and controls for its activities and for entities who wish to connect with database of QRTAs electronically;
f. minimum standards, protocols and procedures for smooth functioning shall be laid down by QRTAs and all database, servers and data storage shall be located in India;
g. responsibilities of the board of directors – board of directors of QRTAs shall seek reports on incidents which impact investor protection;
h. service standards – QRTAs shall maintain investor service centers and shall have the requisite online capabilities to resolve investor queries;
i. scalable infrastructure – board of directors of the QRTAs are required to approve a policy framework for upgradation of infrastructure and technology from time to time; and
j. insurance against risks – QRTAs are required to take adequate insurance for omissions and commissions, frauds by employees to protect the interest of the investors.

SEBI circular – Cyber Security and Cyber Resilience framework for Registrars to an Issue / Share Transfer Agents dated September 8, 2017 ("SEBI Cyber Security Circular")

The provisions of the SEBI Cyber Security Circular are applicable only to QRTAs who are required to formulate a comprehensive cyber security and cyber resilience policy document encompassing the framework under the SEBI Cyber Security Circular. Such policy document is required to be reviewed by the board of directors of the QRTAs annually. Further, the board of directors of the QRTAs are required to constitute a technology committee comprising experts proficient in technology, and such committee shall review the implementation of such policy on a quarterly basis. QRTAs are further required to designate a senior official as chief information security officer to, *inter alia*, assess, identify and reduce cyber security risks and implement processes as per such policy.

The policy document should encompass principles prescribed by National Critical Information Infrastructure Protection Centre of National Technical Research Organisation in the report titled '*Guidelines for Protection of National Critical Information Infrastructure*'.

The cyber security and cyber resilience policy should include processes to, *inter alia*:

a. identify critical IT assets and risks associated with such assets;
b. protect assets by deploying suitable controls, tools and measures;
c. detect incidents, anomalies and attacks through appropriate monitoring tools/ processes;
d. respond by taking immediate steps after identification of the incident, anomaly or attack; and
e. recover from incident through incident management, disaster recovery and business continuity framework.

Further, QRTAs should conduct periodic training programs on cyber security for its employees and outsourced staff, vendors etc. and conduct an annual independent audit of its systems for compliance. Such report of independent auditor shall be submitted to the SEBI within three months of the end of the financial year, along with comments of the board of directors of the QRTAs.

SEBI circular - Cyber Security & Cyber Resilience framework for Qualified Registrars to an Issue / Share Transfer Agents dated October 15, 2019 ("SEBI Cyber Security Circular II")

The SEBI Cyber Security Circular prescribed the framework for cyber security and cyber resilience for QRTAs. The SEBI Cyber Security Circular II, issued certain guidelines for submission of report/ information such as the format for submitting the report and mode of submission of reports, along with the relevant timelines.

SEBI circular - Cyber Security & Cyber Resilience framework for KYC Registration Agencies dated October 15, 2019 ("SEBI Cyber Security KYC Circular")

The SEBI Cyber Security KYC Circular prescribes the framework on cyber security and cyber resilience for KRAs. Under this, KRAs have been directed to take necessary steps to put in place systems for implementation of the SEBI Cyber Security KYC Circular by January 1, 2020. KRAs are required to formulate a comprehensive cyber security and cyber resilience policy document encompassing the framework. The policy document should be approved by the board of directors of KRAs, and in case of deviations from the suggested framework, reasons for such deviations should also be provided in the policy document. The policy document should be reviewed by the board of KRAs atleast annually with the view to strengthen and improve its cyber security and cyber resilience framework. The cyber security and cyber resilience policy should include processes such as identification of critical IT assets, protect assets, detect incidents, respond by taking immediate steps and recover from incidents.

KRAs shall arrange to have its systems audited on an annual basis by an CERT-IN empanelled auditor, an independent DISA (ICAI) Qualification, CISA (Certified Information System Auditor) from ISACA, CISM (Certified Information Securities Manager) from ISACA, CISSP (Certified Information Systems Security Professional) from International Information Systems Security Certification Consortium (commonly known as (ISC)2), to check compliance and shall submit the report to SEBI along with the comments of the Board of KRAs within three months of the end of the financial year.

SEBI circular – Review of Regulatory Compliance and Periodic Reporting dated July 5, 2012 ("SEBI Regulatory Compliance Circular")

Under the SEBI Regulatory Compliance Circular, the quarterly report to be furnished by the RTAS, in terms of SEBI Circular No. RRTI Circular No. 1 (94-95) dated October 11, 1994 (Instructions to Registrars to Issue/ Share Transfer Agents) and MIRSD/DPS-2/RTA/Cir-17/2008 dated May 6, 2008 (Reporting of information on a quarterly basis - Registrars to Issue and Share Transfer Agents) (the "**SEBI Quarterly Reporting Circular**"), have been revised. The board of directors of the RTAs are required to review the reports and record their observation on (i) the deficiencies and non-compliances, and (ii) corrective measures initiated to avoid such instances in future. The compliance officer of the RTAs shall send the report in the revised format to the SEBI on half yearly basis within three months of the expiry of the half year.

SEBI circular – Periodical report – Grant of prior approval to registrars to an issue and share transfer agents dated June 17, 2011 ("SEBI Periodical Report Circular")

In light of the amendment to the SEBI RTA Regulations vide notification dated April 19, 2011, the requirement of taking prior approval by the RTAs from the SEBI for change in status or constitution was dispensed with. Accordingly, under the SEBI Periodical Report Circular, RTAs are required to report the following changes to the SEBI in quarterly reports:

a. amalgamation, demerger, consolidation or any other kind of corporate restructuring, as per the Companies Act;
b. change in director, including managing director/ whole-time director; and
c. change in shareholding not resulting in change of control.

Further, if there is no change during the relevant quarter, the same is required to be indicated in the report.

IRDAI (Outsourcing of Activities by Indian Insurers) Regulations, 2017 ("IRDAI Outsourcing Regulations")

On April 20, 2017, the IRDAI issued the IRDAI Outsourcing Regulations, which supersede the guidelines previously issued on February 1, 2011. Under the IRDAI Outsourcing Regulations:

a. Core functions of insurers have been prescribed, which are prohibited from being outsourced. These include investment functions, product designing, actuarial functions and policyholder-grievance redressal;
b. The board of directors of an insurer is required to approve and put in place an outsourcing policy, constitute a committee of key management persons (including chief risk officer, chief financial officer and chief of operations), which is responsible for implementation of the outsourcing policy;
c. Outsourcing arrangements are to be governed by legally binding agreements for a specified period, which shall describe all important aspects of the arranegemnt; and
d. Outsourcing with related parties or group entities of insurers/ insurance intermediaries are to be avoided.

Revised Guidelines on Insurance Repositories and electronic issuance of Insurance policies dated May 29, 2015 issued by IRDAI ("Revised Guidelines on Insurance Repositories")

Where an insurer issues and maintains e-insurance policies, such insurer is required to mandatorily do so by utilizing the services of an insurance repository (as defined in the Revised Guidelines on Insurance Repositories). Further, every insurer who wishes to issue e-insurance policies is required to enter into service level agreements with one or more insurance repositories. Such agreement is required to provide the scope of services to be covered by the insurance repository.

While granting a certificate of registration as an insurance repository, the IRDAI shall only consider applicants belonging to the categories set out below:

a. a public limited company registered under the Companies Act with a minimum share capital of ₹0.50 million;
b. a public financial institution as defined in Section 4A of the Companies Act;
c. a wholly owned subsidiary of an existing depository registered with the SEBI under the Depositories Act;
d. a company fully promoted by either life insurance council or general insurance council or by both together or jointly with any of the above;
e. a strategic business unit of the eligible institutions listed above;
f. applicants above shall have the words "insurance repository" in its name to reflect the line of activity it shall undertake; and
g. any other institution as may be permitted by the IRDAI.

Other eligibility norms to set up an insurance repository include, *inter alia*, (i) that the net worth of the applicant, on grant of in-principle approval by the IRDAI, shall be at least ₹25 million; (ii) there should be no foreign direct investment, and (iii) the applicant or its promoters shall have no conflict of interest with insurance business at the time of the registration, and at all times thereafter.

The IRDAI grants an in-principle approval to the applicant on consideration of the application. Subsequently, the applicant is required to submit a written affidavit in support of, *inter alia*, establishment of adequate procedures to ensure that its records are protected against loss or destruction, and having a mechanism in place to ensure interests of persons buying insurance policies are adequately protected. The IRDAI, post a physical verification of the infrastructure facilities and systems established by the insurance repository, grants a certificate of registration.

Such certificate of registration is subject to, *inter alia*, prior approval of the IRDAI for any transfer of shares exceeding 5% of the paid-up capital in the applicant company, and the insurance repository engaging only in activities specified in the Revised Guidelines on Insurance Repositories. Application for renewal of the certificate is required to be made 60 days prior to expiry of the certificate of registration confirming, *inter alia*¸ continued fulfilment of eligibility criteria required for registration.

Review of operations of the insurance repository is required to be carried out annually by an external audit firm approved by the IRDAI. Further, the chief executive officer of the insurance repository shall be appointed/ reappointed with prior approval of the IRDAI. The insurance repository shall also appoint a compliance officer who shall be responsible for monitoring compliance of the IRDAI Act, regulations, guidelines etc. issued by the IRDAI or the GoI and for redressal of policy holder's grievances.

Master Direction – NBFC – Account Aggregator (Reserve Bank) Directions, 2016 ("Account Aggregator Master Directions")

A company seeking registration as a NBFC – account aggregator (as defined in the Account Aggregator Master Directions) is required to make an application for registration to the RBI. The RBI, while considering the application for registration considers conditions such as, *inter alia*, the company having adequate capital structure to undertake the business of an account aggregator, the promoters of the company being fit and proper, and the company not having a leverage ratio of more than seven.

The RBI on satisfaction of the conditions grants an in-principle approval for registering as an account aggregator. The in-principle approval is valid for a period of twelve months from the date of grant. Within the twelve months period, the company is required to put in place the technology platform and the RBI after being satisfied that the company is ready to commence operations, may grant a certificate of registration as an NBFC – account aggregator.

An account aggregator's duties and responsibilities under the Account Aggregator Master Directions include, *inter alia*, ensuring appropriate mechanisms for proper customer identification, and not undertaking any other business other than the business of account aggregator. An account aggregator is required to have in place a policy approved by the RBI for handling/ disposal of customer grievances/ complaints. Further, an account aggregator is required to constitute an audit committee, nomination committee and risk management committee, as per the Account Aggregator Master Directions.

Prior approval of RBI is required for any takeover or acquisition of control which may or may not result in change of management, for any change in shareholding which would result in acquisition/transfer of shareholding of 26% or more of paid-up equity capital, any change in management which would result in change in 30% or more of directors (excluding independent directors) and any change in shareholding which would give the acquirer a right to nominate a director to the board of directors.

New Telecom Policy, 1999, modified by the Department of Telecommunications, GoI on August 5, 2016 ("New Telecom Policy")

Under the New Telecom Policy, for applications such as tele-banking, tele-education, tele-trading, and e-commerce, other service providers will be allowed to operate using infrastructure provided by various access providers. No license fee is charged but registration for specific services being offered is required. These service providers do not infringe on the jurisdiction of other access providers and do not provide switched telephony.

The Telecom Regulatory Authority of India has the power to issue directions to service providers and to adjudicate all disputes between the GoI (in its role as service provider) and any other service provider.

Electronic Clearing Service (Debit) Procedural Guidelines ("ECS Debit Guidelines"), and Electronic Clearing Service (Credit) Procedural Guidelines (together with the ECS Debit Guidelines, referred to as the "ECS Guidelines") issued by the RBI in June 2015

The objective of the ECS Guidelines is to provide an alternative method for effecting payment transactions in respect of the utility-bill-payments such as telephone bills, electricity bills, insurance premium, card payments and loan repayments, etc., which would obviate the need for issuing and handling paper instruments and thereby facilitate improved customer service by banks/ companies/ corporations/ government department, etc., collecting/ receiving the payments, improve payment efficiency.

Prevention of Money Laundering Act, 2002 ("PMLA")

The PMLA seeks to prevent money laundering and to provide for confiscation of property derived from, or involved in money laundering, and for incidental matters connected therewith. Section 12 of the PMLA casts certain obligations on reporting entities, *inter alia*, maintaining a record of all transactions in such manner as to enable it to reconstruct individual transactions, maintaining a record of documents evidencing identity of its clients and beneficial owners as well as account files and business correspondence relating to its clients, in a confidential manner. Commission of any offence, as specified in the Part A and Part C of the schedule of the PMLA will attract the provisions of PMLA.

Master Circular dated October 15, 2019 – Guidelines on Anti-Money Laundering (AML) Standards and Combating the Financing of Terrorism (CFT) /Obligations of Securities Market Intermediaries under the Prevention of Money Laundering Act, 2002 and Rules framed thereunder ("AML Guidelines")

The AML Guidelines are applicable to all intermediaries registered with SEBI under Section 12 of the SEBI Act. Pursuant to amendments made to the PMLA and rules made thereunder, updated guidelines in the context of recommendations made by the Financial Action Task force ("**FATF**") on anti-money laundering standards are enclosed in the AML Guidelines.

The AML Guidelines have been divided into two parts; the first part is an overview on the background and essential principles that concern combating money laundering and terrorist financing. The second part provides a detailed account of the procedures and obligations to be followed by all registered intermediaries to ensure compliance with anti-money laundering/ combating financing of terrorism directives. The AML Guidelines shall also apply to registered intermediaries' branches and subsidiaries located abroad, especially, in countries which do not or insufficiently apply the FATF recommendations, to the extent local laws and regulations permit. When local applicable laws and regulations prohibit implementation of these requirements, the same shall be brought to the notice of SEBI.

Pension Fund Regulatory and Development Authority (Point Of Presence) Regulations, 2018 ("PFRDA (POP) Regulations")

The PFRDA (POP) Regulations aim at encouraging an independent, strong and effective distribution channel for National Pension System and other schemes regulated and administered under the provisions of the Pension Fund Regulatory and Development Authority Act, 2013 and ensuring that market practices of the points of presence towards provision of old age income security are fair, efficient and transparent for the promotion and protection of interest of the subscribers. Under the PFRDA (POP) Regulations, where the point of presence proposes to change its status or constitution, it shall obtain prior approval of the Pension Fund and Regulatory and Development Authority for continuing to act as a point of presence after such change in its status or constitution.

FOREIGN EXCHANGE LAWS

The foreign investment in our Company is governed by, *inter alia*, the FEMA, as amended, the FEMA Non-Debt Instruments Rules, the Consolidated FDI Policy Circular of 2017 ("**FDI Policy**") effective from August 28, 2017, issued and amended by way of press notes.

In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

RBI has also issued Master Direction on Foreign Investment in India dated January 4, 2018 (updated until March 8, 2019) ("**Master Directions**"). In terms of the Master Directions, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which the eligibility criteria are as prescribed).

The FEMA Non-Debt Instruments Rules was enacted on October 17, 2019 in supersession of the FEMA Regulations 2017, except for things done or omitted to be done before such supersession.

The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively.

With effect from April 1, 2020, the aggregate limit shall be the sectoral caps applicable to Indian company as laid out in paragraph 3(b) of Schedule I of FEMA Non Debt Instrument Rules, with respect to paid-up equity capital on fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

TAX LAWS

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

a. Income Tax Act 1961, the Income Tax Rules, 1962, as amended by the Finance Act in respective years;
b. Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-wise legislations made thereunder;
c. The Integrated Goods and Service Tax Act, 2017;
d. Professional Tax state-wise legislations; and
e. Indian Stamp Act, 1899 and various state-wise legislations made thereunder.

LABOUR LAWS

In addition to the aforementioned material legislations which are applicable to our Company, some of the labour legislations that may be applicable to the operations of our Company include:

a. Contract Labour (Regulation and Abolition) Act, 1970;
b. Employees' State Insurance Act, 1948;
c. Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
d. Payment of Gratuity Act, 1972;
e. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013;
f. Payment of Wages Act, 1936;
g. Minimum Wages Act 1948;
h. Employment Exchanges (Compulsory Notification Of Vacancies) Act, 1959;
i. Payment Of Bonus Act, 1965;
j. Maternity Benefit Act, 1961, as amended; and
k. Tamil Nadu Shops & Establishment Act, 1947, along with other state-wise shops and establishment regulations, and the rules made thereunder

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Computer Age Management Services Private Limited' on May 25, 1988 at Madras, Tamil Nadu as a private limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Tamil Nadu at Chennai ("**RoC**"). Our Company became a deemed public limited company under section 43A of Companies Act, 1956 on April 15, 2000 and the name of our Company was changed to 'Computer Age Management Services Limited'. The certificate of incorporation of our Company was endorsed by the RoC to that effect. Our Company became a private limited company, pursuant to Section 43A(2A) of Companies Act, 1956 with effect from March 29, 2001 and the name of our Company was changed back to 'Computer Age Management Services Private Limited'. The certificate of incorporation of our Company was again endorsed by the RoC to that effect. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at the EGM held on September 9, 2019 and the name of our Company was changed to 'Computer Age Management Services Limited'. Consequently, a fresh certificate of incorporation was issued by the RoC on September 27, 2019.

Changes in the Registered Office

Except as disclosed below, there has been no change in registered office of our Company since the date of incorporation.

Date of change of Registered Office	Details of change in the Registered Office	Reasons for change in the Registered Office
April 1, 2008	From A. & B, Lakshmi Bhawan, 609 Anna Salai, Chennai 600 006, Tamil Nadu, India to New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai 600 034, Tamil Nadu, India	Shifted from a rented premise to an owned premise

Main objects of our Company

The main objects contained in our MoA are as follows:

1. *To carry on business as consultants in computer technology applied or applicable in industrial, commercial and governmental and other activities, including administrative, educational and all other types of short or long-term planning*

2. *To carry on business of advisors on problems relating to the administration and organization of industry, business and personnel and in that connection the selection and training of personnel therefor and to advise upon the means and methods for extending, developing and improving business or industries and systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services and provide data processing techniques for systems and programming work and to buy, sell, hire, exchange, let on hire, lease, import, use, operate, convert, alter and in any manner considered expedient to deal in such software systems in connection with the activities aforesaid.*

3. *To carry on consultancy activities of all kinds in different kind of human endeavour such as Management, Development, Taxation, Costing, Secretarial, Financial, Accounting, Law, Engineering, Designing, Printing and Decoration, Technology, Architecture and to carry on business and management consultancy, financial consultancy, investment consultancy advisory services, custodial services, depository services, fund and asset management services, venture capital services, trusteeship services, corporate advisory services, third party administration services and business, technology and knowledge process outsourcing in any field (including but not limited to legal, medical, financial and insurance fields).*

4. *To offer all such services as are normally offered by a Computer Centre including hiring out computer, data processing, and manufacture, develop, export software for Computers and other cognate services*

5. *To Manufacture electronic equipments, computer equipments, electrical appliances and do business of electrical engineers, electricians, engineers, contractors, suppliers of and dealers in electrical and electronic equipments and other appliances, cable wire lines, battery cells of all types, storage battery and batteries of all types, wrist watches, air-conditioning apparatus and appliances in all or any their details and branches and processes.*

6. *To act as Merchant Bankers, registrars to Issues, Shares and Securities Transfer Agents, Underwriters to issues, Lead managers, Co-Managers to Issues, Advisors/Consultants to Issues, Portfolio Managers, Brokers to Issues, Custodial Services, and Depository and Depository Participant Services for Mutual funds, Bonds, Shares, Commodities and other Financial Instruments and Fund Accounting for Mutual Funds, Pension Funds, Provident Funds, Portfolio Management Services and other collective Investment Vehicles, Cash Management (Collection/ Disbursement) Services for Mutual Funds.*

7. *To carry on in training activities of all kinds, in all fields of human endeavour, such as computers, Hardware, Software and other related fields management, development, taxation, costing, secretarial, financial, accounting, law,*

engineering, designing, printing and decoration, technology and architecture and to conduct and organise seminars, speeches, discussion and other activities related to the training activities.

8. *To carry on in India and anywhere else in the world the business of vendors and service providers, providers of back office and support services of all kinds, registrars and security transfer agents to funds of all kinds (including, but not limited to pension funds, commodity funds, insurance funds, venture capital funds and reality funds), to the trustees, directors, beneficiaries and contributors of such funds and to the insurance industry (including, but not limited to, general insurance, marine, fire, life, accident, burglary, workmen's compensation, motor, securities, finance, indemnities and any other insurance.)*

9. *To carry on business as share and stock brokers, brokers, sub-brokers, dealers, agents, market makers, book runners and as all other intermediaries for dealing in and/or for the sale and purchase of securities (including but not limited to equities, mutual funds, exchange traded funds, debt instruments, bonds, depository receipts, treasury bills, securities of State & Central government/ semi government/ local authorities/ corporations/ co-operatives societies, derivatives, futures and options) currencies (including but not limited to foreign exchange), commodities, futures and options, derivatives and all types of financial products and derivative products; to acquire and hold one or more memberships/ dealership in stock exchanges, securities exchanges, hold one or more memberships/ dealership in stock exchanges, security exchanges, OTC exchanges, commodity and currency exchanges and any other recognized exchanges with trading, clearing and settlement privileges and to participate in clearing and settlement houses; to facilitate the conduct of the above business and to perform all related, incidental, ancillary and allied services; to receive, mobilize, pool and manage the funds of any financial institutions, corporates, individuals and other entities; to carry on all or any of the aforesaid businesses/activities within India or any part of the World.*

10. *To establish, manage and offer payment gateway services and all other services including but not limited to collection, clearing payment and settlement of funds (whether under relevant Payment and Settlements Act of India or otherwise) to various participants and entities (including but not limited to investors, mutual funds, distributors, asset management companies and all kinds of intermediaries whatsoever) in India or in any part of the World.*

The main objects as contained in our MoA enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

Amendments to the MoA

Set out below are the amendments to our MoA in the last 10 years:

Date of Shareholders' resolution/ Effective date	Particulars
January 13, 2010	Clause 3 of the MoA was amended to reflect the following change in the objects: 1. Amendment to sub-clause 3 of clause 3(A) of the MoA: "*3. To carry on consultancy activities of all kinds in different kind of human endeavour such as Management, Development, Taxation, Costing, Secretarial, Financial, Accounting, Law, Engineering, Designing, Printing and Decoration, Technology, Architecture and to carry on business and management consultancy, financial consultancy, investment consultancy advisory services, custodial services, depository services, fund and asset management services, venture capital services, trusteeship services, corporate advisory services, third party administration services and business, technology and knowledge process outsourcing in any field (including but not limited to legal, medical, financial and insurance fields).*" 2. Addition of following objects to clause 3(A) of the MoA: "*9. To carry on business as share and stock brokers, brokers, sub-brokers, dealers, agents, market makers, book runners and as all other intermediaries for dealing in and/or for the sale and purchase of securities (including but not limited to equities, mutual funds, exchange traded funds, debt instruments, bonds, depository receipts, treasury bills, securities of State & Central government/ semi government/ local authorities/ corporations/ co-operatives societies, derivatives, futures and options) currencies (including but not limited to foreign exchange), commodities, futures and options, derivatives and all types of financial products and derivative products; to acquire and hold one or more memberships/ dealership in stock exchanges, securities exchanges, hold one or more memberships/ dealership in stock exchanges, security exchanges, OTC exchanges, commodity and currency exchanges and any other recognized exchanges with trading, clearing and settlement privileges and to participate in clearing and settlement houses; to facilitate the conduct of the above business and to perform all related, incidental, ancillary and allied services; to receive, mobilize, pool and manage the funds of any financial institutions, corporates, individuals and other entities; to carry on all or any of the aforesaid businesses/activities within India or any part of the World.*" "*10. To establish, manage and offer payment gateway services and all other services including but not limited to collection, clearing payment and settlement of funds (whether under relevant Payment and Settlements Act of India or otherwise) to various participants and entities (including but not limited to investors, mutual funds, distributors, asset management companies and all kinds of intermediaries whatsoever) in India or in any part of the World.*" 3. Addition of following objects to clause 3(C) of the MoA: "*12. To offer, engage, facilitate and provide services as financial intermediaries and to act as agents, brokers and sub-brokers, and as any other intermediary for distribution of all kinds of financial and insurance products.*"

Date of Shareholders' resolution/ Effective date	Particulars
May 14, 2010	Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company from ₹125,000,000 divided into 12,500,000 Equity Shares of ₹10 each to ₹500,000,000 divided into 50,000,000 Equity Shares of ₹10 each.
March 28, 2019	Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company from ₹500,000,000 divided into 50,000,000 Equity Shares of ₹10 each to ₹502,500,000 divided into 50,250,000 Equity Shares of ₹10 each.

Major events and milestones of our Company

Calendar year	Event
2019	• Our Company was converted into a public limited Company and received a fresh certificate of incorporation from the RoC on September 27, 2019; and • Great Terrain acquired 6.03% stake in our Company
2018	Great Terrain acquired 37.50% stake in our Company
2016	CFISPL was incorporated on September 26, 2016
2013	• CIRSL was issued a certificate of registration dated July 31, 2013 by IRDAI to carry on the business as an insurance repository; and • Our Company acquired 100% stake in SSPL, which provides technology support to our Company
2012	• CISPL was incorporated on February 13, 2012; and • CISPL was issued a certificate of registration dated June 29, 2012 to carry on the business as a KRA.
2011	• CIRSL was incorporated on May 12, 2011; and • CIRSL had received in-principle approval of IRDAI to carry on business as an insurance repository
2007	Our Company was issued a certificate of registration dated January 31, 2007 by SEBI to act as a depository participant for CDSL
2006	Our Company was issued a certificate of registration dated June 1, 2006 by SEBI to act as a depository participant for NSDL
1995	The certificate of registration was issued to our Company was upgraded and a fresh certificate of registration as Registrar to an Issue and Share Transfer Agent under category I, dated July 22, 1995, was issued by SEBI to our Company
1993	Our Company was issued a certificate of registration as a Registrar to an Issue under category II, dated December 24, 1993 by SEBI
1988	Our Company was incorporated as Computer Age Management Services Private Limited and received a certificate of incorporation from the RoC on May 25, 1988

Awards, accreditations and recognitions received by our Company and Subsidiaries

Calendar Year	Awards
2019	• CIRSL was awarded 'OSCAR' by TATA AIA for outstanding support in DJFM 2019 • CIRSL was awarded 'Best Service Provider' award in 'Mandate Registration and Insurance Repository' category by ICICI Prudential Life Insurance Company Limited at Tatva Annual Meet • SSPL was awarded "20 Most Promising Capital Market Solution Providers – 2019" by CIO Review India • Our Company was awarded "Highly Commended – Harnessing the Power of Technology" at the Adam Smith Awards Asia 2019 • SSPL was awarded for "Digital and Fintech Solutions" at the SME Business Excellence Awards 2019 by Dun & Bradstreet and RBL Bank Limited
2018	• Our Company was awarded 'Special Mention for Use of Digital Media in the Mutual Fund Category' for 'GoCorp' app at the Drivers of Digital Awards 2018 • Our Company was awarded 'Best Application of Technology' for 'myCAMS' app at 4th edition of CX Strategy Summit and Awards • CIRSL was awarded 'Best Service Provider' award in 'Customer Payouts' category by ICICI Prudential Life Insurance Company Limited at Tatva Annual Meet
2017	• Our Company was awarded 'Best use of digital media/platform' in the mutual fund category for 'myCAMS' app at the Drivers of Digital Awards • Our Company was awarded 'Best App' for 'myCAMS' app under finance category at the Global Mobile App Summit and Awards • CIRSL was awarded 'Best Newcomer Award' at Asia Insurance Technology Awards • CIRSL received the Celent Award for CIRSL's iCare services • 20 most promising capital market solution provider
2016	• Our Company was awarded SME Business Excellence Awards in mid-corporate IT and IT-enabled services category by Dun and Bradstreet and RBL Bank Limited • Our Company was awarded 'Best App' for 'myCAMS' app under finance category at the Global Mobile App Summit and Awards
2015	• Our Company was awarded 'Best App' for 'myCAMS' app under finance category at the Global Mobile App Summit and Awards • CIRSL was awarded 'Best Newcomer Award' at Asia Insurance Technology Awards • CIRSL was awarded 'Best Service Provider' award in 'Feet on Street Collections' category by ICICI Prudential Life Insurance Company Limited at Tatva Annual Meet

Time and cost over-runs

Our Company and Subsidiaries have not implemented any projects and have, therefore, not experienced any time or cost overruns in relation thereto.

Defaults or re-scheduling of borrowings

There have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Lock-out and strikes

As on the date of this Draft Red Herring Prospectus, there have been no lock-outs or strikes at any time in our Company or Subsidiaries.

Accumulated Profits or Losses

There are no accumulated profits and losses of any Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

Significant financial and strategic partners

As of the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Details of guarantees given to third parties by our promoter

Our Promoter has not given any guarantees to third parties.

Launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "*Our Business*" on page 95.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years

Except as disclosed below, our Company has not acquired any business/ undertakings, and has not undertaken any mergers, amalgamations or any revaluation of assets, in the last ten years.

Acquisition of SSPL pursuant to share purchase agreements dated December 16, 2013 entered between (i) our Company, SSPL and V. Shankar ("SSPL SPA 1"); (ii) our Company, SSPL and Aditya Shankar ("SSPL SPA 2"); and (iii) our Company, SSPL and Vijayasudha ("SSPL SPA 3", together with SPA 1 and SPA 2, "SSPL SPA")

Our Company agreed to purchase, 275,316 equity shares of SSPL for an aggregate consideration of ₹730 million pursuant to the SSPL SPA 1,157,127 equity shares of SSPL for a consideration of ₹420 million pursuant to SSL SPA 2 and 77,018 equity shares of SSPL for a consideration of ₹200 million pursuant to SSPL SPA 3. As a result, our Company acquired 509,461 equity shares of SSPL which amounted to 100% of the equity share capital of SSPL.

Acquisition of CIRSL pursuant to share purchase agreement dated April 8, 2014 entered between our Company and Acsys ("CIRSL SPA 1") and share purchase agreement dated May 24, 2019 entered between our Company and Acsys ("CIRSL SPA 2, together with CIRSL SPA 1, the "CIRSL SPA")

Our Company agreed to purchase 999,000 equity shares of CIRSL, aggregating to 22% of the issued and paid-up equity share capital of CIRSL for a consideration of ₹69.41 million pursuant to CIRSL SPA 1. CIRSL SPA 1 was subject to receipt of approval from IRDAI as it would result in change in shareholding pattern of CIRSL. The IRDAI approval was received on March 25, 2014.

Further, our Company agreed to purchase 953,920 equity shares of CIRSL aggregating to 21% of the issued and paid-up equity share capital of CIRSL for a consideration of ₹140.90 pursuant to CIRSL SPA 2. CIRSL SPA 2 was subject to receipt of approval from IRDAI as it would result in change in shareholding pattern of CIRSL. The IRDAI approval was received on May 3, 2019.

As a result, our Company acquired 100% of the equity share capital of CIRSL.

Holding Company

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries

As of the date of this Draft Red Herring Prospectus, our Company has five subsidiaries.

1. CIRSL

   Corporate Information

   CIRSL was originally incorporated as CAMS Repository Services Limited on May 12, 2011 as a public limited company under the Companies Act, 1956. The name of CIRSL was changed to CAMS Insurance Repository Services Limited pursuant to which a fresh certificate of incorporation was granted by the RoC on July 15, 2015. The CIN of CIRSL is U74900TN2011PLC080610. The registered office of CIRSL is located at New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai 600 034, Tamil Nadu, India. CIRSL has been granted a certificate of renewal of registration dated July 24, 2018, to act as an insurance repository issued by IRDAI which is valid up to July 31, 2021.

   CIRSL is authorised to, *inter alia*, (i) act as an insurance repository of e-insurance policies issued by insurers, whether life insurers or general insurers, and to undertake their changes, modifications and revisions based on such requests by policyholders; and (ii) implement IRDAI's vision on repository services and other permitted services to insurance companies.

   Capital Structure

   The authorised share capital of CIRSL is ₹45.50 million divided into 4,550,000 equity shares of ₹10 each and the paid-up share capital of CIRSL is ₹45.41 million divided into 4,541,670 equity shares of ₹10 each.

   Shareholding

   Our Company holds 4,541,664 equity shares of face value ₹10 in its own name, one equity share of face value ₹10 is held by CAMS Investor Services Private Limited, a wholly owned subsidiary of the Company and our Company is the beneficial owner of five equity shares of face value ₹10 held by nominees of our Company, aggregating to 100% of the issued and paid-up capital of CIRSL.

2. CISPL

   Corporate Information

   CISPL was incorporated on February 13, 2012 as a private limited company under Companies Act, 1956. The CIN of CISPL is U74900TN2012PTC084447. The registered office of CISPL is located at New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai 600 034, Tamil Nadu, India. CISPL has been granted approval by SEBI to carry on business as a KRA, pursuant to a certificate of registration July 18, 2017 dated which is valid unless suspended or cancelled by SEBI.

   CISPL is authorised to, *inter alia*, act as a KRA and render the service of storing, safeguarding and retrieving KYC documents.

   Capital Structure

   The authorised share capital of CISPL is ₹24.30 million divided into 750,000 equity shares of ₹10 each and 168,000 of 7% redeemable preference shares of ₹100 each and the paid-up share capital of CISPL is ₹7.45 million divided into 745,000 equity shares of ₹10 each.

   Shareholding

   Our Company holds 744,999 equity shares of face value of ₹10 each in its own name and one equity share of face value of ₹10 jointly with N. K. Prasad, aggregating to 100% of the issued and paid-up capital of CISPL.

3. CFISPL

   Corporate Information

   CFISPL was incorporated on September 26, 2016 as a private limited company under Companies Act. The CIN of CFISPL is U74999TN2016PTC112657. The registered office of CFISPL is located at New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai 600 034, Tamil Nadu, India. CFISPL has received an in-principle approval of RBI for carrying on business as an NBFC Account Aggregator ("**NBFC AA**") on May 8, 2018, and is awaiting the final certificate of registration from the RBI.

CFISPL is authorised to, *inter alia*, carry on the business of an account aggregator and undertake the service of retrieving or collecting financial information pertaining to the customer and consolidating, organizing and presenting such information to the customer or any other financial information user.

Capital Structure

The authorised share capital of CFISPL is ₹25 million divided into 2,500,000 equity shares of ₹10 each and the paid-up share capital of CFISPL is ₹25 million divided into 2,500,000 equity shares of ₹10 each.

Shareholding

Our Company holds 2,499,999 equity shares of face value ₹10 each, aggregating to 99.99% of the issued and paid-up capital of CFISPL. One equity share of CFISPL is held by CISPL.

4. SSPL

Corporate Information

SSPL was incorporated on June 4, 2013 as a private limited company under Companies Act, 1956. The CIN of SSPL is U72900TN2013PTC091483. The registered office of SSPL is located at F-79A, Phase II, Spencer Plaza, New No. 172 (Old no. 769), Anna Salai, Chennai 600 002, Tamil Nadu, India.

SSPL is authorised to, *inter alia*, carry on business of offering all such services as are normally offered by a computer center including hiring out computer data processing and to manufacture, develop, export software for computers and computer/ micro-processor controlled devices and other cognate services and also to carry on all kinds of human endeavour such as management development, taxation, financial accounting, costing, secretarial, legal, engineering design, technology and architecture.

Capital Structure

The authorised share capital of SSPL is ₹5.10 million divided into 510,000 equity shares of ₹10 each and the paid-up share capital of SSPL is ₹5.09 million divided into 509,461 equity shares of ₹10 each.

Shareholding

Our Company holds 509,460 equity shares of face value ₹10 each in its own name and one equity share of face value of ₹10 jointly with N. K. Prasad, aggregating to 100% of the issued and paid-up capital of SSPL.

5. SSDG

Corporate Information

SSDG was incorporated on March 13, 2017 as a limited liability company under laws of Germany. The registered office of SSDG is located at Messe Turm 25. OG, Friedrich Ebert – Anlage 49 60308, Frankfurt am Main, Germany. The board of directors of our subsidiary, SSPL, at their meeting held on September 5, 2019 have proposed to formulate a wind down plan including steps to exit from its German operations. Presently, SSDG is continuing its business operations in Germany.

SSDG is authorised to, *inter alia*, engage in the business of providing IT software services and consultancy.

Capital Structure

The statutory share capital of SSDG is 680,000 euros.

Shareholding

Our Company indirectly holds 680,000 equity shares of nominal value one euro each, aggregating to 100% of the issued and paid-up capital of SSDG through SSPL.

Joint Venture

As of the date of this Draft Red Herring Prospectus, our Company has no joint ventures.

Shareholders' agreements and other agreements

Key terms of subsisting shareholders' agreements

Share purchase agreement dated March 7, 2018 entered between Acsys, NSEIL, HDFC, HDFC Bank, Sashi Jagdishan, Ashish Parthasarathy, Philip Mathew and Jimmy Tata as the trustees of HDB Trust (collectively "HDFC Entities"), Great Terrain and our Company ("Share Purchase Agreement")

Pursuant to the Share Purchase Agreement, Great Terrain agreed to purchase 5,193,484 Equity Shares from HDFC Entities (2,485,956 Equity Shares from HDFC, 1,382,972 Equity Shares from HDFC Bank and 1,324,556 Equity Shares from HDB Trust), 3,653,400 Equity Shares from NSEIL and 9,437,116 Equity Shares from Acsys aggregating to 18,284,000 Equity Shares for a purchase consideration aggregating to ₹12,468.04 million.

Share purchase agreement dated March 29, 2019 entered between Acsys, Great Terrain, Faering Capital India Evolving Fund II, Faering Capital India Evolving Fund III and the Company ("Faering Share Purchase Agreement")

Pursuant to the Faering Share Purchase Agreement, Great Terrain agreed to purchase 2,940,000 Equity Shares from Acsys for a purchase consideration of ₹2,110.33 million, Faering Capital India Evolving Fund II agreed to purchase 1,004,652 from Acsys for a purchase consideration of ₹721.13 million, and Faering Capital India Evolving Fund III agreed to purchase 573,748 Equity Shares from Acsys for a purchase consideration of ₹411.83 million.

Shareholders' Agreement dated March 7, 2018 entered between Acsys, NSEIL, HDFC, HDFC Bank, Sashi Jagdishan, Ashish Parthasarathy, Philip Mathew and Jimmy Tata as the trustees of HDB Trust (collectively "HDFC Entities"), Great Terrain and Faering Capital India Evolving Fund II and Faering Capital India Evolving Fund III ("Shareholders Agreement"), as amended by agreement dated November 2, 2018 ("Amendment Agreement") and the waiver cum amendment agreement dated December 31, 2019 ("Waiver cum Amendment Agreement", and together with the Shareholders Agreement and the Amendment Agreement, the "SHA")

Acsys, NSEIL, HDFC Entities and Great Terrain (collectively the "**Significant Shareholders**") have entered into the SHA *inter alia*, recording their rights and obligations with regard to the business relation between them *inter se* to the extent related to our Company. Pursuant to the terms of the SHA, NSEIL and Great Terrain are entitled to nominate three directors each, while Acsys and the HDFC Entities are entitled to nominate one director each to the Board. The Significant Shareholders are entitled to jointly nominate the CEO of our Company. Further, the right to nominate a director to the Board shall fall away if any Significant Shareholder ceases to hold 10% of the Equity Shares and voting rights in our Company. As per the terms of the SHA, the directors have information rights and are entitled to receive from our Company, *inter alia* information in relation financial statements, annual business plan, material litigation, all material events including material adverse changes etc. The Significant Shareholders are also entitled to such inspection rights and information rights as provided to shareholders under applicable law. Our Company is required to obtain prior consent of the Significant Shareholders for matters that are considered fundamental issues under the SHA, *inter alia,* amendment to constitutional documents, change in the share capital, acquisition or disposal of material assets or business, winding up, voluntary liquidation or dissolution of our Company or closure of any material business operations, amalgamation, demerger or reconstruction of our Company, including a commitment or agreement to do any of the activities. However such prior consent will be required only till the time the Significant Shareholder holds at least 10% of the Equity Shares and voting rights in our Company. The provisions of the SHA pertaining to directors and management, general meetings and reserved matters given under clause 4, clause 5 and clause 6 of the SHA respectively, shall *mutatis mutandis* apply to our Subsidiaries. The Significant Shareholders are also entitled to certain pre-emptive rights, tag-along rights and anti-dilution rights. Further, there are restrictions on the transfer of the shareholding of our Company to competitors of our Company. The Significant Shareholders are required to use all reasonable endeavours to keep confidential and are not permitted to disclose or cause the disclosure of confidential information which they may have or acquire before or after the date of the SHA, in relation to our Company. Pursuant to the provisions of the SHA, our Company and our Subsidiaries, except CIRSL, are not permitted to incur any indebtedness, create any encumbrance on any uncalled capital or other asset of our Company or give any guarantees or indemnity for third parties or third party transactions (other than guarantees and indemnities given in the ordinary course of our Company's business) subject to certain pecuniary limits. Pursuant to a deed of adherence dated April 4, 2019, Faering Capital India Evolving Fund II and Faering Capital India Evolving Fund III, became parties to the Shareholders Agreement.

Our Company has entered into the Waiver cum Amendment Agreeement, to waive and amend certain terms of the Shareholders Agreement (save for certain provisions as mentioned below, *inter alia*, information rights and tag along rights, in order to undertake the Offer.

Pursuant to the terms of the Waiver cum Amendment Agreement, the SHA stands terminated from such date on which our Equity Shares are listed on BSE pursuant to the Offer. However, notwithstanding such termination, in terms of the Articles of Association of the Company read with the Waiver cum Amendment Agreement, at any time on and after the consummation of the Offer and subject to appropriate regulatory and corporate approvals, including but not limited to the approval of the Shareholders post listing, by way of a special resolution after the consummation of the Offer, (a) as long as any Shareholder is categorised as a promoter of the Company, each such Shareholder shall have the right to appoint two nominee Directors on the board of the Company; and (b) as long as any Shareholder, being a shareholder of the Company as of the date of the DRHP, continues to hold at least 10% of the issued share capital of the Company, on a fully diluted basis, and such Shareholder is not categorized as a promoter of the Company, such Shareholder shall have the right to appoint one nominee director on the board of directors of the Company. Further, the Waiver cum Amendment Agreement will stand automatically terminated, and the SHA (as existing prior to the execution of the Waiver cum Amendment Agreement) shall immediately and automatically be reinstated in the event that the final listing and trading approval from BSE is not received, and the listing and trading of the Equity Shares of the Company has not commenced on BSE until the earlier of: (i) twelve months from the date of this draft red herring prospectus, or (ii) such other date as may be mutually agreed between the Shareholders.

Key terms of other subsisting material agreements

Our Company has not entered into any material agreements other than in the ordinary course of business carried on by our Company. For details on business agreements of our Company, see "*Our Business*" on page 95.

Agreements with Key Managerial Personnel, Director, Promoter or any other employee

There are no agreements entered into by a Key Managerial Personnel or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

OUR MANAGEMENT

Board of Directors

In terms of the Companies Act and our AoA, our Company is required to have not less than three Directors and not more than nine Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises of eight Directors including one executive Director, seven non-executive Directors including three independent Directors and four nominee Directors. Our Board comprises of one woman Director.

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

S. No.	Name, designation, address, occupation, date of birth, nationality, period and term and DIN	Age (years)	Directorships in other companies
1.	Dinesh Kumar Mehrotra ***Designation:*** Chairman and Independent Director ***Address:*** 3A, Harmony, Dr. E. Moses Road, Behind Petrol Pump, Worli Naka, Worli, Mumbai 400 018, Maharashtra, India ***Occupation:*** Professional ***Date of birth:*** May 5, 1953 ***Nationality:*** Indian ***Period and term:*** Five years from December 17, 2019. Not liable to retire by rotation ***DIN:*** 00142711	66	• AIDAI Technovations Private Limited; • Indostar Capital Finance Limited; • Metropolitan Stock Exchange of India Limited; • SBI Cards and Payments Services Limited; • TATA AIA Life Insurance Company Limited; • UTI Asset Management Company Limited; • VLS Finance Limited; and • West End Housing Finance Limited
2.	Anuj Kumar ***Designation:*** Whole time Director and CEO ***Address:*** 12B, Lords, Satya Dev Avenue, Adyar Seaface, Near Hotel Leela, MRC Nagar, Raja Annamalaipuram, Chennai 600 028, Tamil Nadu, India ***Occupation:*** Service ***Date of birth:*** January 13, 1967 ***Nationality:*** Indian ***Period and term:*** For a period of five years from November 6, 2018, subject to him continuing as CEO during the term. In the event that he ceases to be CEO, then he would be deemed to have also simultaneously vacated the office of Whole time Director ***DIN:*** 08268864	52	SSPL
3.	Narendra Ostawal ***Designation:*** Non-executive Director(1) ***Address:*** B, B-4101, Floor 41st, Plot CS No. 77, B Wing, One Avighna Park, Mahadev Palav Marg, Curry Road, Parel, Mumbai 400 012, Maharashtra, India ***Occupation:*** Service ***Date of birth:*** November 13, 1977 ***Nationality:*** Indian ***Period and term:*** Liable to retire by rotation ***DIN:*** 06530414	42	• Au Small Finance Bank Limited; • Avanse Financial Services Limited; • Carmel Point Investments India Private Limited; • DB Power Limited; • DB Power (Madhya Pradesh) Limited; • Decore Thermal Power Private Limited; • Diliigent Power Private Limited; • Fusion Micro Finance Private Limited; • Indiafirst Life Insurance Company Limited; • Laurus Labs Limited; and • Warburg Pincus India Private Limited

S. No.	Name, designation, address, occupation, date of birth, nationality, period and term and DIN	Age (years)	Directorships in other companies
4.	Zubin Soli Dubash ***Designation:*** Non-executive Director[(1)] ***Address:*** 4001/4101 Tower-5, Planet Godrej, Compound 30, Keshavrao Khadye Marg, Jacob Circle, Mahalaxmi East, Mumbai 400 011, Maharashtra, India ***Occupation:*** Executive ***Date of birth:*** August 16, 1959 ***Nationality:*** Indian ***Period and term:*** Liable to retire by rotation ***DIN:*** 00026206	60	• Tata Investment Corporation Limited; • Trent Limited; and • Voltas Limited
5.	Mukesh Agarwal ***Designation:*** Non-executive Director[(2)] ***Address:*** A-904, Paradise, Raheja Vihar, Opp. Chandivali Studio, Powai, Mumbai 400 072, Maharashtra, India ***Occupation:*** Service ***Date of birth:*** January 17, 1967 ***Nationality:*** Indian ***Period and term:*** Liable to retire by rotation ***DIN:*** 03054853	51	• NSE DAL; • NSE IFSC Limited; • NSE IFSC Clearing Corporation Limited; • NSE Indices Limited; • NSE Infotech Services Limited; and • Receivables Exchange of India Limited
6.	Vedanthachari Srinivasa Rangan ***Designation:*** Non-executive Director[(3)] ***Address:*** Flat No. C-1003, Ashok Towers, Dr Babasaheb Ambedkar Marg, Parel, Mumbai 400 012, Maharashtra, India ***Occupation:*** Service ***Date of birth:*** February 13, 1960 ***Nationality:*** Indian ***Period and term:*** Liable to retire by rotation ***DIN:*** 00030248	59	• Atul Limited; • H T Parekh Foundation; • HDFC Credila Financial Services Private Limited; • HDFC Education and Development Services Private Limited; • HDFC Investments Limited; • HDFC Property Ventures Limited; • HDFC Trustee Company Limited; • HDFC; • True North Corporate Private Limited; and • TVS Credit Services Limited
7.	Natarajan Srinivasan ***Designation:*** Independent Director ***Address:*** No. 9, North Avenue, Srinagar Colony, Saidapet, Chennai 600 015, Tamil Nadu, India ***Occupation:*** Professional ***Date of birth:*** October 10, 1957 ***Nationality:*** Indian ***Period and term:*** Five years from December 17, 2019. Not liable to retire by rotation ***DIN:*** 00123338	62	• Godrej Agrovet Limited; • IL&FS Financial Services Limited; • IL&FS Tamil Nadu Power Company Limited; • Indiafirst Life Insurance Company Limited; and • Infrastructure Leasing and Financial Services Limited

S. No.	Name, designation, address, occupation, date of birth, nationality, period and term and DIN	Age (years)	Directorships in other companies
8.	Vijayalakshmi Rajaram Iyer ***Designation**:* Independent Director ***Address**:* Flat No. 1402, Barberry Towers, Nahar Amrut Shakti, Gate No. 7, Chandivali, Powai, Mumbai 400 072, Maharashtra, India ***Occupation**:* Professional ***Date of birth**:* June 1, 1955 ***Nationality**:* Indian ***Period and term**:* Five years from December 17, 2019. Not liable to retire by rotation ***DIN**:* 05242960	64	• Aditya Birla Arc Limited; • Aditya Birla Capital Limited; • Avanse Financial Services Limited; • Axis Mutual Fund Trustee Limited; • BFSI Sector Skill Council Of India; • GIC Housing Finance Limited; • ICICI Securities Limited; • L&T Infrastructure Development Projects Limited; • Magma Fincorp Limited; and • Religare Enterprises Limited

(1) *Nominee of Great Terrain*
(2) *Nominee of NSEIL*
(3) *Nominee of HDFC Entities*

Relationship between our Directors

None of our Directors are related to each other or to any Key Managerial Personnel.

Brief Biographies of Directors

Dinesh Kumar Mehrotra is the Non-Executive Chairman and Independent Director of our Company. He holds a bachelor's degree in science (honours) from the University of Patna. He has previously served as the chairman and the managing director of Life Insurance Corporation of India, where he also served as the executive director of international operations.

Anuj Kumar is a whole time Director and CEO of our Company. He holds a bachelors degree in engineering (mechanical) from Birla Institute of Technology, a post-graduate diploma in management from the Indian Institute of Management Calcutta. He was previously associated with Godrej & Boyce Mfg. Co. Ltd., Blow Plast Limited, Escorts Finance Limited, BillJunction Payments Limited, IBM India Private Limited and Concentrix Daksh Services India Private Limited. He joined our Company as chief operating officer – asset management Services in March, 2016 and was appointed as our whole time Director and CEO with effect from November 6, 2018.

Narendra Ostawal is a non-executive Director of our Company. He holds a post graduate diploma in management from Indian Institute of Management Bangalore and attended the international executive business program at the University of Chicago's Graduate School of Business. He has passed the final examination held by the Institute of Chartered Accountants of India. He is associated with Warburg Pincus India Private Limited since 2007 where he currently holds the position of Managing Director. He has previously been associated with 3i India Private Limited and McKinsey & Company, Inc.

Zubin Soli Dubash is a non-executive Director of our Company. He holds a bachelors degree with honours in commerce from University of Bombay and a masters degree in business administration from the Wharton School of the University of Pennsylvania. He has passed the professional examinations held by the Institute of Chartered Accountants in England and Wales. He has previously been associated with ATC Tires Pvt. Ltd., Tata Sons Private Limited, WNS Global Services Pvt. Ltd. and DSP Merrill Lynch Limited.

Mukesh Agarwal is a non-executive Director of our Company. He holds a bachelors degree in engineering (honours) in the electrical and electronics branch and a masters degree in science (honours) in biological sciences from the Birla Institute of Technology & Science and a masters degree in management studies from the University of Bombay. He has previously been associated with CRISIL Limited and NSE, and is presently the managing director of NSE DAL and NSE Indices Limited.

Vedanthachari Srinivasa Rangan is a non-executive Director of our Company. He holds a bachelors degree in commerce (honours) from University of Delhi. He has passed the final examination held by the Institute of Cost and Works Accountants of India and is an associate of the Institute of Chartered Accountants of India. He been associated with HDFC and is currently a whole time director of HDFC and is responsible for its treasury, resources and accounts functions of HDFC.

Natarajan Srinivasan is an independent Director of our Company. He is a member of the Institute of Chartered Accountants of India. He has previously been associated as a director on the board of directors of Cholamandalam Financial Holdings Limited and Cholamandalam Investment and Finance Company Limited.

Vijayalakshmi Rajaram Iyer is an independent Director of our Company. She holds a master's degree in commerce from

University of Bombay. She has previously served as an Executive Director of Central Bank of India and the Chairperson and Managing Director of Bank of India. She was also associated with IRDAI as a member (Finance & Investments).

Confirmations

None of our Directors are, or were a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

None of our Directors are, or was a director of any listed company which has been, or was delisted from any stock exchange during the term of their directorship in such company.

Terms of appointment of Directors

1. Remuneration to executive Director:

Anuj Kumar was appointed as our whole time Director and CEO with effect from November 6, 2018 pursuant to resolutions passed by our Board and Shareholders on November 5, 2018 respectively. Anuj Kumar was paid a total remuneration of ₹29.01 million during Financial Year 2019. The details of remuneration governing his appointment, as approved by the Shareholders in their meeting held on November 5, 2018, are stated below:

Particulars	Remuneration
Gross Salary*	₹29.00 million per year
Perquisites and allowances	Our Company's contribution to provident fund, superannuation or annuity fund are part of the fixed salary. Anuj Kumar is also eligible for gratuity and encashment of leave as per the rules of our Company. Increments in salary, perquisites and allowances and remuneration by way of incentive/bonus/performance linked incentive, payable to Anuj Kumar shall be determined by the Board and/or the Nomination and Remuneration Committee from time to time. Employees stock options, if any, granted to Anuj Kumar from time to time shall not be considered as part of salary or perquisites.
Reimbursement of expenses	Expenses incurred for travelling, boarding and lodging for Anuj Kumar during business trips and provision of communication expenses shall be reimbursed at actuals and not considered as perquisites.

**Includes ₹16.50 million as fixed salary and ₹12.50 million as performance linked incentive*

Further, our executive Director, has not been paid any remuneration in Financial Year 2019 by our Subsidiaries, including contingent or deferred compensation for Financial Year 2019.

2. Remuneration to non-executive Directors:

Pursuant to the Board resolution dated July 30, 2015, each independent Director is entitled to receive sitting fees of approximately ₹0.10 million per meeting for attending meetings of the Board and sitting fees of ₹0.50 million per meeting for attending meetings of committees of the Board, within the limits prescribed under the Companies Act, and the rules made thereunder. The details of remuneration paid to our non-executive Directors, including our independent Directors during Financial Year 2019 are as follows:

S. No.	Name of Director	Sitting fees paid (in ₹ million)	Remuneration (in ₹ million)
1.	Narendra Ostawal	Nil	Nil
2.	David Alan Coulter*	Nil	Nil
3.	Zubin Soli Dubash	Nil	Nil
4.	Hoshang Noshirwan Sinor*	0.57	Nil
5.	Jagannathan Ravichandran*	0.60	Nil
6.	Vedanthachari Srinivasa Rangan	1.05	Nil
7.	Natarajan Srinivasan**	NA	NA
8.	Dinesh Kumar Mehrotra	1.07	Nil
9.	Vijayalakshmi Rajaram Iyer**	NA	NA
10.	Mukesh Agarwal**	NA	NA

** David Alan Coulter and Hoshang Noshirwan Sinor have resigned from our Board on December 6, 2019, and Jagannathan Ravichandran has resigned from our Board on December 18, 2019*

*** Natarajan Srinivasan, Vijayalakshmi Rajaram Iyer and Mukesh Agarwal have been appointed to our Board on December 17, 2019*

Arrangement or understanding with major Shareholders, customers, suppliers or others

Except for Narendra Ostawal and Zubin Soli Dubash, who are the nominee directors of Great Terrain, Mukesh Agarwal, who is the nominee Director of NSEIL, and Vedanthachari Srinivasa Rangan, who is the nominee Director of the HDFC Entities, pursuant to the SHA, none of our Directors have an arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on our Board or as a member of the senior management. For further details, refer to "*History and Other Corporate Matters – Shareholders' agreements and other agreements*" on page 118.

Shareholding of Directors in our Company

As per our AoA, our Directors are not required to hold any qualification shares.

None of our Directors hold any Equity Shares of our Company.

Shareholding of Directors in our Subsidiaries

None of our Directors hold any equity shares in our Subsidiaries.

Appointment of relatives of our Directors to any office or place of profit

None of the relatives of our Directors holds any office or place of profit in our Company.

Interest of Directors

Our executive Director may be regarded as interested to the extent of the remuneration payable to him for services rendered as a whole time Director of our Company, and to the extent of other reimbursement of expenses payable to him as per his terms of appointment.

The independent Directors/ nominee Directors are paid sitting fees for attending the meetings of the Board and committees of the Board and may be regarded as interested to the extent of other reimbursement of expenses payable to them as per their terms of appointment.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company or in the promotion or formation of our Company.

None of our Directors are interested in any transaction of land, construction of building and supply of machinery etc.

No loans have been availed by our Directors from our Company or Subsidiaries.

None of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

Apart from our whole time Director, Anuj Kumar, none of the Directors are party to any bonus or profit sharing plan of our Company other than the performance linked incentives given to each of the Directors.

Changes in the Board in the last three years

Name	Date of Appointment/ Change/ Cessation	Reason
Balaram Venkataratnam	January 20, 2018	Cessation
Jagannathan Ravichandran	March 13, 2018	Appointed as additional Director
Jagannathan Ravichandran	June 25, 2018	Change in designation from additional Director to non-executive nominee Director
NK Prasad	July 1, 2018	Appointed as additional Director
Padma Chandrasekaran	July 1, 2018	Cessation
Ganapathy Subramanian	September 4, 2018	Cessation
Ram Narayanan Colathur	September 6, 2018	Appointed as non-executive nominee Director
Narendra Ostawal	September 6, 2018	Appointed as additional Director
Ram Narayanan Colathur	October 23, 2018	Cessation
Bindu Ananth	October 23, 2018	Cessation
Hoshang Noshirwan Sinor	October 23, 2018	Appointed as additional Director
Zubin Soli Dubash	October 23, 2018	Appointed as additional Director
NK Prasad	October 31, 2018	Cessation
Anuj Kumar	November 6, 2018	Appointed as whole time Director
David Alan Coulter	January 18, 2019	Appointed as additional Director
Hoshang Noshirwan Sinor	July 10, 2019	Change in designation from additional Director to non-executive nominee Director
Narendra Ostawal	July 10, 2019	Change in designation from additional Director to non-executive nominee Director

Name	Date of Appointment/ Change/ Cessation	Reason
Zubin Soli Dubash	July 10, 2019	Change in designation from additional Director to non-executive nominee Director
David Alan Coulter	July 10, 2019	Change in designation from additional Director to non-executive nominee Director
David Alan Coulter	December 6, 2019	Cessation
Hoshang Noshirwan Sinor	December 6, 2019	Cessation
Dinesh Kumar Mehrotra	December 6, 2019	Cessation
Mukesh Agarwal	December 17, 2019	Appointed as additional Director
Natarajan Srinivasan	December 17, 2019	Appointed as additional Director
Vijayalakshmi Rajaram Iyer	December 17, 2019	Appointed as additional Director
Dinesh Kumar Mehrotra	December 17, 2019	Appointed as additional Director
Jagannathan Ravichandran	December 18, 2019	Cessation
Natarajan Srinivasan	December 23, 2019	Change in designation from additional Director to independent Director
Dinesh Kumar Mehrotra	December 23, 2019	Change in designation from additional Director to independent Director
Vijayalakshmi Rajaram Iyer	December 23, 2019	Change in designation from additional Director to independent Director
Mukesh Agarwal	December 23, 2019	Change in designation from additional Director to non-executive nominee Director

Borrowing Powers of Board

Pursuant to our Articles of Association, and in accordance with the provisions of the Companies Act and the rules made thereunder, our Board is authorised to borrow such monies which together with the money already borrowed does not exceed the paid-up share capital and free reserves of our Company.

Corporate Governance

The corporate governance provisions of the Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the BSE. We are in compliance with the requirements of the applicable regulations, including the Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof and formulation of policies. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under law.

Committees of the Board

Audit Committee

The members of the Audit Committee are:

1. Natarajan Srinivasan, *Chairman*;
2. Dinesh Kumar Mehrotra;
3. Vijayalakshmi Rajaram Iyer; and
4. Zubin Soli Dubash

The Audit Committee was constituted by a meeting of the Board held on November 13, 2007 and was last reconstituted by a meeting of the Board held on December 17, 2019. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act and the Listing Regulations. The terms of reference of the Audit Committee include the following:

1. Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of our Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report, in terms of the Companies Act, 2013;
    - Changes, if any, in accounting policies and practices and reasons for the same;

- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions; and
- Qualifications and modified opinion(s) in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Laying down the criteria for granting omnibus approval in accordance with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
7. Examination of the financial statement and auditors' report thereon;
8. Monitoring the end use of funds raised through public offers and related matters;
9. 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;
10. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
11. Approval or any subsequent modification of transactions of the Company with related parties provided that the audit committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
12. Scrutiny of inter-corporate loans and investments;
13. Valuation of undertakings or assets of the Company, wherever it is necessary;
14. Evaluation of internal financial controls and risk management systems;
15. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
16. 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;
17. Discussion with internal auditors of any significant findings and follow up there on;
18. 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;
19. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
20. 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;
21. To establish a vigil mechanism for directors and employees to report their genuine concerns or grievances;
22. To review the functioning of the whistle blower mechanism;
23. 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;
24. Carrying out any other function as may be required / mandated as per the provisions of the Companies Act, 2013, Listing Agreements and/or any other applicable laws;
25. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
26. Review of the Investment Policy of the company from time to time;
27. Review the investments of the company on a periodical basis; and

28. Review of the adherence to the investment policy of the company

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Vijayalakshmi Rajaram Iyer, *Chairman*;
2. Dinesh Kumar Mehrotra;
3. Narendra Ostawal; and
4. Vedanthachari Srinivasa Rangan

The Nomination and Remuneration Committee was originally constituted as the compensation committee, by a meeting of the Board held on November 13, 2007. The name of the committee was changed to the Nomination and Remuneration Committee from compensation committee, by a meeting of the Board held on November 12, 2014. The committee was last reconstituted by a meeting of the Board held on December 17, 2019. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act and the Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees.

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that —

   (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
   (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

2. Formulating criteria for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

3. Devising a policy on diversity of Board;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

5. Analysing, monitoring and reviewing various human resource and compensation matters;

6. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

7. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

8. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

9. Recommending to the Board, all remuneration, in whatever form, payable to senior management;

10. Administering, monitoring and formulating detailed terms and conditions of the Employees' Stock Option Scheme of the Company, inter-alia, including the following:

    a) Determining the eligibility of employees;

    b) the quantum of option to be granted under the Employees' Stock Option Scheme per Employee and in aggregate;

    c) the exercise price of the option granted;

    d) the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

e) the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

f) the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an Employee;

g) the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

h) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the Market Price of the Shares;

i) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration by the Compensation Committee:

- the number and the price of stock option shall be adjusted in a manner such that total value of the Option to the Employee remains the same after the Corporate Action;

- for this purpose global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered;

- the Vesting Period and the life of the option shall be left unaltered as far as possible to protect the rights of the Employee who is granted such option;

j) the grant, vest and exercise of option in case of Employees who are on long leave;

k) allow exercise of unvested options on such terms and conditions as it may deem fit;

l) the procedure for cashless exercise of options;

m) Forfeiture/ cancellation of options granted;

n) Framing of suitable policies and procedures to ensure that there is no violation of securities laws, as amended from time to time, by the ESOP trust, the Company and its employees, as applicable;

o) All other issues incidental to the implementation of Employees' Stock Option Scheme; and

p) construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.

11. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

    (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;

12. Carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable; and

13. Performing such other functions as may be necessary or appropriate for the performance of its duties.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Natarajan Srinivasan, *Chairman*;

2. Narendra Ostawal; and

3. Mukesh Agarwal

The Stakeholders' Relationship Committee was constituted by our Board at their meeting held on December 17, 2019. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act and the Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee are as follows:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

2. To review of measures taken for effective exercise of voting rights by shareholders;

3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;.

4. To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

6. To redress of shareholders' and investors' complaints/grievances such as transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc;

7. To approve, register, refuse to register transfer or transmission of shares and other securities;

8. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

9. Allotment and listing of shares, approval of transfer or transmission of shares, debentures or any other securities;

10. To authorise affixation of common seal of the Company;

11. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

12. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

13. To dematerialize or rematerialize the issued shares;.

14. To ensure proper and timely attendance and redressal of investor queries and grievances;

15. To carry out any other functions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and.

16. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. Dinesh Kumar Mehrotra, *Chairman*;
2. Zubin Soli Dubash;
3. Vijayalakshmi Rajaram Iyer; and
4. Anuj Kumar

The Corporate Social Responsibility Committee was constituted by our Board at their meeting held on April 16, 2014, and was last reconstituted by the Board at their meeting held on December 17, 2019. The terms of reference of the Corporate Social Responsibility Committee of our Company include the following:

1. Formulation of a Corporate Social Responsibility Policy to the Board, indicating the activities to be undertaken by the Company in areas or subject specified in the Companies Act, 2013. The activities should be within the list of permitted activities specified in the Companies Act, 2013 and the rules thereunder;

2. Recommending the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years;

3. Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;

4. Monitoring the corporate social responsibility policy from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

5. Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

6. Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and

7. Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company.

IPO Committee

The members of the IPO Committee are:

1. Narendra Ostawal, *Chairman*;

2. Mukesh Agarwal; and

3. Vedanthachari Srinivasa Rangan

The IPO Committee was originally constituted as the Listing Committee, by a meeting of the Board held on March 1, 2019. The name of the committee was changed to the IPO Committee, by a meeting of the Board held on December 17, 2019. The IPO Committee was last reconstituted by a meeting of the Board held on December 17, 2019 The IPO Committee has been authorized to approve the size of the Offer, appointment of all intermediaries required for the Offer and associated activities, including but not limited to the Book Running Lead Managers, underwriters, Registrars, legal counsels, auditors and other intermediaries, if advised by the Book Running Lead Managers, any other decision associated with the proposed listing of the Company's equity shares on the recognized stock exchanges.

The IPO Committee is also authorised to approve the following in connection to the initial public offering:

1. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, the RBI, SEBI, the relevant registrar of companies and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications/ amendments as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus as applicable;

2. To finalize, settle, approve, adopt and file in consultation with the BRLMs where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments, supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;

3. To decide in consultation with the BRLMs on the actual Offer size, consisting of an offer for sale by existing shareholders of the Company ("**Selling Shareholders**" and such offer for sale, the "**Offer**") timing, pricing, discount, reservation and all the terms and conditions of the Offer, including the price band (including offer price for anchor investors), bid period, Offer price, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer;

4. To appoint and enter into and terminate arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, sponsor bank, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, legal advisors, auditors, and any other agencies or persons or intermediaries to the Offer and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLMs and negotiation, finalization, execution and, if required, amendment of the offer agreement with the BRLMs;

5. To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, agreements with the Registrar to the Offer and all other documents, deeds, agreements and instruments whatsoever with the Registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

6. To seek, if required, the consent and/or waiver of the customers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;

7. To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

8. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

9. To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

10. To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;

11. To approve code of conduct as may be considered necessary by the IPO Committee or as required under applicable laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

12. To approve the implementation of any corporate governance requirements that may be considered necessary by the Board or the IPO Committee or as may be required under the applicable laws or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;

13. To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorize one or more officers of the Company to sign all or any of the aforestated documents;

14. To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;

15. To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLMs;

16. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the aforestated documents;

17. To make applications for listing of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;

18. To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;

19. To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies, Tamil Nadu at Chennai and the relevant stock exchange(s) where the Equity Shares are to be listed;

20. To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;

21. To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or any other Applicable Laws;

22. Deciding, negotiating and finalizing the pricing and all other related matters regarding the Pre-IPO Placement, including the execution of the relevant documents with the investors in consultation with the BRLMs and in accordance with applicable laws;

23. taking on record the approval of the selling shareholders for offering their Equity Shares in the Offer;

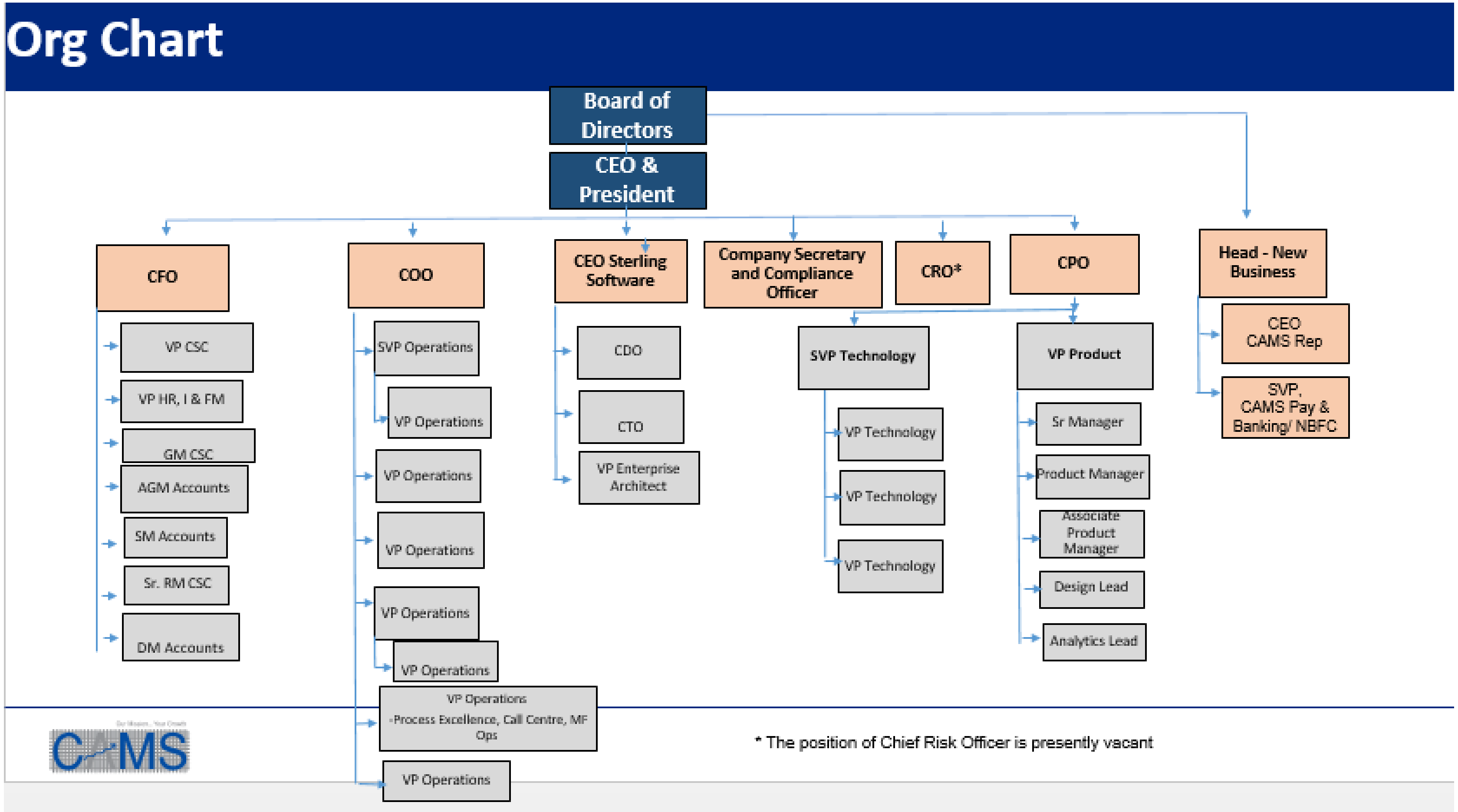
24. to withdraw the DRHP or the RHP or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs; and

25. To appoint, in consultation with the BRLMs, the registrar and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws including legal counsels, banks or agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents

Other committees of our Company

In addition to the committees mentioned–in " - *Committees of the Board*" on page 126, our Company has constituted various other committees, such as, an IT strategy committee and the Risk Management Committee, to oversee and govern various internal functions and activities of our Company.

Management Organisation Chart



Key Managerial Personnel

The details of the Key Managerial Personnel of our Company are as follows:

Anuj Kumar is the whole time Director and the CEO of our Company. For further details see "– *Brief Biographies of Directors*" and "*Remuneration to executive Director*" on pages 123 and 124, respectively.

Somasundaram M. is the Chief Financial Officer of our Company. He holds a bachelors degree in commerce from the University of Madras. He has passed the final examination held by the Institute of Cost and Works Accountants of India and the final examination held by the Institute of Company Secretaries of India. He has previously been associated with SRF Limited, Henkel SPIC India Ltd., Pond's India Limited, Hindustan Lever Limited and TVS Electronics Limited. He joined our Company on July 6, 2009 as a general manager and was promoted to Chief Financial Officer with effect from April 1, 2018. He received an aggregate compensation of ₹11.47 million in Financial Year 2019.

Srikanth Tanikella is the Chief Operations Officer of our Company. He holds a bachelors degree in technology (chemical engineering) from the Indian Institute of Technology Delhi and a post graduate diploma in management from the Indian Institute of Management Calcutta. He has previously been associated with Accenture India Private Limited, Infosys BPO Limited, Infosys Technologies Limited, Global e: Business Operations Pvt. Ltd. and Williams Lea India Private Limited. He joined our Company on December 18, 2014 as a senior vice president and was promoted to Chief Operations Officer on April 6, 2018. He received an aggregate compensation of ₹13.84 million in Financial Year 2019.

Ravi Kethana is the Chief Platform Officer of our Company. He holds a bachelors degree in technology (electronics and communication engineering) from the Jawaharlal Nehru Technological University and a masters degree in technology (electronics) from Banaras Hindu University. He has previously been associated with Tata Consultancy Services Limited and Wipro Limited. He joined our Company as the Chief Platform Officer on December 10, 2019.

N. Ravi Kiran is the Head – New Businesses of our Company. He holds a bachelors degree in science from Bangalore University, a post graduate diploma in business administration (general) from St. Joseph's College of Business Administration Bangalore, and a diploma in management from Indira Gandhi National Open University. He is also certified as a Stanford Certified Project Manager by the Stanford Center for Professional Development. He has previously been associated with Bangalore Business to Business (Eastern Circle Yellow Pages Pvt. Ltd.), Dharma Software Solutions Pvt. Ltd., VeriFone India Limited, Reliance Systems Private Limited, Venture Infotek Global Private Limited, Wipro Technologies (a division of Wipro Ltd.), Amansa Capital Pte Ltd and Value Labs LLP. He is also a director on the board of directors of CFISPL and CIRSL. He joined our Company on April 3, 2017 as Head – New Businesses. He received an aggregate compensation of ₹12.80 million in Financial Year 2019.

Vasanth Jeyapaul Emmanuel is a senior vice president in our Company. He holds a bachelors degree in science (chemistry) and a masters degree in business administration from Madurai Kamaraj University. He has participated in the accelerated development program at the Chicago Booth School of Business at the University of Chicago. He has previously been associated with Bennett, Coleman & Co. Ltd., Agenda Netmarketing Ltd. and Financial Software & Systems (P) Ltd. He joined our Company on October 14, 2017 as senior vice president. He received an aggregate compensation of ₹8.82 million in Financial Year 2019.

Abhishek Mishra is the chief executive officer – insurance of CIRSL. He holds a post-graduate diploma in management from Indian Institute of Management Society, Lucknow. He is an associate of the Institution of Engineers (India). He has previously been associated with the Indian Railway Service of Mechanical Engineers, A.F. Ferguson & Co. (Management Consultancy Division), HCL Perot Systems, GE Capital International Services, Washington Mutual Bank, Accenture Services Private Limited and ISG NovaSoft Technologies Limited. He joined our Company on December 2, 2014 as senior vice president and was appointed as the chief executive officer – insurance of CIRSL on August 14, 2019.

Suresh Kuppuswamy is the chief executive officer of SSPL. He holds a bachelors degree in engineering from Bharathiar University. He has previously been associated with Tata Consultancy Services Limited and IBM India Pvt. Ltd. He joined SSPL on February 23, 2016 and was designated as chief executive officer of SSPL. He received an aggregate compensation of ₹8.58 million in Financial Year 2019.

Manikandan Gopalakrishnan is the Company Secretary and Compliance Officer of the Company. He holds a bachelors degree in commerce from Bharathidasan University and masters degree in commerce from Madurai Kamaraj University. He is a fellow member of the Institute of Company Secretaries of India. He has previously been associated with BPL Limited, Precot Meridian Limited, SJK Steel Plant Limited and SBQ Steels Limited. He joined our Company as the Company Secretary on June 8, 2011 and was designated as the Compliance Officer on December 17, 2019. He received an aggregate compensation of ₹5.41 million in Financial Year 2019.

Relationship between our Key Managerial Personnel and Directors

None of the Key Managerial Personnel are either related to each other or to our Directors.

Shareholding of Key Managerial Personnel

Except as disclosed below, none of our Key Managerial Personnel hold any Equity Shares in our Company.

Sr. No.	Name	Number of Equity Shares
1.	Somasundaram M.	40,000
2.	Manikandan Gopalakrishnan	7,500

Bonus or Profit Sharing Plans of the Key Managerial Personnel

None of our Key Managerial Personnel is party to any bonus or profit sharing plan of our Company, other than the performance linked incentives given to them.

Status of Key Managerial Personnel

All the Key Managerial Personnel apart from Abhishek Mishra (an employee of CIRSL) and Suresh Kuppuswamy (an employee of SSPL) are permanent employees of our Company.

Interests of Key Managerial Personnel

Our Key Managerial Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Some of our Key Managerial Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held in our Company or equity shares held in our Subsidiaries, if any. One of our KMPs, Somasundaram M., holds equity shares in CIRSL. Further, some of our Key Managerial Personnel currently hold and may in the future hold positions in our Company or in our Subsidiaries, and in consideration for these services, they are paid managerial remuneration in accordance with the provisions of applicable law. Some of our KMPs are entitled to employee stock options under the CAMS ESOP Scheme 2019. For further details, refer to "*Capital Structure – Details of Equity Shares held by our Directors, Key Managerial Personnel and directors of our Promoter and members of our Promoter Group*" on page 60.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel was selected as key managerial personnel.

Changes in the Key Managerial Personnel

The changes in the Key Managerial Personnel in the last three years are as follows:

Name	Designation	Date of change	Reason for change
N. Ravi Kiran	Head – New Business	April 12, 2017	Appointment
Vasanth Jeyapaul Emmanuel	Senior Vice President	October 16, 2017	Appointment
NK Prasad	Chief Executive Officer	June 30, 2018	Superannuation
Anuj Kumar	Chief Executive Officer	July 1, 2018	Appointment
S.V. Ramanan	Chief executive officer – Insurance (CIRSL)	July 31, 2019	Cessation
Abhishek Mishra	Chief executive officer – Insurance (CIRSL)	August 14, 2019	Appointment
Ravi Kethana	Chief Platform Officer	December 10, 2019	Appointment

Service Contracts with Directors and Key Managerial Personnel

Other than statutory benefits upon termination of their employment in our Company on retirement, no officer of our Company, including our Directors and the Key Managerial Personnel have entered into a service contract including termination/ retirement benefits with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Director and Key Managerial Personnel

There is no contingent or deferred compensation accrued for Financial Year 2019 and payable to our Directors and Key Managerial Personnel, which does not form a part of their remuneration, apart for Vasanth Jeyapaul Emmanuel, our senior vice president, who is eligible for a long term incentive of ₹7.5 million, subject to achievement of certain goals, and Ravi Kethana, one of our KMPs and our chief platform officer, who is eligible for a deferred compensation of ₹17 million, as per their appointment terms.

Payment or benefit to Key Managerial Personnel

Except as stated in this section, no non-salary amount or benefit has been paid or given to any of our Key Managerial Personnel within the two preceding years or is intended to be paid or given.

Employees Stock Options

For details of the CAMS ESOP Scheme 2019, see "*Capital Structure*" on page 54.

OUR PROMOTER AND PROMOTER GROUP

Great Terrain is the Promoter of our Company. Our Promoter currently holds an aggregate of 21,224,000 Equity Shares, aggregating to 43.53% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For further details, see "*Capital Structure*" on page 54.

Our Company has, pursuant to a resolution passed by the Board in its meeting held on December 17, 2019, identified Great Terrain as the Promoter of our Company.

Corporate Information

Great Terrain, our Promoter, was incorporated as a private company limited by shares, with limited life, under the laws of the Republic of Mauritius on September 6, 2017. The registered office of Great Terrain is located at Warburg Pincus Asia Ltd, 8th Floor, Newton Tower, Sir William Newton Street, Port Louis, Mauritius. Great Terrain holds a Category I Global Business License issued by the Financial Services Commission. The principal activity of Great Terrain is that of investment holding and it is permitted to carry out investment activities under the provisions of Republic of Mauritius' Financial Services Act 2007. Great Terrain is wholly owned by Harmony River Investment Ltd, a company which is incorporated and validly existing under the laws of the Republic of Mauritius.

Great Terrain acquired the Equity Shares of our Company pursuant to the Share Purchase Agreement and Fareing Share Purchase Agreement. For further details, see "*History and Certain Other Coporate Matters – Shareholders' agreement and other Agreements*" on page 118.

Great Terrain does not have adequate experience in the business of our Company. For further details, see "*Risk Factors – Internal Risk Factors – Our Promoter does not have adequate experience and has not actively participated in the business activities we undertake, which may have an adverse impact on the management and operations of our Company*" on page 34.

Great Terrain has not changed its activities from the date of its incorporation.

Board of directors

The board of directors of Great Terrain comprise of the following:

a. Steven G. Glenn;

b. Tara O'Neill;

c. Sharmila Baichoo;

d. Uday Kumar Gujadhur; and

e. Gyaneshwarnath Gowrea

Shareholding pattern

The shareholding pattern of Great Terrain is as follows:

Name of shareholder	No. of shares held	Percentage of Shareholding (%)
Harmony River Investment Ltd	139,038,915	100
Total	**139,038,915**	**100**

Promoter of our Promoter

The promoter of Great Terrain is Harmony River Investment Ltd, a company organized under the laws of the Republic of Mauritius. Harmony River Investment Ltd is directly owned by certain private equity funds (as set out in the shareholding pattern below) which are managed by Warburg Pincus LLC, a New York based limited liability company and part of the Warburg Pincus group (as set out in the shareholding pattern below). Warburg Pincus LLC is registered with the U.S. Securities and Exchange Commission ("**SEC**") as an investment adviser under The Investment Advisers Act of 1940. The investment activities of Warburg Pincus LLC are subject to certain rules and regulations of the SEC and other regulatory authorities.

Presently, no natural person is in control (i.e. holding fifteen percent or more voting rights) of Harmony River Investment Ltd.

Board of directors

The board of directors of Harmony River Investment Ltd comprise of the following:

a. Steven G. Glenn;

b. Tara O'Neill;

c. Sharmila Baichoo;

d. Uday Kumar Gujadhur; and

e. Gyaneshwarnath Gowrea

Shareholding pattern

The shareholding pattern of Harmony River Investment Ltd is as follows:

Sr. No.	Name of Shareholder	No. of shares held	Percentage of Shareholding (%)
1.	Warburg Pincus (Callisto) Private Equity XII (Cayman), L.P.	12,615,288.87	9.06
2.	Warburg Pincus (Europa) Private Equity XII (Cayman), L.P.	13,786,942.27	9.90
3.	Warburg Pincus (Ganymede) Private Equity XII (Cayman), L.P.	18,438,747.35	13.24
4.	Warburg Pincus Private Equity XII-B (Cayman), L.P.	8,996,599.42	6.46
5.	Warburg Pincus Private Equity XII-D (Cayman), L.P.	1,294,179.24	0.93
6.	Warburg Pincus Private Equity XII-E (Cayman), L.P.	7,386,359.19	5.31
7.	Warburg Pincus XII Partners (International), L.P.	4,679,651.88	3.36
8.	WP XII Partners (Cayman International), L.P.	2,419,189.28	1.74
9.	Warburg Pincus Financial Sector (Cayman), L.P.	62,082,314.18	44.59
10.	Warburg Pincus Financial Sector Partners (Cayman International), L.P.	5,724,602.42	4.11
11.	Warburg Pincus Financial Sector-D (Cayman), L.P.	1,810,040.90	1.30

Changes in control

There has been no change in the control of Great Terrain in the last three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number, company registration number and the address of the registrar of companies where Great Terrain is registered, shall be submitted to the BSE at the time of filing this Draft Red Herring Prospectus.

Interests of our Promoter

Our Promoter is interested in our Company to the extent it has promoted our Company and to the extent of its shareholding in our Company and dividend payable, if any, and other distributions in respect of the Equity Shares held by it, along its right to appoint nominee directors on the board of directors of the Company. Our Promoter has no interest in any property acquired in the three years preceding the date of this Draft Red Herring Prospectus or is proposed to be acquired by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

No sum has been paid or agreed to be paid to our Promoter or to the firms or companies in which our Promoter is interested as a member in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by such Promoter or by such firms or companies in connection with the promotion or formation of our Company.

Payment or benefits to our Promoter or our Promoter Group

Apart from payment of dividend to our Promoter, no amount or benefit has been paid or given to our Promoter or Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoter or Promoter Group. For details, see "*Our Management – Interest of Directors*" on page 125.

Material guarantees given by our Promoter to third parties with respect to Equity Shares

Our Promoter has not given any material guarantees to any third party with respect to the Equity Shares.

Indebtedness of our Promoter

Our Promoter, has availed a loan from certain overseas lenders and has accordingly, entered into certain security arrangements with such overseas lenders. Under these arrangements, the entire share capital of our Promoter has been pledged by Harmony River Investment Ltd, the promoter of our Promoter. However, as per the terms of such arrangements, our Promoter's shareholding in our Company is not subject to any encumbrance.

Companies or firms with which our Promoter have disassociated in the last three years

Our Promoter has not disassociated, sold or transferred its stake in any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Our Promoter Group

Our Promoter does not have any natural persons who are part of our Promoter Group. Other than our Promoter, the entity forming part of the Promoter Group is Harmony River Investment Ltd.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations and pursuant to the resolution passed by our Board at its meeting held on December 17, 2019, group companies of our Company shall include (i) the companies (other than the Promoter and Subsidiaries) with which there were related party transactions as per the Restated Consolidated Financial Information of the Company for the last three Financial Years (and stub period, if any, in respect of which, Restated Consolidated Financial Information are included in the Offer Document), and such other companies as considered material by the Board.

Accordingly, in terms of the policy adopted by our Board for determining group companies, our Board has identified HDFC, HDFC Bank, Acsys, NSE, NSE DAL, NSECL and NSEIL as the group companies of our Company ("**Group Companies**").

Details of our Group Companies

1. HDFC

Corporate Information

HDFC was incorporated as a public limited company under Companies Act, 1956 on October 17, 1977 and received its certificate for commencement of business on December 3, 1977. Its corporate identity number of is L70100MH1977PLC019916. HDFC received a certificate of registration dated July 31, 2001 from the National Housing Bank under Section 29A of the National Housing Bank Act, 1987, as amended. Its registered office is situated at Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Mumbai 400 020, Maharashtra, India.

Nature of Activities

HDFC is authorised under its constitutional documents to advance money to any person, company, association or society, either at interest or without, and/ or with or without any security, for the purpose of enabling the borrower to erect or purchase or enlarge or repair any house or building or lease any property in India on such terms and conditions as it may deem fit.

Interest of our Promoter

Our Promoter does not hold any of the issued, subscribed and paid-up capital of HDFC.

Financial Performance

The financial information derived from the audited financial results of HDFC for the financial years ended 2019, 2018 and 2017 is set forth below:

(In ₹ million, except per share data)

Particulars	Financial Year ended March 31,		
	2019*	2018*	2017**
Equity capital	3,442.9	3,351.8	3,177.3
Reserves and surplus (excluding revaluation reserves and including fund balance)	770,111.8	649,297.3	392,765.5
Sales/ Turnover (Income)	433,780.1	407,074.9	331,596.0
Profit/(Loss) after tax	96,324.6	109,593.4	74,426.4
Earnings per share (Basic)	56.53	67.31	46.08
Earnings per share (Diluted)	56.08	66.48	45.70
Net asset value per share	449.37	389.44	249.23

** Effective April 1, 2018, HDFC has adopted all the Indian Accounting Standards (Ind AS) and the adoption was carried out in accordance with Ind AS 101 "First time adoption of Indian Accounting Standards", with April 1, 2017 being the transition date. Accordingly, figures pertaining to March 31, 2018 have been restated as per Ind AS for comparability.*
*** Amounts reported for FY 2016-17 are as per the audited financial statements for FY 2016-17 computed as per the erstwhile Indian GAAP.*

Share price information

The equity shares of HDFC are listed on BSE and NSE. The following table provides details of the highest and lowest price on BSE and NSE during the preceding six months:

(In ₹)

Month	BSE		NSE	
	High	Low	High	Low
December, 2019	2,459.00	2,247.00	2,459.30	2,246.45
November, 2019	2,352.80	2,120.10	2,352.00	2,120.10
October, 2019	2,174.00	1,951.10	2,174.20	1,951.25
September, 2019	2,194.75	1,960.40	2,194.80	1,960.00
August, 2019	2,239.85	1,972.35	2,240.00	1,973.00
July, 2019	2,357.00	2,109.50	2,357.85	2,107.70

The closing price of the equity shares of HDFC as on one day prior to the date of the DRHP on BSE and NSE were ₹2,413.05 and ₹2,415.05, respectively.

Significant notes of auditors of HDFC for the last three Financial Years

There are no significant notes by the auditors of HDFC in relation to the aforementioned financial statements for the specified three immediately preceding Financial Years.

2. HDFC Bank

Corporate Information

HDFC Bank was incorporated as a public limited company under the Companies Act, 1956 on August 30, 1994 and received its certificate for commencement of business on October 10, 1994. Its corporate identification number is L65920MH1994PLC080618. Its registered office is situated at HDFC Bank House Senapati Bapat Marg, Lower Parel (West), Mumbai 400013, Maharashtra, India.

Nature of Activities

HDFC Bank is authorised under its constitutional documents to carry on the business of banking that is to accept, for the purpose of lending or investment of deposits of money from the public, repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise. In addition to the business of banking, HDFC Bank carries on the business of:

a. borrowing, raising or taking up of money;

b. lending or advancing of money by way of a loan, overdraft or on cash credit or other accounts or in any other manner whether without or on the security of movable or immovable properties, bills of exchange, hundies, promissory notes, bills of lading, railway receipts, debentures, share warrants and other instruments whether transferable or not;

c. granting and issuing of letters of credits, travellers' cheques and circulars notes;

d. buying, selling and dealing in bullion and specie;

e. negotiating of loans and advances; and

f. providing of safe deposit vaults

Interest of our Promoter

Our Promoter does not hold any of the issued, subscribed and paid-up capital of HDFC Bank.

Financial Performance

The financial information derived from the audited financial results of HDFC Bank for the financial years ended 2019, 2018 and 2017 is set forth below:

(In ₹ million, except per share data)

Particulars	Financial Year ended March 31,		
	2019	2018	2017
Equity capital	5,446.61	5,190.18	5,125.09
Reserves and surplus (excluding revaluation reserves and including fund balance)	1,486,616.91	1,057,759.78	889,498.42
Sales/ Turnover (Income)	1,165,979.35	954,616.59	816,024.57
Profit/(Loss) after tax	210,781.65	174,867.28	145,496.41
Earnings per share (Basic)	78.65	67.76	57.18
Earnings per share (Diluted)	77.87	66.84	56.43
Net asset value per share	547.89	409.60	349.12

Share price information

The equity shares of HDFC Bank are listed on BSE and NSE and its American Depository Receipts ("**ADRs**") are listed on the New York Stock Exchange. The following table provides details of the highest and lowest price on BSE, NSE and New York Stock Exchange during the preceding six months:

Month	BSE		NSE		New York Stock Exchange	
	High (in ₹)	Low (in ₹)	High (in ₹)	Low (in ₹)	High (US$)	Low (US$)
December, 2019	1,304.10	1,213.5	1,305.50	1,234.20	65.38	61.21
November, 2019	1,287.55	1,228.20	1,287.00	1,227.60	63.47	60.86

Month	BSE		NSE		New York Stock Exchange	
	High (in ₹)	Low (in ₹)	High (in ₹)	Low (in ₹)	High (US$)	Low (US$)
October, 2019	1,263.90	1,181.00	1,263.90	1,181.15	61.26	54.66
September, 2019	2,288.50	1,084.40	2,288.80	1,084.00	59.75	51.03
August, 2019	2,288.00	2,139.50	2,273.20	2,139.60	116.21	105.29
July, 2019	2,502.90	2,223.10	2,503.30	2,223.05	131.78	113.65

The closing price of the equity shares of HDFC Bank as on one day prior to the date of the DRHP on BSE and NSE were ₹1,260.85 and ₹1,260.60, respectively.

Significant notes of auditors of HDFC Bank for the last three Financial Years

There are no significant notes by the auditors of HDFC Bank in relation to the aforementioned financial statements for the specified three immediately preceding Financial Years.

3. Acsys

Corporate Information

Acsys was incorporated as a private limited under the Companies Act, 1956 on November 6, 1989 and thereafter the name was changed to Acsys Investments Private Limited and it received a revised certificate for commencement of business on July 21, 2014. Its corporate identification number is U72200TN1989PTC018287. Its registered office is situated at Chamiers Centre, No 6, Pasumpon Muthruramalingam Salai, Nandaman Chennai 600 035, Tamil Nadu, India.

Nature of Activities

Acsys is authorised under its constitutional documents to carry on the business of an investment company and to buy, sell, hold, underwrite, invest in finance, acquire whether by way of direct subscription, market purchase or otherwise, trade in and deal in odd lot of shares, debentures, debenture stock, bonds, gold bonds, unit, whether for own business or for commission, brokerage or otherwise for any other person, firm or body corporate, paid, unpaid, partly paid shares, stocks, bonds, debentures, debenture stocks, obligations and securities of all kinds issued or guaranteed by any public or private company, body corporate, government, state domain, sovereign, ruler, commissioners, public body or authority supreme, municipal, local or otherwise firm or persons whether in India or elsewhere.

Interest of our Promoter

Our Promoter does not hold any of the issued, subscribed and paid-up capital of Acsys.

Financial Performance

The financial information derived from the audited financial results of Acsys for the financial years ended 2019, 2018 and 2017 is set forth below:

(In ₹ million, except per share data)

Particulars	Financial Year ended March 31,		
	2019	2018	2017
Equity capital	0.84	0.86	0.86
Reserves and surplus (excluding revaluation reserves and including fund balance)	9,653.65	3,578.00	3,194.34
Sales/ Turnover (Income)	8,168.94	473.40	513.20
Profit/(Loss) after tax	6,301.44	385.30	393.10
Earnings per share (Basic)	73,961.74	4,503.00	4,197.00
Earnings per share (Diluted)	73,962.00	4,503.00	4,197.00
Net asset value per share	114,476.56	41,821.80	37,338.45

Significant notes of auditors of Acsys for the last three Financial Years

There are no significant notes by the auditors of Acsys in relation to the aforementioned financial statements for the specified three immediately preceding Financial Years.

4. NSE

Corporate Information

NSE was incorporated as a public limited company under the Companies Act, 1956 on November 27, 1992 and received its certificate for commencement of business on March 2, 1993. Its corporate identification number is U67120MH1992PLC069769. Its registered office is situated at Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.

Nature of Activities

National Stock Exchange of India Limited is authorised under its constitutional documents to carry on the business of the following:

a. To facilitate, promote, assist, regulate and manage in the public interest, dealings in securities of all kinds (which shall include all securities defined as such under the Securities Contracts (Regulations) Act, 1956 and all other instruments of any kind including money market instruments) and to provide specialised, advanced, automated and modern facilities for trading, clearing settlement of securities with a high standard of integrity and honour, and to ensure trading in a transparent fair and open manner with access to investors from areas in or outside India.

b. To initiate facilitate and undertake all steps of all such activities in relation to stock exchange, money markets, financial markets, securities markets, capital markets, as are required for better investor service and protection, including but not limited to taking measures for ensuring greater liquidity (both in terms of breadth and depth of securities) for the investor providing easier access to the exchange, facilitating inter-market dealings and generally to facilitate transactions in securities in a cost effective, expeditious and efficient manner.

c. To support, develop, promote and maintain a healthy market in the best interest of the investor and the general public and the economy and to introduce high standards of professionalism among themselves and with investors and the financial securities, money and capital markets in general.

Interest of our Promoter

Our Promoter does not hold any of the issued, subscribed and paid-up capital of NSE.

Financial Performance

The financial information derived from the audited financial results of NSE for the financial years ended 2019, 2018 and 2017 is set forth below:

(In ₹ million, except per share data)

Particulars	**Financial Year ended March 31,**		
	2019	**2018**	**2017**
Equity capital	495.00	495.00	495.00
Reserves and surplus (excluding revaluation reserves and including fund balance)	63,339.40	59,212.60	58,901.40
Sales/ Turnover (Income)	30,287.50	25,922.30	23,184.10
Profit/(Loss) after tax	13,898.70	11,618.10	10,329.30
Earnings per share (Basic)	28.08	23.47	20.87
Earnings per share (Diluted)	28.08	23.47	20.87
Net asset value per share	128.96	120.62	119.99

Significant notes of auditors of NSE for the last three Financial Years

a. The above financial results for the year ended March 31, 2019 have been reviewed by the audit committee and approved by the board of directors in its meeting held on May 16, 2019. The financial results for the year ended March 31, 2019 were subjected to an audit by the statutory auditors.

b. NSE has paid final dividend of ₹462.47 crores (including dividend distribution tax) as approved by the shareholders in the annual general meeting held on August 3, 2018. NSE has also paid an interim dividend of ₹552.00 crores (including dividend distribution tax) as approved by the board of directors at its meeting held on October 31, 2018.

c. The board of directors have recommended a dividend of 800% (₹8 per equity shares of ₹1 each).

d. Further, SEBI vide circular no. SEBI/HO/MRD/DSA/ CIR / P/2016/125 dated November 28, 2016 has issued norms for set up of a fund and minimum corpus of such fund to guarantee the settlement of trades executed in the stock exchanges in International Financial Service Centre (IFSC). Accordingly, NSE's subsidiary- NSE IFSC Clearing Corporation Limited has contributed ₹8 crore (March 18: ₹7 crores) towards its Core SGF.

e. SEBI had directed NSE to carry out an investigation including forensic examination by independent external agencies in respect of certain aspects of NSE's colocation facility. NSE got the investigation carried out and submitted the reports to SEBI. Further, SEBI had directed that pending completion of the investigations, all revenues emanating from the colocation facility with effect from September 2016 be transferred to a separate bank account. Accordingly, as of March 31, 2019, an amount of ₹2,258.71 crores (March 31, 2018: ₹1,197.26 crores) was transferred to a separate bank account and have been invested. These investments along with accruals have been shown under restricted/ earmarked investments and bank balances.

f. Three show cause notices were issued by SEBI to NSE and to some of its employees, including former employees, in respect of the preferential access to tick by tick data in colocation facility, dark fibre point to point connectivity and governance and related matters which were responded to. Further, NSE had also filed a consent application with SEBI on August 31, 2018 in respect of the said show cause notices.

g. SEBI vide its letter dated April 30, 2019 has returned the consent application filed by NSE and has passed orders in respect of all the three show cause notices. In the first order, it has passed a direction on NSE, *inter alia*, to disgorge an amount of ₹624.89 crores along with interest at the rate of 12% per annum from April 1, 2014 till the actual date of payment and certain non-monetary and restrictive directions prohibiting NSE from raising funds from the market, through issuance of equity, debt or other securities for a period of six months from the date of the order; in the second order it passed a direction to deposit a sum of ₹62.58 crores along with interest at the rate of 12% per annum from September 11, 2015 till the actual date of payment along with other non-monetary and restrictive directions and in the third order it has passed certain non-monetary and remedial directions on NSE.

h. Additionally, NSE has also received adjudication notices covering the above three orders which are currently pending for hearing before SEBI.

i. NSE has received the orders passed by SEBI and has sought legal advise thereon. Having regard thereto, NSE believes that it has strong grounds to contest the above orders including monetary liability (including from adjudication proceedings) raised by SEBI. NSE intends to file appeals before the Hon'ble Securities Appellate Tribunal (SAT) against the orders passed by SEBI. Accordingly, no provision for any liability in this regard is considered necessary in the financial statements for the year ended March 31, 2019.

j. Previous year figures have been regrouped/ reclassified/ restated wherever necessary to correspond with the current year's classification/ disclosure.

5. NSE DAL

Corporate Information

NSE DAL (formerly known as Dotex International Limited) was incorporated as a public limited company under the Companies Act, 1956 on June 2, 2000 and received its certificate for commencement of business on July 4, 2000. Its corporate identification number as mentioned in its registration certificate is U12MOMH2OOOPLCI26952. Its name was changed pursuant to fresh certificate of incorporation dated July 2, 2018. Its registered office is situated at Exchange Plaza C-1 Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.

Nature of Activities

NSE DAL is authorised under its constitutional documents to carry on the business of, *inter alia*, owning, operating and maintaining web sites and portals that will enable participants at large, including stock brokers and all direct and indirect intermediaries of different markets and community at large to have a common virtual place to know, transact and fulfill their transactions in a secured manner.

Interest of our Promoter

Our Promoter does not hold any of the issued, subscribed and paid-up capital of NSE DAL.

Significant notes of auditors of NSE DAL for the last three Financial Years

There are no significant notes by the auditors of NSE DAL in relation to the aforementioned financial statements for the specified three immediately preceding Financial Years.

6. NSECL

Corporate Information

NSECL was incorporated as National Securities Clearing Corporation Limited, a public limited under the Companies Act, 1956 August 31, 1995 and received its certificate for commencement of business on September 19, 1995. Fresh certificate of incorporation was received pursuant to change of name on August 1, 2018. Its corporate identification number is U67120MH1995PLC092283. Its registered office is situated at Exchange Plaza C-1 Block 'G', Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.

Nature of Activities

NSECL is authorised under its constitutional documents to carry on the business:

a. To facilitate, set up and carry on the business of clearing and settlement of shares, stock, debentures, bonds, units, deposit certificates, notes, warrants and other securities of all kinds including securities defined under the Securities Contacts

(Regulations) Act, 1956, commodity and commodity derivatives and other commodities of all kinds including commodities defined under the Forward Contracts (Regulation) Act, 1952 and all other instruments of any kind traded and to ensure completion and guarantee of settlement and to facilitate, promote, assist, regulate and manage dealings in securities and instruments.

b. To initiate, facilitate, promote, assist, undertake and manage all activities in relation to Stock Exchanges, Commodity Exchanges, Commodity Derivatives Exchanges, Money Markets, Financial Markets, Securities Markets, Capital Markets, custodial and depository services including but not limited to taking measures for ensuring greater liquidity, facilitating intra and inter market dealings and generally to facilitate Clearing and Settlement of transactions in securities and instruments of all kinds.

Interest of our Promoter

Our Promoter does not hold any of the issued, subscribed and paid-up capital of NSECL.

Financial Performance

The financial information derived from the audited financial results of NSECL for the financial years ended 2019, 2018 and 2017 is set forth below:

(In ₹ million, except per share data)

Particulars	**Financial Year ended March 31,**		
	2019	**2018**	**2017**
Equity capital	450.00	450.00	450.00
Reserves and surplus (excluding revaluation reserves and including own contributions to core SGF and fund earmarked for commodity derivatives)	14,183.3	12,832.52	11,639.20
Sales/ Turnover (Income)	3,808.60	3,725.50	3,524.30
Profit/(Loss) after tax	1,725.10	1,588.30	1,528.40
Earnings per share (Basic)	38.34	35.3	33.96
Earnings per share (Diluted)	38.34	35.3	33.96
Net asset value per share	14,633.30	13,282.52	12,089.20

Significant notes of auditors of NSECL for the last three Financial Years

There are no significant notes by the auditors of NSECL in relation to the aforementioned financial statements for the specified three immediately preceding Financial Years.

7. NSEIL

Corporate Information

NSEIL (formerly known as NSE Strategic Investment Corporation Limited) was incorporated as a public limited company under the Companies Act, 1956 on January 31, 2013 and received its certificate for commencement of business on February 12, 2013. Its corporate identification number is U65999MH2013PLC240078. Its registered office is situated at Exchange Plaza, Plot C-1, Block G Bandra- Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.

Nature of Activities

NSEIL is authorised under its constitutional documents to carry on the business of, *inter alia*, being a holding and investment company in India or outside India and dealing in shares or debentures or securities issued by any mutual fund, promissory notes, warrants, other money market or capital market instruments issued or guaranteed by any company or body corporate carrying on any business or activity to collect and receive all consideration in any form or manner, commission, dividends, interests, monies in respect of the business.

Interest of our Promoter

Our Promoter does not hold any of the issued, subscribed and paid-up capital of NSEIL.

Significant notes of auditors of NSEIL for the last three Financial Years

There are no significant notes by the auditors of NSEIL in relation to the aforementioned financial statements for the specified three immediately preceding Financial Years.

Loss making Group Companies

None of our Group Companies have made any losses in the last three Financial Years.

Nature and extent of interest of our Group Companies

a. ***In the promotion of our Company***

Our Group Companies do not have any interest in the promotion of our Company except as disclosed in "*Financial Statements*" on page 149, apart from HDFC Bank engaging in banking business with the Company in the normal course of business. For details in relation to the shareholding of our Group Companies in our Company, refer to "*Capital Structure*" on page 54.

b. ***In the properties acquired by us in the preceding three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company***

Except as disclosed below, our Group Companies are not interested in the properties acquired by us in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of this Draft Red Herring Prospectus.

Our Company and Acsys have entered into a lease agreement dated October 1, 2014, amended by an addendum dated September 30, 2016 for leasing of office space for our Corporate Office. Further, SSPL and Acsys have entered into a lease agreement dated November 24, 2017 for leasing of office space located in Chennai, Tamil Nadu, India.

c. ***In transactions for acquisition of land, construction of building and supply of machinery***

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Defunct Group Companies

Our Group Companies are not defunct and no applications have been made to the relevant registrar of companies for striking off their names during the five years preceding the date of filing of this Draft Red Herring Prospectus with SEBI.

Group Companies which are a sick industrial company or are under winding up/ insolvency proceedings

Our Group Companies do not fall under the definition of sick companies under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985 and are not under any winding up or insolvency proceedings under applicable law.

Common Pursuits between our Group Companies and our Company

Except as disclosed below, our Group Companies are not in the same line of business as our Company and our Subsidiaries and there are no common pursuits between our Group Companies and our Company and our Subsidiaries.

- HDFC has a SEBI registration for carrying out in-house RTA activities for itself. However, this activity is not carried out commercially for any external party and is not of a competitive nature with our Company;
- NSE DAL has a SEBI registration for carrying out KYC registration activities; and
- HDFC Bank has a SEBI registration to act as a depository participant in NSDL and CDSL.

Related Business Transactions with the Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Financial Statements*" on page 149, there are no other related business transactions with our Group Companies.

Business interest of our Group Companies in our Company

Except as disclosed in "*Financial Statements*" on page 149 and in this section, and except to the extent of shareholding of our Group Companies in our Company, our Group Companies have no business interest in our Company. For further details on risks in relation to transactions being entered into with related parties, see "*Risk Factors - We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with our shareholders.*" on page 33.

Litigation

Except as disclosed in "*Outstanding Litigation and Material Developments*" on page 219, our Group Companies are not party to any pending litigations which will have a material impact on our Company.

Other confirmations

Except for the equity shares of HDFC and HDFC Bank which are listed on BSE and NSE, the equity shares of our Group Companies are not listed on any stock exchange.

None of our Group Companies have made any public or rights issue of securities in the preceding three years.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable law, including the Companies Act. The dividend distribution policy of our Company was approved and adopted by our Board by a circular resolution dated February 20, 2018 which was further amended on January 2, 2020. In terms of the Dividend Distribution Policy, our Company shall, subject to applicable law declare and distribute a minimum dividend (including dividend distribution and other taxes, cess, levies, if any relating to the dividend) of 65% of the consolidated profit, net of tax, of our Company for relevant financial year. However, from the date of listing of the Equity Shares of the Company, the Company shall endeavor to, subject to applicable law, declare and distribute a dividend (including dividend distribution and other taxes, cess, levies, if any relating to the dividend) of 65% of the consolidated profit, net of tax, of the Company for the relevant financial year subject to availability of cash and equivalents and after taking into consideration capital expenditure and working capital requirements.

Our Company has declared dividends on the Equity Shares during the current Financial Year and Financial Years 2017, 2018 and 2019.

The amounts paid as dividends in the past are not necessarily indicative of our dividend amounts, if any, in the furture. See, "*Risk Factors - Our ability to pay dividends in the future will depend on our profitability*." on page 33.

The details of dividend paid by our Company on the Equity Shares are set out in the following table:

Particulars	**Financial Year**								
	2020			**2019**			**2018**	**2017**	
	Interim dividend			**Interim dividend**			**Interim dividend**	**Interim dividend**	**Final dividend**
	First interim dividend	**Second interim dividend**	**Third interim dividend**	**First interim dividend**	**Second interim dividend**	**Third interim dividend**			
Face value of Equity Share (in ₹)	10.00	10.00	10	10.00	10.00	10.00	10.00	10.00	10.00
Total Dividend (in ₹ million)[@]	146.28	170.67	276.95	397.39	254.53	443.72	731.40	412.99	229.17
Number of Equity Shares (in million)	48.76	48.76	48.76	48.76	48.76	48.76	48.76	48.76	48.76
Total Dividend per Equity Share (in ₹)	3.00	3.50	5.68	8.15	5.22	9.10	15.00	8.47	4.70
Rate of dividend on Equity Shares (%)	30.00	35.00	56.8	81.50	52.20	91.00	150.00	84.70	47.00
Dividend Distribution Tax (in ₹ million)[#]	30.06	35.08	56.9	81.68	52.31	91.20	148.89	84.07	46.65
Mode of payment of dividend	Online transfer/ cheque	Online transfer/ cheque	Online transfer/ cheque	Online transfer/ cheque	Online transfer/ cheque	Online transfer/ cheque	Online transfer/ cheque	Online transfer/ cheque	Online transfer/ cheque

Notes:
@ Dividend declared by the Company in the respective years.
 # Without adjusting DDT paid by subsidiaries.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

In accordance with the SEBI ICDR Regulations, the standalone audited financial information of our Company for Financial Years 2017, 2018 and 2019 are available on our website at https://www.camsonline.com/CamsDisclosure.aspx.

For this purpose, a Subsidiary shall be considered 'material' if it contributes 10% or more to the turnover or net-worth or profits before tax in the annual consolidated audited financial statements of the respective financial year. The definitions of turnover, net-worth and profits before tax have the same meaning as ascribed to them in the Companies Act.

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Independent Auditor's Examination Report on Restated Consolidated Financial Information

The Board of Directors
Computer Age Management Services Limited,
New No. 10, Old No. 178,
M.G.R. Salai, Nungambakkam
Chennai - 600034

December 17, 2019

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information, of Computer Age Management Services Limited (the "Company" or the "Issuer"), its subsidiaries and Sterling Software (Deutschland) GmbH, a wholly owned first layer step down foreign subsidiary ("SSDG") (the Company, its subsidiaries and SSDG together referred to as the "Group"), comprising the Restated Consolidated Statement of Assets and Liabilities as at 30 September 2019, 30 September 2018, 31 March 2019, 31 March 2018 and 31 March 2017, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income) for the six months period ended 30 September 2019 and 30 September 2018 and for the years ended 31 March 2019, 31 March 2018 and 31 March 2017, the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the six month period ended 30 September 2019 and 30 September 2018 and for the years ended 31 March 2019, 31 March 2018 and 31 March 2017 and the statement of significant accounting policies, read together with other explanatory information, annexures and notes thereto and other restated financial information (together, the "Restated Consolidated Financial Information").

   The Restated Consolidated Financial Information has been approved by the board of directors of the Company ("Board of Directors") at their meeting held on December 17, 2019 for the purpose of inclusion in the draft red herring prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offer of equity shares ("IPO") prepared in terms of the requirements of:

   (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended and any rules issued thereunder (the "Act");
   (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
   (c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Board of Directors of the Company are responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited ("BSE") and National Stock Exchange ("NSE", and together with BSE the "Stock Exchanges") and Registrar of Companies, Chennai, Tamil Nadu, in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the Basis of Preparation stated in Note 2A - Statement of Compliances under Annexure V- Basis of preparation and significant accounting policies to the Restated Consolidated Financial Information. The Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined the Restated Consolidated Financial Information of the Group taking into consideration:
   (a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 21, 2019 in connection with the proposed IPO of the Company;
   (b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
   (c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
   (d) The requirements of Section 26 of the Act and the ICDR Regulations,

   Our work was performed solely to assist the Company in meeting its responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

   (a) Audited Special Purpose Consolidated Interim Financial Statements of the Group as at and for the six months periods ended 30 September 2019 and 30 September 2018 respectively, prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under Section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Consolidated Interim Financial Statements"), which have been approved by the Board of Directors at their meeting held on December 17, 2019.

   (b) Audited Consolidated Financial Statements of the Group as at and for the years ended 31 March 2019, 31 March 2018 and 31 March 2017 prepared in accordance with the Ind AS specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 25 June 2019, 25 June 2018 and 27 June 2017 respectively.

   c) The financial information in relation to the SSDG as listed below, is audited by the other auditors and included in the Restated Consolidated Financial Information:

Name of the entity	Name of the audit firm	Period covered
Sterling Software (Deutschland) GmbH, Germany	HRB Treuhand GmbH	As at and for the six months ended 30 September, 2019, 30 September, 2018 and for the years ended 31 March, 2019, 31 March 2018 and 31 March, 2017.

   (d)) The financial information in relation to SSDG is audited by another auditor HRB Treuhand GmbH, Germany (the "SSDG Auditor") under generally accepted principles in its country, whose audit reports have been furnished to us. The Company's management has converted the financial statements from accounting principles accepted in that country to the accounting principles generally accepted in India. We have examined these conversion adjustments made by the Company's management for the six months ended 30 September, 2019, 30 September, 2018 and for the years ended 31 March, 2019, 31 March, 2018 and 31 March, 2017.

5. For the purpose of examination, we have relied on:

   (a) Auditor's report issued by us dated December 17, 2019 on Consolidated Interim Financial Statements of the Company as at and for the six months period ended 30 September,2019 and 30 September, 2018 as referred to in paragraph 4(a) above.

   (b) Auditor's reports issued by us dated June 25, 2019, June 25, 2018 and June 27, 2017 on the audited consolidated financial statements of the Group as at and for the years ended 31 March, 2019, 31 March, 2018 and 31 March, 2017 respectively, as referred to in paragraph 4(b) above,

(c) As indicated in our audit reports referred to above,

We did not audit the financial statements of the SSDG as referred in Para 4 d above, whose financial statements reflect total assets, total revenues and net cash inflows / (outflows) for the relevant year as tabulated below, which have been audited by other auditors as mentioned in paragraph 4C and whose reports have been furnished to us by the company's management and our report on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is solely based on the reports of the other auditors::

(Rs. In million)

As at and for the period/ year ended	Total assets	Total revenues	Total net cash inflows/(outflows)
Six months ended 30 September, 2019	27.31	19.92	11.16
Six months ended 30 September, 2018	3.94	0.30	0.87
31 March, 2019	16.14	29.72	3.01
31 March, 2018	1.36	0.03	(0.86)
31 March, 2017	1.74	-	1.29

6. We have also examined the following Restated Consolidated Financial Information of the Group as set out in the Annexures prepared by the management and approved by the Board of Directors of the Company, as on and for the six month period ended 30 September 2019 and 30 September 2018 and for each of the years ended 31 March 2019, 31 March 2018 and 31 March 2017:

i. Basis of Preparation and Significant Accounting Policies as enclosed in Annexure V;

ii. Notes to Restated Consolidated Financial Information as enclosed in Annexure VI;

iii. Statement of Adjustments to Audited Consolidated Financial Statements as enclosed in Annexure VII;

iv. Restated Consolidated Summary Statement of Accounting ratios, as enclosed in Annexure VIII; and

v. Restated Consolidated Statement of Capitalisation, as enclosed in Annexure IX;

7. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:
   i) have been prepared after incorporating adjustments for change in accounting policies, material error , regroupings / reclassifications retrospectively in the respective financial years / period 31 March 2019, 31 March 2018 and 31 March 2017 and the six months period ended 30 September 2018 to reflect the same accounting treatment as per the accounting policies and groupings / classifications followed as at and for the six months period ended 30 September 2019;
   ii) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the date of auditors reports mentioned in paragraph 4 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for the use of the Company for inclusion in the DRHP to be filed with Securities and Exchange Board of India, and Stock Exchanges and the Registrar of Companies, Chennai, Tamil Nadu in connection with the proposed IPO. Our report, should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Brahmayya & Co.
Chartered Accountants
Firm's Registration Number: 000511S

P Babu
Partner
Membership Number :203358
UDIN:19203358AAAAWC7290

Chennai
December 17, 2019

Computer Age Management Services Limited

Annexure I - Restated Consolidated Statement of Assets and Liabilities

(Rupees in millions, unless otherwise stated)

	ASSETS	Sch No	As at 30th September 2019	As at 30th September 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
A							
1	***Non-current assets***						
	Property, plant and equipment	4	1,600.34	1,719.66	1,681.99	1,769.64	1,242.82
	Intangible assets	4	1,549.46	1,443.53	1,518.32	1,465.77	1,383.24
	Financial Assets						
	Investments	5	20.28	20.70	20.41	20.33	20.59
	- Loans	7	128.68	129.33	116.37	122.54	84.14
	- Others	8	-	-	-	12.23	-
	Deferred tax assets (net)	23	140.65	153.89	202.28	137.79	89.84
	Other non-current assets	10	24.42	73.49	55.18	59.34	21.81
	Total Non Current Assets		**3,463.83**	**3,540.60**	**3,594.56**	**3,587.63**	**2,842.43**
2	***Current assets***						
	Financial Assets						
	- Investments	5	2,543.14	2,003.29	2,304.98	2,161.31	2,202.03
	- Trade receivables	6	453.63	393.24	269.70	225.06	118.95
	- Cash and cash equivalents	9	1,574.04	311.38	435.04	276.56	152.58
	- Loans	7	8.40	7.81	6.69	4.54	3.94
	- Other Financial assets	8	5.38	3.50	3.70	1.58	0.75
	Current Tax Assets (Net)	15	93.97	-	-	-	-
	Other current assets	10	728.75	670.94	748.58	721.82	527.81
	Total current Assets		**5,407.32**	**3,390.16**	**3,768.68**	**3,390.86**	**3,006.06**
	Total Assets		**8,871.15**	**6,930.76**	**7,363.24**	**6,978.48**	**5,848.49**
B	**EQUITY AND LIABILITIES**						
1	**Equity**						
	Share Capital	11	487.60	487.60	487.60	487.60	487.60
	Other Equity	12	4,381.38	3,795.84	3,925.25	3,947.63	3,639.10
	Total Equity		**4,868.98**	**4,283.44**	**4,412.85**	**4,435.23**	**4,126.70**
	Non Controlling Interest		-	76.38	81.50	76.85	81.50
2	**Non-current liabilities**						
	Financial liabilities						
	- Other financial liabilities	16A	1,051.84	1,136.44	1,087.69	1,123.92	679.76
	Provisions	14	742.99	651.98	711.49	566.50	440.22
	Total Non current liabilities		**1,794.83**	**1,788.42**	**1,799.18**	**1,690.42**	**1,119.98**
3	**Current liabilities**						
	Financial liabilities						
	Trade payables						
	a. Total outstanding dues to micro enterprises and small enterprises		1.02	0.73	3.45	1.77	1.50
	b. dues to Others	13	408.15	256.82	346.55	334.10	279.40
	Provisions	14	184.89	115.04	170.87	79.94	51.58
	Current Tax Liabilities (Net)	15	-	28.72	19.08	11.31	47.56
	Other current liabilities	16	1,613.29	381.22	529.76	348.87	140.27
	Total Current Liabilities		**2,207.34**	**782.53**	**1,069.71**	**775.99**	**520.31**
	Total Liabilities		**4,002.17**	**2,647.32**	**2,950.39**	**2,543.26**	**1,721.79**
	Total Equity and Liabilities		**8,871.15**	**6,930.76**	**7,363.24**	**6,978.48**	**5,848.49**

The above statement should be read with the Basis of preparation and significant accounting policies appearing in Annexure V, Notes to Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure VII.

For Brahmayya & Co
Chartered Accountants
Firm Regn. No : 000511S

For and on behalf of the Board of Directors

P. Babu
Partner
Membership No : 203358

Dinesh Kumar Mehrotra
Director
DIN NO : 00142711

Anuj Kumar
CEO & Director
DIN NO : 8268864

Narendra Ostawal
Director
DIN NO : 06530414

M.Somasundaram
Chief Financial Officer

G.Manikandan
Company Secretary

Chennai
17th December 2019

Mumbai
17th December 2019

Computer Age Management Services Limited

Annexure II - Restated Consolidated Statement of Profit and Loss

(Rupees in millions, unless otherwise stated)

	Particulars	Sch No	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
	INCOME						
I	Revenue From Operations	17	3,488.32	3,461.01	6,936.44	6,415.36	4,783.09
II	Other Income	18	111.97	58.60	178.52	199.16	243.30
III	Total Income		**3,600.29**	**3,519.61**	**7,114.96**	**6,614.52**	**5,026.38**
IV	**EXPENSES**						
	Employee benefits expense	19	1,294.65	1,361.76	2,746.17	2,263.28	1,634.25
	Finance costs	20	48.28	52.07	104.73	78.90	60.31
	Depreciation and amortization expense	4	237.42	242.47	503.96	402.41	305.53
	Operating expenses	21	480.95	507.28	1,058.18	940.83	630.76
	Other expenses	22	334.81	359.89	693.19	663.27	503.61
	Total Expenses		**2,396.10**	**2,523.48**	**5,106.23**	**4,348.69**	**3,134.45**
V	Profit/(loss) before exceptional items and tax		1,204.20	996.14	2,008.73	2,265.82	1,891.93
	Exceptional Items						
VI	Profit/(loss) before tax		1,204.20	996.14	2,008.73	2,265.82	1,891.93
	Current Tax		315.10	380.20	764.28	850.70	669.51
	Current tax expense of earlier years		-	-	0.06	-	-
	MAT Credit (Entitlement)		34.27	(4.17)	(9.51)	(5.61)	(15.88)
	Deferred tax	23	27.34	(11.94)	(55.05)	(42.32)	(3.86)
VII	Net Tax expense / (benefit)		**376.71**	**364.09**	**699.78**	**802.77**	**649.77**
			-	-	-	-	-
VIII	Profit/(loss) for the year		**827.49**	**632.05**	**1,308.95**	**1,463.05**	**1,242.16**
IX	Other Comprehensive Income						
	(A) Items that will not be reclassified to Profit or Loss						
	- Remeasurements of the defined benefit liabilities / asset		(5.68)	2.21	(8.64)	7.56	(46.27)
	- Income tax relating to items that will not be reclassified to profit or loss		1.80	(0.66)	3.10	(2.68)	16.02
	(B) Items that will be reclassified to profit or loss						
	- Exchange differences in translating the financial statements of foreign operations		(0.89)	0.06	(0.29)	0.26	(0.07)
	Total Other Comprehensive Income / (loss)		**(4.77)**	**1.61**	**-5.84**	**5.13**	**(30.32)**
X	Total Comprehensive Income for the period		**822.71**	**633.66**	**1,303.11**	**1,468.18**	**1,211.84**
	Profit attributable to						
	- Owners of the Company		827.22	632.68	1,304.46	1,459.48	1,234.80
	- Non-controlling interest		0.27	(0.63)	4.49	3.57	7.37
	Total Comprehensive Income attributable to						
	- Owners of the Company		822.43	634.13	1,298.47	1,464.65	1,204.45
	- Non-controlling interest		0.29	(0.47)	4.64	3.54	7.39
	Earnings per share (In Rs):						
	Basic		16.97	12.98	26.75	29.93	25.32
	Diluted		16.95	12.98	26.75	29.93	25.32

The above statement should be read with the Basis of preparation and significant accounting policies appearing in Annexure V, Notes to Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure VII.

For Brahmayya & Co
Chartered Accountants
Firm Regn. No : 000511S

P. Babu
Partner
Membership No : 203358

Chennai
17th December 2019

For and on behalf of the Board of Directors

Dinesh Kumar Mehrotra
Director
DIN NO : 00142711

Anuj Kumar
CEO & Director
DIN NO : 8268864

Narendra Ostawal
Director
DIN NO : 06530414

M.Somasundaram
Chief Financial Officer

G.Manikandan
Company Secretary

Mumbai
17th December 2019

Computer Age Management Services Limited

Annexure III - Restated Consolidated Cash Flow Statement

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019		For the Half year ended 30th Sep 2018		For the Year ended 31st March 2019		For the Year ended 31st March 2018		For the Year ended 31st March 2017	
A. Cash flow from operating activities										
Profit / (Loss) before extraordinary items and tax		1,204.20		996.14		2,008.73		2,265.82		1,891.93
Adjustments for:										
Depreciation and amortization expense	237.42		242.47		503.96		402.41		305.53	
Items of Other Comprehensive Income	(6.57)		2.21		(8.64)		7.56		(46.27)	
Expense on employee stock option scheme	15.80		-		-		-		-	
Profit / (Loss) on sale of assets / Asset Write Off	(0.05)		0.30		1.67		(35.65)		1.20	
Finance costs - Contra	48.28		52.07		104.73		78.90		60.31	
Interest / Dividend income - Contra	(4.55)		(4.16)		(9.13)		(14.82)		(16.64)	
Net (gain) / loss on sale of investments	(78.71)		(59.15)		(165.24)		(164.78)		(88.09)	
Adjustments to the carrying amount of current / non-current investments - Contra	(20.44)	191.18	9.90	243.64	(2.49)	424.86	21.38	294.99	(135.25)	80.78
Operating profit / (loss) before working capital changes		1,395.38		1,239.77		2,433.59		2,560.82		1,972.71
Changes in working capital:										
Adjustments for (increase) / decrease in operating assets:										
Financial Assets										
- Loans	(12.30)		(6.79)		6.16		(38.40)		26.46	
- Others	-		12.23		12.23		(12.23)		-	
Other non-current assets	30.76		(14.14)		4.16		(37.54)		(21.81)	
Current assets										
- Trade receivables	(183.93)		(168.19)		(44.64)		(106.11)		(18.43)	
- Change in Fixed Deposits & Money held in trust	(1,161.27)		(96.14)		(183.82)		(77.64)		(12.11)	
- Loans	(1.72)		(3.27)		(2.15)		(0.60)		72.32	
- Other Financial assets	(1.68)		(1.92)		(2.12)		(0.83)		(0.75)	
- Other current assets	19.83		50.88		(26.76)		(194.00)		(254.60)	
Adjustments for increase / (decrease) in operating liabilities:										
Non-current liabilities										
Provisions	31.50		85.48		144.69		126.28		110.29	
Current liabilities										
Trade payables										
a. Total outstanding dues to micro enterprises and small enterprises	(2.43)		(1.04)		1.68		0.27		1.50	
b. dues to Others	61.60		(77.28)		12.45		54.70		33.80	
Provisions	14.01		35.17		90.94		28.60		(17.00)	
Current Tax Liabilities (Net)	-		-		3.17		-		(1.34)	
Other current liabilities	1,083.53	(122.11)	32.35	(152.67)	180.89	196.87	208.60	(48.90)	50.86	(30.83)
Cash generated from operations	-	1,273.26	-	1,087.10	-	2,630.46	-	2,511.92	-	1,941.88
Net income tax (paid) / refunds	(426.33)	(426.33)	(363.45)	(363.45)	(756.57)	(756.57)	(889.63)	(889.63)	(620.70)	(620.70)
Net cash flow from / (used in) operating activities (A)		**846.93**		**723.66**		**1,873.90**		**1,622.29**		**1,321.18**

Computer Age Management Services Limited
Annexure III - Restated Consolidated Cash Flow Statement

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019		For the Half year ended 30th Sep 2018		For the Year ended 31st March 2019		For the Year ended 31st March 2018		For the Year ended 31st March 2017	
B. Cash flow from investing activities										
Capital expenditure on fixed assets (including Right to use asset)	(152.09)		(174.74)		(473.04)		(1,082.59)		(1,016.46)	
Proceeds from sale of fixed assets (including Right to use asset)	24.35		4.19		2.49		106.48		2.85	
Net Sale / (Purchase)of current & non-current investments	(138.89)		206.90		23.99		184.39		(225.11)	
Investment in subsidiary	(140.91)		-		-		-		-	
Interest received - increase / (decrease) in accrued interest	4.55		4.16		9.13		14.82		16.64	
Net cash flow from / (used in) investing activities (B)		**(402.99)**		**40.50**		**(437.44)**		**(776.90)**		**(1,222.08)**
C. Cash flow from financing activities										
Other financial liabilities (Lease liabilities)	(35.85)		12.52		(36.23)		444.16		679.76	
Finance costs - Contra	(48.28)		(52.07)		(104.73)		(78.90)		(60.31)	
Dividends paid (incl. Dividend distribution Tax on dividend and Dividend to Minorities)	(382.09)		(785.93)		(1,320.85)		(1,164.31)		(718.32)	
		(466.21)		(825.47)		(1,461.80)		(799.05)		(98.86)
Net cash flow from / (used in) financing activities (C)		**(466.21)**		**(825.47)**		**(1,461.80)**		**(799.05)**		**(98.86)**
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**(22.27)**		**(61.32)**		**(25.34)**		**46.34**		**0.23**
Cash and cash equivalents at the beginning of the period		48.61		73.95		73.95		27.61		27.38
Cash and cash equivalents at the end of the period		26.34		12.63		48.61		73.95		27.61
Reconciliation of Cash and cash equivalents with the Balance Sheet:										
Cash and cash equivalents		1,574.04		311.38		435.04		276.56		152.58
Less: Bank balances not considered as Cash and cash equivalents as										
(i) In other deposit accounts										
- original maturity more than 3 months	93.56		83.00		93.56		83.00		67.90	
(ii) In earmarked accounts										
- Other earmarked accounts (specify)	13.07		24.26		13.86		20.62		3.02	
- Other bank accounts (specify)	1,441.06	(1,547.70)	191.48	(298.74)	279.00	(386.42)	98.99	(202.60)	54.05	(124.97)
Net Cash and cash equivalents (as defined in Ind AS 7 Cash Flow Statements)		**26.34**		**12.63**		**48.61**		**73.95**		**27.61**

The above statement should be read with the Basis of preparation and significant accounting policies appearing in Annexure V, Notes to Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure VII.

For Brahmayya & Co
Chartered Accountants
Firm Regn No : 000511S

P. Babu
Partner
Membership No : 203358

Chennai
17th December 2019

For and on behalf of the Board of Directors

Dinesh Kumar Mehrotra
Director
DIN NO : 00142711

Anuj Kumar
CEO & Director
DIN NO : 8268864

Narendra Ostawal
Director
DIN NO : 06530414

M.Somasundaram
Chief Financial Officer

G.Manikandan
Company Secretary

Mumbai
17th December 2019

Computer Age Management Services Limited
Annexure IV - Restated Consolidated Statement of Changes in Equity
Note: 11 Share Capital

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th Sep 2019		As at 30th Sep 2018		As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Number of shares	Value	Number of shares	Value	Number of shares	Value	Number of shares	Value	Number of shares	Value
Authorised										
Equity shares of Rs. 10 each with voting rights	502,50,000	502.50	487,60,000	487.60	502,50,000	502.50	487,60,000	487.60	487,60,000	487.60
Issued										
Equity shares of Rs. 10 each with voting rights	487,60,000	487.60	487,60,000	487.60	487,60,000	487.60	487,60,000	487.60	487,60,000	487.60
Subscribed and fully paid up										
Equity shares of Rs. 10 each with voting rights	487,60,000	487.60	487,60,000	487.60	487,60,000	487.60	487,60,000	487.60	487,60,000	487.60
Total issued, subscribed and paid up share capital	**487,60,000**	**487.60**	**487,60,000**	**487.60**	**487,60,000**	**487.60**	**487,60,000**	**487.60**	**487,60,000**	**487.60**

Reconciliation of the Subscribed Equity Share capital (number of shares and amount outstanding) at the beginning and at the end of the reporting period:

Particulars	As at 30th Sep 2019	As at 30th Sep 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
A. Number of shares					
Opening balance	487,60,000	487,60,000	487,60,000	487,60,000	487,60,000
Fresh issue	-	-	-	-	-
Others	-	-	-	-	-
Closing balance	487,60,000	487,60,000	487,60,000	487,60,000	487,60,000
B. Amount outstanding (Rs in millions)					
Opening balance	487.60	487.60	487.60	487.60	487.60
Fresh issue	-	-	-	-	-
Others	-	-	-	-	-
Closing balance	487.60	487.60	487.60	487.60	487.60

Computer Age Management Services Limited
Annexure IV - Restated Consolidated Statement of Changes in Equity

Note: 12 Other equity

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th September 2019	As at 30th September 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
ESOP Reserve					
Opening balance	-	-	-	-	-
Add: Expense amortised during the period	15.80	-	-	-	-
Closing balance	15.80	-	-	-	-
General reserve					
Opening balance	1,104.24	1,104.24	1,104.24	1,104.24	1,104.24
Closing balance	1,104.24	1,104.24	1,104.24	1,104.24	1,104.24
Other Comprehensive Income					
Opening balance	(64.61)	(58.62)	(58.62)	(63.79)	(33.44)
OCI recognised during the period	(4.80)	1.45	(5.99)	5.17	(30.35)
Closing balance	(69.41)	(57.17)	(64.61)	(58.62)	(63.79)
Surplus / (Deficit) in Statement of Profit and Loss					
Opening balance	2,885.62	2,902.01	2,902.01	2,598.65	2,082.16
Add: Profit / (Loss) for the year	827.22	632.68	1,304.46	1,459.48	1,234.80
Less: Dividends	(316.95)	(651.92)	(1,095.64)	(960.57)	(596.82)
Tax on dividend	(65.14)	(134.00)	(225.21)	(195.55)	(121.49)
Closing balance	3,330.75	2,748.76	2,885.62	2,902.01	2,598.65
Total	**4,381.38**	**3,795.84**	**3,925.25**	**3,947.63**	**3,639.10**

For Brahmayya & Co
Chartered Accountants
Firm Regn No : 000511S

For and on behalf of the Board of Directors

P. Babu
Partner
Membership No : 203358

Dinesh Kumar Mehrotra
Director
DIN NO : 00142711

Anuj Kumar
CEO & Director
DIN NO : 8268864

Narendra Ostawal
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M.Somasundaram
Chief Financial Officer

G.Manikandan
Company Secretary

Chennai
17th December 2019

Mumbai
17th December 2019

Consolidated: Computer Age Management Services Limited

Annexure V – Basis of preparation and significant Accounting Policies

1. Reporting entity:

Computer Age Management Services Limited ("CAMS" – also called here as ''The company') is India's largest Mutual Fund Transfer Agency serving over 65% of assets of the Indian mutual fund industry. As an integral part of the India's Financial infrastructure, CAMS has built a reputation as a Transfer Agency to the Asset Management Industry of India and technology enabled service solutions partner to Private Equity Funds, Banks, Non-Banking Finance Companies.

The Company has been converted as Public limited company with effect from 27th September 2019 and its Corporate identity Number is U65910TN1988PLC015757 issued by Registrar of companies, Chennai, Tamil Nadu. CAMS have three major shareholders - NSE Investments Limited a subsidiary of National Stock Exchange, Great Terrain Investment Ltd and HDFC Group. CAMS together with its subsidiaries are herein after referred to as "Group".

2. Basis of preparation

A. Statement of Compliances

The Restated Consolidated Financial Information of the Company and its subsidiaries have been specifically prepared for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company and an offer for sale by certain of its shareholders (referred to as the "Issuer"). The Restated Consolidated Financial Information comprise of the Restated Consolidated Summary Statement of Assets and Liabilities as at 30th September 2019, 30th September 2018, 31st March 2019, 31st March 2018, and 31st March 2017 the Restated Consolidated Summary Statement of Profit and Loss, the Restated Consolidated Summary Statement of Cash Flows and the Restated Consolidated Summary Statement of Changes in Equity for the six months period ended 30th September 2019 and 30th September 2018, for the years ended 31st March 2019, 31st March 2018, and 31st March 2017 and significant Accounting Policies (Annexures V) , Notes to Restated Consolidated Summary Financial information (Annexure VI), Statement of Adjustments to Audited Consolidated Financial Statements (Annexure VII) and Restated Consolidated Summary Statement of Accounting Ratios (Annexure VIII) thereto (hereinafter collectively referred to as "the Restated Consolidated Summary Financial Information").

The Restated Consolidated Financial Statements have been prepared to comply in all material respects with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended ("the Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations") and Guidance Note on Report in Company Prospectus (Revised 2019) issued by Institute of Chartered Accountants of India.

The Act and the SEBI ICDR Regulations require the information in respect of the consolidated Assets and Liabilities and consolidated Profit and Loss of the Company for the interim / stub period and for each of the three years immediately preceding the date of issue of prospectus.

In accordance with SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/47, the Company has applied the accounting framework described by Indian Accounting Standard (Ind AS) as notified by Ministry of Corporate affairs pursuant to section 133 of the Act read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 as amended for the six months period ended 30th September 2019 and 30th September 2018, for the years ended 31st March 2019, 31st March 2018, and 31st March 2017.

The Restated Consolidated financial information of the Company have been prepared and presented as follows:

a. The Restated Consolidated Financial Information as at and for the six months period ended 30th September 2019 and 30th September 2018 have been compiled by the Management from the interim audited Consolidated financial statements of the Company prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, subsequent amendments thereof and other relevant provisions of the Act;

b. The Restated Consolidated Financial Information as at and for the years / period ended 30th September 2019, 30th September 2018, 31st March 2019, 31st March 2018 and 31st March 2017 have been compiled by the Management from the audited Consolidated financial statements of the Company in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, subsequent amendments thereof and other relevant provisions of thes Act.

c. All amounts have been rounded off to the nearest million with two decimals, unless otherwise indicated.

The Restated Consolidated Summary Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

a) Adjustments for the material amounts in respective years to which they relate, if any;
b) Adjustments for previous years identified and adjusted in arriving at the profits or losses of the years to which they relate irrespective of the year in which the event triggering, if any;
c) Adjustment for Ind AS 116 – Lease accounting
d) Adjustments to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, if any;
e) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the Company and its subsidiaries for the six months period ended 30th September 2019 and the requirements of the SEBI ICDR Regulations, if any;
f) The resultant tax impact due to the aforesaid adjustments, if any.

B. Functional and Presentation Currency

The Functional currency of the Company is Indian Rupees. These restated Consolidated Financial Information are presented in Indian Rupees. All amounts have been rounded off to the nearest Million and rounded off to two decimals except for Earnings Per Share and where mentioned otherwise.

C. Current and non-current Classification

All assets and liabilities are classified as current and non-current as per the Company's normal operating cycle of 12 months which is based on the nature of business of the Company and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013. Current Assets do not include elements which are not expected to be realised within 12 months and Current Liabilities do not include items which are due after 12 months, the period of 12 months being reckoned from the reporting date.

D. Compliance with Ind AS

The financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified u/s 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

E. Use of estimates and judgements:

The preparation of the financial information in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial information and reported amounts of revenues and expenses during the period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about the assumption and estimates could result in the outcome requiring material adjustment to the carrying amount of asset and liabilities.

3. Significant accounting policies:

The accounting policies set out below have been applied consistently to the periods presented in the Restated Consolidated Financial Statements.

i) **Financial instruments:**

Financial assets and financial liabilities are recognized in the statement of financial position when the company becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables and investment in subsidiaries which are initially measured at transaction price.

Financial assets are recognized and classified into following specified categories based on company's business model for managing the financial assets and contractual cash-flow characteristics of these at the time of initial recognition:

(ii) 'At Amortized cost', if held within a business model whose objective is to hold the asset to collect contractual cash-flows and terms of financial asset give rise on specified dates to cash-flows that are solely payments of principal and interest on the principal amount outstanding. Under this model, income and expense is recognized at the effective interest basis.

(iii) 'At fair value through other Comprehensive Income" (FVTOCI) – if financial asset is held within a business model whose objective is achieved by both collecting contractual cash-flows and selling of financial asset and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iv) 'At fair value through Profit or loss' – financial asset which is not classified in any of the above categories are subsequently measured through profit or loss.

ii) **Loans and Trade Receivables:**

Loans and interest free advances are measured at amortized cost using the effective interest method less impairment, if any. Interest is recognized by applying effective interest method. Trade receivables are initially measured at transaction price.

iii) **Leases:**

The group's lease asset classes primarily consist of leases for buildings. The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 01.04.2016 on modified retrospective approach without adjusting the retained earnings as on 01.04.2016

The Group recognises a right-of-use asset and a lease liability w.e.f. 01.04.2016. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense over the lease term.

In the statement of profit and loss for the current period, operating lease expenses which were recognized as "Lease rent" under "Other expenses" in previous periods is now recognized as "Depreciation and amortization expense" for the right of use asset and "Interest on lease liabilities" under "Finance Cost".

iv) **Revenue from contracts with customers:**

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government and when there is reasonable certainty of ultimate realization.

Revenue has been recognized from agreements, where the performance obligations are satisfied over a period of time and where there is no uncertainty as to measurement or collectability of consideration.

Overdue amounts are provided for as doubtful debts or are written off as bad debts, if the same are considered doubtful / irrecoverable in the opinion of the management.

Significant judgements:

a) The company has adopted the output method to measure the performance obligation except for those contracts where revenue depends on resources deployed.
b) This method appropriately depicts the service performed by the company in satisfying the performance obligation.
c) Transaction price is the fixed consideration as promised in the contract with the customer. Revenue is recognized based on agreed prices for various services performed for individual clients.

v) **Dividends:**

Dividend income is recognized when the right to receive the payment is established. Final Dividends on shares of the Company are recorded as a liability on the date of approval by the Shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

vi) **Property, plant and equipment:**

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation/amortization and impairment loss, if any. The cost is inclusive of freight, installation cost and other incidental expenses for bringing the asset to its working conditions for its intended use but net of Goods and Services Tax (as applicable) wherever input credit is claimed. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in Income statement as incurred.

vii) **Depreciation:**

Depreciation on fixed assets is provided on the written down value method except for software, which is depreciated on straight line method at the rates as per the useful life specified in Schedule II of the companies Act 2013 as shown below:

Asset Block	From FY 2014-15 Estimated Useful life
Building	60 years
Computers	3 to 6 years
Office Equipment, Electrical Fittings and Air Conditioners	10 years
Furniture & Fixtures	10 years
Software	3 years

Fixed Assets whose aggregate cost is Rs.5000/- or less are fully depreciated in the year of acquisition. Depreciation on assets purchased / disposed off during the year is provided on pro-rata basis from the date of acquisition/ deletion. The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in profit or loss.

viii) **Intangible Assets:**

Intangible assets comprising of software are recorded at acquisition cost and are amortised over the estimated useful life on straight line basis over a three year period from the date that they are available for use. Depreciation on additions is provided on pro rata basis from the date of acquisition.

ix) **Goodwill and impairment of Good will:**

Goodwill represents the cost of business acquisition in excess of the Groups' interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquire. Good will is measured at cost less accumulated impairment losses.

Goodwill is tested for impairment on an annual basis whenever there is an indication that the recoverable amount of cash generating unit (CGU) is less than its carrying amount based on number of factors including operating results, business plans, future cash-flows and economic conditions. The recoverable amount of CGU is determined based on higher of value in use and fair value less cost to sell. The goodwill impairment test is performed at the level of the CGU or group of CGUs which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for management purposes. Market related information and estimates are used to determine the recoverable amount and the management assumptions include estimated long-term growth rates, weighted average cost of capital and estimated operating margins taking into account past experience.

x) **Impairment of tangible and intangible assets excluding goodwill:**

At each reporting date, the company reviews the carrying amounts of its tangible and intangible assets, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

xi) **Basis of consolidation:**

Below is the list of subsidiaries of CAMS along with their business profile:

i. **CAMS Insurance Repository Services Ltd** – The entity is one of the Insurance Repositories in India licensed by Insurance Regulatory and Development Authority of India (IRDAI). An Insurance Repository helps the policy holders to keep the insurance policies in electronic form. CAMS Rep is also business solution partner for insurers in India.

ii. **CAMS Investor Services Pvt Ltd** – Promoted by CAMS, the entity uses technology in processing, storing and retrieving of KYC documents and interface capabilities with intermediaries and other KRAs.

iii. **CAMS Financial Information Services Pvt Ltd** - The company was incorporated with the object of carrying out the business of Account Aggregator services. The Company has received in-principle approval and the company is in the process of taking further step for commencing the business.

iv. **Sterling Software Pvt Ltd** – The entity is a software enterprise based in Chennai, India, offering products and services in a range of industries, with its specialty being mutual funds. Sterling Software is the company behind the platform / product innovations offered by CAMS in the mutual fund space in India.

v. **Sterling Software (Deutschland) GmbH –** The entity is a wholly owned subsidiary of Sterling Software Pvt Ltd incorporated in Germany and is engaged in the business of providing IT Software services and consultancy.

The financial statements of the aforesaid subsidiary companies have been consolidated as per Ind AS 110 on Consolidated Financial Statements.

Name of the Subsidiary	Country of Incorporation	Proportion of ownership Interest# (%)
CAMS Insurance Repository Services Ltd#	India	100.00
CAMS Investor Services Pvt Ltd	India	100.00
CAMS Financial Information Services Pvt Ltd	India	100.00
Sterling Software Pvt Ltd	India	100.00
Sterling Software(Deutschland) GmbH*	Germany	100.00

*Sterling Software (Deutschland) GmbH, being the immediate subsidiary of Sterling Software Pvt Ltd has been consolidated in the financial statements of ultimate holding / parent company i.e. Computer Age Management Services Limited.

79% till 31st May 2019 – Thereafter 100%.

b.) The Consolidated Financial Statements have been prepared on the following basis.

The Financial Statements of the Parent Company and its subsidiary companies have been consolidated on a line by line basis, by adding together the book values of like items of asset, liabilities, income, expenses, after fully eliminating intra-group balances and intra group transactions resulting in unrealised profits or losses.

c.) The Consolidated Financial Statements have been prepared by adopting uniform accounting policies.

d.) In the Financial Statements of Parent Company, Investments in subsidiaries have been continued to be recognized in cost as per Ind AS 101 (‘First time Adoption of Indian Accounting Standards’) and therefore, the resultant goodwill arising from aforesaid disclosure is continued to be recognized in the current year.

xii) **Foreign currency transactions and translation:**

a) Functional and presentation currency**:** The financial information of the company are presented in Indian Rupees (‘INR’) which is the functional currency of the all the Companies (except Sterling Software (Deutschland) GmbH).

b) Transactions and translations: Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction.

   As per Ind AS 21 (‘The Effects of Changes in Foreign Exchange Rates’), while translating the financial information of Sterling Software (Deutschland) GmbH, closing exchange rate has been adopted for monetary assets and liabilities, average exchange rate has been adopted for fixed assets purchased and transaction specific exchange rate for increase in share capital.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at reporting period-end date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates. Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

xiii) **Retirement benefit costs:**

- **Provident Fund**: Contributions are made to the government administered provident fund, pension fund and to Employees' State Insurance Schemes on behalf of its employees. Company's contribution to the provident fund for all employees, are charged to revenue.

- **Superannuation:** The Company makes fixed contributions of eligible employees to the superannuation fund, which is administered by trustees and managed by the Life Insurance Corporation of India (LIC). This contribution is charged to the Profit and Loss Statement.

- **Gratuity:** The Company makes an annual contribution to a Gratuity Fund administered by trustees and managed by Life Insurance Corporation of India (LIC) and accounts its liability based on an actuarial valuation, as at the balance sheet date, determined every year by an Actuary using the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/asset are recognized in Other Comprehensive Income (OCI). The effect of any plan amendments is recognized in net profits in the statement of profit and loss.

- **Leave Encashment**: The Company makes an annual contribution to a leave encashment fund administered and managed by Life Insurance Corporation of India (LIC) The Company accounts its liability based on an actuarial valuation, as at the balance sheet date, determined every year by an Actuary using projected unit credit method. Gains and losses through re-measurements of the net defined benefit liability/asset are recognized in Other Comprehensive Income (OCI). The effect of any plan amendments is recognized in net profits in the statement of profit and loss.

- **Short term employee benefits** are charged to revenue in the year in which the related service is rendered.

xiv) **Income Tax:**

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible.

Deferred tax is recognized on the differences between the carrying amounts of assets and liabilities in the financial information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realized based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax liabilities are recognized for all taxable temporary differences, except, In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Current and deferred tax are recognized as an expense or income in profit or loss, except when they relate to items credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognized outside profit or loss (either in other comprehensive income or directly in equity, respectively).

xv) **Provisions, Contingent liabilities and Contingent assets:**

A provision is recognized when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial information. A contingent asset is neither recognized nor disclosed in the financial information.

xvi) **Earnings per share:**

Basic earnings per share is computed by dividing the net profit of equity shareholders with number of equity shares outstanding at the end of the period and diluted earnings per share is computed by dividing the net profit of equity shareholders with weighted average number of equity shares outstanding at the end of the period.

xvii) **Cash and cash equivalents in the statement of cash flows:**

Cash and cash equivalent in the balance sheet comprise cash at bank balances

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

xviii) **Share options:**

For share options granted to employees, in many cases market prices are not available, because the options granted are subject to terms and conditions that do not apply to traded options. If traded options with similar terms and conditions do not exist, the fair value of the options granted shall be estimated by applying an option pricing model.

The entity shall consider factors that knowledgeable, willing market participants would consider in selecting the option pricing model to apply.

Computer Age Management Services Limited

Annexure VI- Notes to Restated Consolidated Summary Financial Information

For the Half year ended 30th Sep 2019

Note: 4 Fixed Assets **(Rupees in millions, unless otherwise stated)**

Particulars	**Gross Block at Cost**				**Depreciation**				**Net Block**	
	As at **01.04.2019**	Additions	Deductions	As at **30.09.2019**	Up to **01.04.2019**	Additions	Deductions	Up to **30.09.2019**	As at **30.09.2019**	As at **31.03.2019**
a. Tangible Assets										
1.Land	243.92	-	-	243.92	-	-	-	-	243.92	243.92
	-	-	-	-	-	-	-	-	-	-
2.Buildings	50.35	-	-	50.35	20.14	0.73	-	20.87	29.48	30.21
3.Computers and Accessories	956.84	49.61	0.00	1,006.45	671.53	60.73	-0.03	732.29	274.16	285.31
4.Furniture and Fittings	203.55	0.93	2.69	201.80	124.89	10.97	2.44	133.41	68.38	78.67
5.Office Equipment	107.70	2.50	2.52	107.68	78.33	7.01	2.33	83.01	24.68	29.38
6.Electrical Fittings	57.44	0.27	0.78	56.93	36.65	2.83	0.71	38.76	18.16	20.79
7.Plant and Machinery	47.34	1.53	6.41	42.46	25.33	2.08	5.55	21.86	20.60	22.02
8. Right to use asset	1,503.45	77.70	22.90	1,558.24	531.74	105.55	-	637.28	920.96	971.71
Total	**3,170.58**	**132.54**	**35.30**	**3,267.82**	**1,488.59**	**189.89**	**11.01**	**1,667.48**	**1,600.34**	**1,681.99**
b. Intangible Assets										
1.Software and License Fees	482.32	19.55	-	501.87	299.98	47.52	-	347.50	154.36	182.34
2.Goodwill on Consolidation	1,335.98	59.12	-	1,395.10	-	-	-	-	1,395.10	1,335.98
Total	**1,818.30**	**78.67**	**-**	**1,896.97**	**299.98**	**47.52**	**-**	**347.50**	**1,549.46**	**1,518.32**
Grand Total	**4,988.88**	**211.20**	**35.30**	**5,164.78**	**1,788.57**	**237.42**	**11.01**	**2,014.98**	**3,149.81**	**3,200.32**

Computer Age Management Services Limited

For the Half year ended 30th Sep 2018

Note: 4 Fixed Assets **(Rupees in millions, unless otherwise stated)**

	Gross Block at Cost				**Depreciation**				**Net Block**	
	As at **01.04.2018**	Additions	Deductions	As at **30.09.2018**	Up to **01.04.2018**	Additions	Deductions	Up to **30.09.2018**	As at **30.09.2018**	As at **31.03.2018**
a. Tangible Assets										
1.Land	243.92	-	-	243.92	-	-	-	-	243.92	243.92
2.Buildings	50.35	-	-	50.35	18.64	0.76	-	19.40	30.95	31.71
3.Computers and Accessories	841.85	46.96	0.17	888.65	536.61	80.33	0.13	616.81	271.85	305.24
4.Furniture and Fittings	165.94	8.86	0.83	173.97	108.62	9.75	0.51	117.86	56.10	57.32
5.Office Equipment	95.26	9.20	2.16	102.30	66.38	8.18	1.91	72.64	29.65	28.88
6.Electrical Fittings	50.01	2.52	0.20	52.34	32.94	2.51	0.12	35.32	17.01	17.07
7.Plant and Machinery	39.02	2.04	0.82	40.24	22.80	1.55	0.59	23.76	16.48	16.22
8. Right to use asset	1,381.40	99.71	3.59	1,477.52	312.14	111.69	-	423.83	1,053.70	1,069.27
Total	**2,867.75**	**169.28**	**7.76**	**3,029.28**	**1,098.12**	**214.78**	**3.27**	**1,309.62**	**1,719.66**	**1,769.64**
b. Intangible Assets										
1.Software and License Fees	364.18	5.46	-	369.64	234.39	27.69	-	262.09	107.55	129.78
2.Goodwill on Consolidation	1,335.98	-	-	1,335.98	-	-	-	-	1,335.98	1,335.98
Total	**1,700.16**	**5.46**	**-**	**1,705.62**	**234.39**	**27.69**	**-**	**262.09**	**1,443.53**	**1,465.77**
Grand Total	**4,567.91**	**174.74**	**7.76**	**4,734.90**	**1,332.51**	**242.47**	**3.27**	**1,571.71**	**3,163.19**	**3,235.40**

Computer Age Management Services Limited

For the Year ended 31st March 2019

Note: 4 Fixed Assets **(Rupees in millions, unless otherwise stated)**

	Gross Block at Cost				Depreciation				Net Block	
	As at 01.04.2018	Additions	Deductions	As at 31.03.2019	Up to 31.03.2018	Additions	Deductions	Up to 31.03.2019	As at 31.03.2019	As at 31.03.2018
a. Tangible Assets										
1.Land	243.92	-	-	243.92	-	-	-	-	243.92	243.92
2.Buildings	50.35	-	-	50.35	18.64	1.52	0.02	20.14	30.21	31.71
3.Computers and Accessories	841.85	145.18	30.20	956.84	536.61	163.52	28.60	671.53	285.31	305.24
4.Furniture and Fittings	165.94	47.95	10.34	203.55	108.62	25.45	9.19	124.89	78.67	57.32
5.Office Equipment	95.26	19.63	7.18	107.70	66.38	18.64	6.69	78.33	29.38	28.88
6.Electrical Fittings	50.01	10.04	2.61	57.44	32.94	5.85	2.14	36.65	20.79	17.07
7.Plant and Machinery	39.02	9.87	1.55	47.34	22.80	3.80	1.27	25.33	22.02	16.22
8. Right to use asset	1,381.40	122.23	0.19	1,503.45	312.14	219.60	-	531.74	971.71	1,069.27
Total	**2,867.75**	**354.90**	**52.07**	**3,170.58**	**1,098.12**	**438.38**	**47.91**	**1,488.59**	**1,681.99**	**1,769.64**
b. Intangible Assets										
1.Software and License Fees	364.18	118.14	-	482.32	234.39	65.58	-	299.98	182.34	129.78
2.Goodwill on Consolidation	1,335.98	-	-	1,335.98	-	-	-	-	1,335.98	1,335.98
Total	**1,700.16**	**118.14**	**-**	**1,818.30**	**234.39**	**65.58**	**-**	**299.98**	**1,518.32**	**1,465.77**
Grand Total	**4,567.91**	**473.04**	**52.07**	**4,988.88**	**1,332.51**	**503.96**	**47.91**	**1,788.57**	**3,200.32**	**3,235.40**

Computer Age Management Services Limited
For the Year ended 31st March 2018

Note: 4 Fixed Assets **(Rupees in millions, unless otherwise stated)**

	Gross Block at Cost				Depreciation				Net Block	
	As at **01.04.2017**	Additions	Deductions	As at **31.03.2018**	Up to **31.03.2017**	Additions	Deductions	Up to **31.03.2018**	As at **31.03.2018**	As at **31.03.2017**
a. Tangible Assets										
1.Land	243.92	-	-	243.92	-	-	-	-	243.92	243.92
2.Buildings	50.35	-	-	50.35	17.02	1.62	-	18.64	31.71	33.33
3.Computers and Accessories	600.43	249.94	8.52	841.85	402.91	141.35	7.64	536.61	305.24	197.53
4.Furniture and Fittings	151.98	25.48	11.52	165.94	98.70	20.45	10.54	108.62	57.32	53.28
5.Office Equipment	79.43	22.34	6.51	95.26	58.60	13.73	5.95	66.38	28.88	20.83
6.Electrical Fittings	47.35	3.25	0.59	50.01	28.13	5.34	0.54	32.94	17.07	19.22
7.Plant and Machinery	36.48	2.99	0.46	39.02	19.99	3.18	0.38	22.80	16.22	16.49
8. Right to use asset	793.96	655.07	67.62	1,381.40	136.38	175.76	-	312.14	1,069.27	657.57
	-	-	-	-	-	-	-	-	-	-
Total	**2,003.90**	**959.07**	**95.21**	**2,867.75**	**761.74**	**361.42**	**25.05**	**1,098.12**	**1,769.64**	**1,242.16**
b. Intangible Assets										
1.Software and License Fees	240.66	123.52	-	364.18	193.40	40.99	-	234.39	129.78	47.25
2.Goodwill on Consolidation	1,335.98	-	-	1,335.98	-	-	-	-	1,335.98	1,335.98
Total	**1,576.64**	**123.52**	**-**	**1,700.16**	**193.40**	**40.99**	**-**	**234.39**	**1,465.77**	**1,383.24**
Grand Total	**3,580.54**	**1,082.59**	**95.21**	**4,567.91**	**955.14**	**402.41**	**25.05**	**1,332.51**	**3,235.40**	**2,625.40**

Computer Age Management Services Limited
For the Year ended 31st March 2017

Note: 4 Fixed Assets **(Rupees in millions, unless otherwise stated)**

	Gross Block at Cost				Depreciation				Net Block	
	As at 01.04.2016	Additions	Deductions	As at 31.03.2017	Up to 31.03.2016	Additions	Deductions	Up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
a. Tangible Assets										
1.Land	243.92	-	-	243.92	-	-	-	-	243.92	243.92
2.Buildings[#]	50.35	-	-	50.35	15.34	1.68	-	17.02	33.33	35.01
3.Computers and Accessories	473.39	158.40	31.35	600.43	331.56	101.26	29.91	402.91	197.53	141.83
4.Furniture and Fittings	147.00	7.32	2.33	151.98	80.29	20.33	1.92	98.70	53.28	66.71
5.Office Equipment	71.02	15.22	6.81	79.43	52.31	12.64	6.34	58.60	20.83	18.71
6.Electrical Fittings	44.76	3.20	0.61	47.35	22.55	6.06	0.48	28.13	19.22	22.21
7.Plant and Machinery	35.96	0.92	0.39	36.48	16.64	3.68	0.32	19.99	16.49	19.32
8. Right to use asset	-	795.49	1.53	793.96	-	136.38	-	136.38	657.57	-
	-	-	-	-	-	-	-	-	-	-
Total	**1,066.39**	**980.53**	**43.02**	**2,003.90**	**518.69**	**282.02**	**38.98**	**761.74**	**1,242.16**	**547.69**
b. Intangible Assets										
1.Software and License Fees	204.73	35.93	-	240.66	169.90	23.51	-	193.40	47.25	34.83
2.Goodwill on Consolidation	1,335.98	-	-	1,335.98	-	-	-	-	1,335.98	1,335.98
Total	**1,540.71**	**35.93**	**-**	**1,576.64**	**169.90**	**23.51**	**-**	**193.40**	**1,383.24**	**1,370.81**
Grand Total	**2,607.10**	**1,016.46**	**43.02**	**3,580.54**	**688.59**	**305.53**	**38.98**	**955.14**	**2,625.40**	**1,918.51**

[#] Note: Office property rented out (WDV od Rs 0.66 million) is not included in the above. Same was sold in FY 17-18

Computer Age Management Services Limited
Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note: 5 Investments (Rupees in millions, unless otherwise stated)

Particulars	As at 30th September 2019		As at 30th September 2018		As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Current	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current	Non Current
Designated as Fair Value through Profit and Loss										
Quoted Investments										
Investment Government or trust securities	-	5.23	-	5.19	-	5.40	-	5.28	-	5.56
Investment in Mutual Fund	2,543.14	15.05	2,003.29	15.51	2,304.98	15.01	2,161.31	15.04	2,202.03	15.03
	2,543.14	**20.28**	**2,003.29**	**20.70**	**2,304.98**	**20.41**	**2,161.31**	**20.33**	**2,202.03**	**20.59**

Note:6 Trade receivables (Rupees in millions, unless otherwise stated)

Particulars	As at 30th September 2019		As at 30th September 2018		As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Current	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current	Non Current
Unsecured, considered good	453.63	-	393.24	-	269.70	-	225.06	-	118.95	-
Credit impaired	14.62	-	13.69	-	18.74	-	13.69	-	15.80	-
	468.24	-	406.93	-	288.44	-	238.75	-	134.75	-
Less: Expected Credit loss	14.62	-	13.69	-	18.74	-	13.69	-	15.80	-
Total	**453.63**	**-**	**393.24**	**-**	**269.70**	**-**	**225.06**	**-**	**118.95**	**-**

Note: 7 Financial Assets - Loans (Rupees in millions, unless otherwise stated)

Particulars	As at 30th September 2019		As at 30th September 2018		As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current
Security deposits										
Secured, considered good										
Unsecured considered good	-	127.67	-	128.53	-	115.00	-	122.12	-	82.40
Loans and advances to employees										
Unsecured considered good	6.81	1.01	7.81	0.80	4.67	1.08	4.54	0.42	3.03	1.74
Other loans and advances										
Unsecured considered good	1.59	-	-	-	2.02	0.29				-
Total	**8.40**	**128.68**	**7.81**	**129.33**	**6.69**	**116.37**	**4.54**	**122.54**	**3.94**	**84.14**

Note: 8 Other Financial assets (Rupees in millions, unless otherwise stated)

Particulars	As at 30th September 2019		As at 30th September 2018		As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current
Advance for investment in Subsidiary Company - Sterling Software Deutschland GmbH								12.23		
Interest accrued, but not due on Fixed Deposits with banks	5.38	-	3.50	-	3.70	-	1.58	-	0.75	-
Total	**5.38**	**-**	**3.50**	**-**	**3.70**	**-**	**1.58**	**12.23**	**0.75**	**-**

Computer Age Management Services Limited

Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note: 9 Cash and Cash equivalents **(Rupees in millions, unless otherwise stated)**

Particulars	As at 30th September 2019	As at 30th September 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Cash and Cash Equivalents					
Cash on hand	0.33	0.38	0.21	0.20	0.34
Balances with banks					
- In current accounts	26.01	12.26	48.40	73.76	27.27
- In other deposit accounts	93.56	83.00	93.56	83.00	67.90
- Balances held as margin money or security against borrowings, guarantees and other commitments	13.07	24.26	13.86	20.62	3.02
Other earmarked accounts					
In NPS collection	1.66	1.79	1.20	7.49	6.79
In ECS Collection	1,439.40	189.69	277.80	91.50	47.26
Total	1,574.04	311.38	435.04	276.56	152.58

Note: 10 Other Current / Non Current assets **(Rupees in millions, unless otherwise stated)**

Particulars	As at 30th September 2019		As at 30th September 2018		As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current
Capital Advances	-	11.23	-	48.49	-	1.64	-	22.45	-	15.88
Advance to suppliers	14.44	-	17.33	-	17.73	-	5.35	-	2.95	-
Accrued Income	611.23	-	577.09	-	575.11	-	576.83	-	465.24	-
Balances with government authorities (other than income taxes)	68.40	-	61.98	-	104.79	-	104.68	-	23.92	-
Prepayments	29.13	12.04	4.84	25.00	42.86	53.54	26.64	36.89	26.16	5.93
Others	5.56	1.16	9.70	-	8.08	-	8.31	-	9.54	-
Total	**728.75**	**24.42**	**670.94**	**73.49**	**748.58**	**55.18**	**721.82**	**59.34**	**527.81**	**21.81**

Computer Age Management Services Limited
Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note: 13 Trade Payable

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th September 2019		As at 30th September 2018		As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Current	Non- Current	Current	Non- Current	Current	Non Current	Current	Non Current	Current	Non Current
Total Outstanding dues to Micro, Small and Medium Enterprises	1.02	-	0.73	-	3.45	-	1.77	-	1.50	-
Total Outstanding dues to Others	90.26	-	6.43	-	135.60	-	113.67	-	125.56	-
Claims Payable	25.85	-	32.93	-	21.65	-	26.92	-	28.26	-
Expenses Payable	292.03	-	217.47	-	189.30	-	193.51	-	125.59	-
Total	**409.17**	**-**	**257.55**	**-**	**350.00**	**-**	**335.87**	**-**	**280.90**	**-**

Note: 14 Provisions

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th September 2019		As at 30th September 2018		As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current
Provision for Gratuity (net)	-	59.58	-	47.00	-	38.04	-	30.13	-	31.50
Provision for other employee benefits	184.89	-	115.04	-	170.87	-	79.94	-	51.58	-
	184.89	**59.58**	**115.04**	**47.00**	**170.87**	**38.04**	**79.94**	**30.13**	**51.58**	**31.50**
Provision - others	-	683.41	-	604.98	-	673.45	-	536.37	-	408.72
Total	**184.89**	**742.99**	**115.04**	**651.98**	**170.87**	**711.49**	**79.94**	**566.50**	**51.58**	**440.22**

Note: 15 Current Tax Assets / Liabilities

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th September 2019	As at 30th September 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
(Advance income tax) / Provision for tax	(93.97)	28.72	19.08	11.31	47.56
Total	**(93.97)**	**28.72**	**19.08**	**11.31**	**47.56**

Computer Age Management Services Limited
Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note: 16 Other Current / Non current Liabilities

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th September 2019		As at 30th September 2018		As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current
Statutory dues	158.34	-	173.86	-	236.46	-	237.56	-	76.57	-
Income Received in Advance	2.70	-	7.03	-	1.07	-	9.65	-	5.01	-
Money held in Trust / Others	1,452.25	-	200.33	-	292.23	-	101.65	-	58.69	-
Total	**1,613.29**	**-**	**381.22**	**-**	**529.76**	**-**	**348.87**	**-**	**140.27**	**-**

Note: 16A Other Financial Liabilities

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th September 2019		As at 30th September 2018		As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current	Current	Non- Current
Lease liabilities	-	1,051.84	-	1,136.44	-	1,087.69	-	1,123.92	-	679.76
Total	**-**	**1,051.84**	**-**	**1,136.44**	**-**	**1,087.69**	**-**	**1,123.92**	**-**	**679.76**

Computer Age Management Services Limited
Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note: 17 Revenue from Operations

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Data processing	2,704.98	2,672.52	5,350.44	4,935.07	3,790.78
Customer Care services	305.60	362.05	656.53	711.72	480.31
Recoverable	240.47	222.28	479.53	410.75	261.78
Miscellaneous services	195.59	170.97	352.81	307.55	218.26
Software license fee, development & support services	41.68	33.19	97.13	50.26	31.96
Total	**3,488.32**	**3,461.01**	**6,936.44**	**6,415.36**	**4,783.09**

Note: 18 Other income

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Interest Income					
- On Bank deposits	4.09	4.16	8.28	13.85	15.90
Net Gain / (Loss) On sale of investments	78.71	59.15	165.24	164.78	88.09
Profit on sale of capital assets (net of loss on assets sold / scrapped / written off)	0.05	(0.30)	-	36.31	0.56
Reversal of Expected credit loss allowance	-	-	(3.12)	-	-
Net gain/(loss) arising on financial assets designated as at FVTPL	20.44	(9.90)	2.49	(21.38)	135.25
Gain or loss on lease modifications	3.46	0.31	1.01	1.17	0.06
Miscellaneous Income	5.22	5.18	4.62	4.42	3.44
Total - Other non operating income	**111.97**	**58.60**	**178.52**	**199.16**	**243.30**

Note: 19 Employee benefit expense

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Salaries and wages, including bonus	926.65	940.82	1,967.53	1,533.95	1,124.93
Contributions to provident and other funds	84.35	89.64	170.25	160.73	107.93
Share based payment transactions expenses - Equity-settled share-based payments	15.80	-	-	-	-
Staff welfare expenses	32.22	39.45	66.44	80.43	59.47
Manpower Charges	235.64	291.86	541.96	488.17	341.93
Total	**1,294.65**	**1,361.76**	**2,746.17**	**2,263.28**	**1,634.25**

Note: 20 Finance costs

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Interest on disputed taxes	1.38	0.01	2.78	2.81	0.99
Interest on Lease liabilities	46.90	52.06	101.95	76.09	59.32
Total	**48.28**	**52.07**	**104.73**	**78.90**	**60.31**

Computer Age Management Services Limited

Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note: 21 Operating expense

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Service expenses	240.13	223.32	495.52	416.81	257.70
Data entry charges	31.56	68.98	110.98	156.07	77.85
Customer Service Centre Charges	65.18	70.69	149.25	127.00	122.55
Claims*	40.40	78.61	156.62	136.74	118.49
Software expenses	103.68	65.68	145.81	104.21	54.16
Total	**480.95**	**507.28**	**1,058.18**	**940.83**	**630.76**
* Note: including 2% Provision for claims	9.95	68.61	137.09	127.65	95.45

Note: 22 Other expenses

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Power and fuel	46.39	48.30	89.97	75.96	63.44
Lease rent	2.10	4.31	5.64	5.91	4.62
Repairs and Maintenance	62.03	59.04	120.36	105.85	87.00
Insurance	9.46	9.27	19.33	15.30	5.84
Rates and taxes	1.57	1.64	3.07	2.08	2.00
Communication	75.95	82.15	157.27	128.88	91.20
Travelling and conveyance	42.33	47.43	82.61	110.46	73.96
Printing and stationery	11.06	15.21	25.66	32.33	29.83
Business promotion	7.52	8.66	16.15	18.18	3.53
Expenditure on Corporate Social Responsibility	21.97	18.14	37.44	29.19	23.85
Legal and professional	44.21	55.24	104.69	106.71	80.23
Director's Sitting Fees	1.98	2.47	4.89	5.11	6.10
Miscellaneous expenses	8.24	8.03	26.10	27.32	32.00
Total	**334.81**	**359.89**	**693.19**	**663.27**	**503.61**

Computer Age Management Services Limited

Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note: 23 Deferred Tax (Ind AS 12) **(Rupees in millions, unless otherwise stated)**

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Deferred Tax Assets					
-Employee Benefits	29.98	27.72	43.31	30.19	18.49
-Depreciation	(224.64)	26.83	29.20	8.57	8.15
- others	369.58	70.41	95.50	74.26	44.05
MAT Credit	(34.27)	28.93	34.27	24.76	19.15
Total	**140.65**	**153.89**	**202.28**	**137.79**	**89.84**

Note: 23.1 Deferred Tax (Ind AS 12) **(Rupees in millions, unless otherwise stated)**

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Deferred Tax Assets					
- Employee Benefits	(13.33)	(2.47)	13.12	11.70	1.42
- Depreciation	(253.85)	18.26	20.63	0.42	(0.77)
- Others	239.85	(3.85)	21.30	30.20	3.21
Total	**(27.34)**	**11.94**	**55.05**	**42.32**	**3.86**

Computer Age Management Services Limited

Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note: 24 Operating Segments (Ind AS 108) **(Rupees in millions, unless otherwise stated)**

Particulars	For the Half Year ended 30th September 2019			For the Half Year ended 30th September 2018			For the Year ended 31st March 2019			For the Year ended 31st March 2018			For the Year ended 31st March 2017		
	Segments		Total	Segments		Total	Segments		Total	Segments		Total	Segments		Total
	R T A Services / Others	Software		R T A Services / Others	Software		R T A Services / Others	Software		R T A Services / Others	Software		R T A Services / Others	Software	
External Revenue	3,446.65	41.68	3,488.32	3,427.82	33.19	3,461.01	6,839.31	97.13	6,936.44	6,365.10	50.26	6,415.36	4,751.12	31.96	4,783.09
Inter-segment revenue	22.22	254.19	-	8.10	257.83	-	16.36	489.83	-	23.85	478.74	-	21.46	341.63	-
Total Revenue			**3,488.32**			**3,461.01**			**6,936.44**			**6,415.36**			**4,783.09**
RESULT															
Segment Result	1,020.77	71.46	1,092.23	849.81	87.72	937.54	1,628.13	202.07	1,830.21	1,875.59	191.08	2,066.67	1,505.36	143.27	1,648.63
Unallocated income/(expense)			111.97			58.60			178.52			199.16			243.30
Profit before taxes			1,204.20			996.14			2,008.73			2,265.82			1,891.93
Less : Tax expense			376.71			364.09			699.78			802.77			649.77
Less : Minority Interest			0.27			(0.63)			4.49			3.57			7.37
Profit for the Period			**827.22**			**632.68**			**1,304.46**			**1,459.48**			**1,234.80**

(Rupees in millions, unless otherwise stated)

Particulars	For the Half Year ended 30th September 2019			For the Half Year ended 30th September 2018			For the Year ended 31st March 2019			For the Year ended 31st March 2018			For the Year ended 31st March 2017		
	Segments		Total	Segments		Total	Segments		Total	Segments		Total	Segments		Total
	R T A Services / Others	Software		R T A Services / Others	Software		R T A Services / Others	Software		R T A Services / Others	Software		R T A Services / Others	Software	
Segment assets	4,477.60	200.41	4,678.01	3,211.24	205.65	3,416.89	3,280.63	218.96	3,499.59	3,068.55	254.52	3,323.08	2,088.68	111.37	2,200.05
Unallocable assets			4,193.14			3,513.87			3,863.65			3,655.41			3,648.44
Total assets			**8,871.15**			**6,930.76**			**7,363.24**			**6,978.48**			**5,848.49**
Segment liabilities	3,842.44	159.74	4,002.17	2,447.64	170.96	2,618.60	2,759.32	171.99	2,931.30	2,348.68	183.27	2,531.95	1,605.78	68.44	1,674.23
Unallocable liabilities			-			28.72			19.08			11.31			47.56
Total liabilities			**4,002.17**			**2,647.32**			**2,950.39**			**2,543.26**			**1,721.79**
Other information															
Capital expenditure (allocable)	148.51	3.58	152.09	170.88	3.87	174.74	467.83	5.21	473.04	937.36	145.23	1,082.59	953.83	62.63	1,016.46
Unallocable capital expenditure			59.12			-			-			-			
Total capital expenditure			**211.20**			**174.74**			**473.04**			**1,082.59**			**1,016.46**
Depreciation and amortization (allocable)	221.24	16.17	237.42	225.45	17.02	242.47	470.09	33.88	503.96	371.16	31.26	402.41	281.94	23.59	305.53
Total Depreciation and amortization			**237.42**			**242.47**			**503.96**			**402.41**			**305.53**

Computer Age Management Services Limited
Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note :25 Related Party Transactions (Ind AS 24)
List of related Parties and disclosures are give below:

Name of Related Party	Nature of Relationship
NSE Investments Limited (Formerly known as NSE Strategic Investment Corporation Limited)	Shareholder
Great Terrain Investment Limited	Shareholder
National Stock Exchange of India Ltd	Parent Company of shareholder
NSE Data & Analytics Ltd	Subsidiary of National Stock Exchange of India Ltd's Subsidiary
NSE Clearing Ltd (Formerly known as National Securities Clearing Corporation Ltd)	Subsidiary of National Stock Exchange of India Ltd
Housing Development Finance Corp Ltd	Shareholder
HDFC Bank Ltd	Shareholder
Acsys Investments Pvt Ltd	Shareholder
HDB Employee Welfare Trust	Shareholder
CAMS Insurance Repository Services Ltd (CAMS Insurance Rep)	Wholly owned subsidiary (79% up to 31st May 2019)
CAMS Investor Services Pvt Ltd	Wholly owned subsidiary
Sterling Software Private Ltd (SSPL)	Wholly owned Subsidiary
CAMS Financial Information Services Private Ltd	Wholly owned Subsidiary
Sterling Software Deutschland GmbH (SSDGmbH)	Step down Wholly owned Subsidiary
Mr N. Koteswara Prasad (CEO - CAMS)	Key Managerial Personnel - up to 30.06.2018; & Director - up to 31.10.2018
Mr Anuj Kumar (CEO - CAMS)	Key Managerial Personnel - w.e.f. 01.07.2018
Mr Srikanth Tanikella (COO - CAMS)	Key Managerial Personnel
Mr M Somasundaram (CFO - CAMS)	Key Managerial Personnel
Mr Ravi Kiran (Business Head - CAMS)	Key Managerial Personnel
Mr G Manikandan (CS - CAMS)	Key Managerial Personnel
Mr S.V.Ramanan (CEO - CAMS Rep)	Key Managerial Personnel - up to 31.07.2019
Mr Abishek Mishra (CEO - CAMS Rep)	Key Managerial Personnel - w.e.f. 01.08.2019
Mr Suresh Kuppuswamy (CEO - SSPL)	Key Managerial Personnel
Mr Bindu Ananth	Director - CAMS - up to 23.10.2018
Mr Dinesh Kumar Mehrotra	Director - CAMS Director - CAMS Rep - up to 27.12.2018
Mr G Subramanian	Director - CAMS - up to 04.08.2018
Mr Hoshang Noshirwan Sinor	Director - CAMS & Rep
Mr Joydeep Kumar Roy	Director - Rep
Mr Kamalji Sahay	Director - Rep - up to 10.09.2018
Ms Padma Chandrasekaran	Director - CAMS - up to 26.06.2018 Director - SSPL - up to 26.06.2018
Mr R Narayanan	Director - Rep
Mr Raghavan Putran	Director - SSPL
Mr V Balaraman	Director - CAMS - up to 20.01.2018
Mr V Srinivasa Rangan	Director - CAMS
Mr N Veeraraghavan	Director - SSPL - up to 05.04.2017
Mr M Venkataraman	Director - SSPL - up to 26.08.2019

Computer Age Management Services Limited
Annexure VI- Notes to Restated Consolidated Summary Financial Information

(Rupees in millions, unless otherwise stated)

Name of Related Party & Nature of Transaction	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Acsys Investments Pvt Ltd					
Dividend Paid (for the period)	6.14	205.49	258.59	305.79	189.99
Rent Paid (for the period)	6.35	6.20	14.93	17.85	15.17
Maintenance Expenses (for the period)	1.03	1.03	2.89	3.63	3.11
Security Deposit-Rent (as at)	12.19	12.19	12.19	12.19	15.19
Trade Payable (as at)	-	-	2.03	2.36	2.32
Great Terrain Investment Limited					
Dividend Paid (for the period)	137.96	-	166.38	-	-
HDB Employee Welfare Trust					
Dividend Paid (for the period)	10.11	38.51	52.66	56.74	35.25
HDFC Bank Ltd					
Current Account balance (as at)	1,308.69	174.40	292.17	155.56	66.14
Fixed Deposit outstanding (as at)	13.07	14.36	11.36	10.22	2.52
Dividend Paid (for the period)	10.55	40.20	54.98	59.23	36.80
ECS transaction Charges (for the period)	11.07	11.87	23.89	31.97	14.21
Trade Payable (as at)	2.09	0.42	2.15	7.17	2.62
Housing Development Finance Corp Ltd					
Dividend Paid (for the period)	18.99	72.29	98.87	106.51	66.18
Mr N Koteswara Prasad					
Salary and Compensation (for the period)	-	11.84	11.84	45.05	40.03
Dividend Paid (for the period)	0.30	0.29	0.71	0.12	0.07
Mr Anuj Kumar					
Salary and Compensation (for the period)	9.09	8.35	29.01	24.82	17.56
Mr M Somasundaram					
Salary and Compensation (for the period)	3.60	3.33	11.47	10.10	8.44
Dividend Paid (for the period)	0.26	0.21	0.57	-	-
Mr Ravi Kiran					
Salary and Compensation (for the period)	5.51	4.97	12.80	13.08	-
Mr G Manikandan					
Salary and Compensation (for the period)	2.32	2.16	5.41	4.86	3.84
Dividend Paid (for the period)	0.05	0.04	0.11	-	-
Mr Srikanth Tanikella					
Salary and Compensation (for the period)	5.30	4.99	13.84	12.37	11.35
National Stock Exchange India Ltd					
Fee for services provided (for the period)	11.63	7.80	21.26	17.60	15.27
Receivables (as at)	7.27	3.12	14.08	10.03	4.08
NSE Data & Analytics Ltd					
Fee for services provided (for the period)	0.02	0.01	0.02	0.02	0.02
Payables (as at)	0.13	0.43	0.11	0.21	1.02
NSE Clearing Limited (National Securities Clearing Corporation Ltd)					
Fee for services provided (for the period)	0.19	4.40	6.60	6.09	1.64
Receivables (as at)	1.12	2.84	0.81	1.71	0.96
NSE Investment Limited					
Dividend Paid (for the period)	118.85	293.32	459.71	432.19	268.53
Mr S V Ramanan					
Salary and Compensation (for the period)	3.68	3.61	10.59	9.61	8.64
Dividend Paid (for the period)	0.03	0.02	0.06	-	-
Mr Abhishek Mishra					
Salary and Compensation (for the period)	1.57	-			
Mr V Balaraman					
Dividend Paid (for the period)	0.33	0.67	1.12	-	-
Ms Padma Chandrasekaran					
Dividend Paid (for the period)	-	0.33	0.33	-	-
Mr Suresh Kuppuswamy					
Salary and Compensation (for the period)	3.47	3.33	8.58	7.79	7.10

Computer Age Management Services Limited
Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note : 26 Sitting Fees paid to Directors

(Rupees in millions, unless otherwise stated)

Director / Entity Name	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Mr Bindu Ananth	-	0.15	0.15	0.40	0.30
Mr Dinesh Kumar Mehrotra	0.35	0.52	1.07	0.73	0.99
Mr G Subramanian	-	0.20	0.20	0.65	0.60
Mr Hoshang Noshirwan Sinor	0.52	-	0.57	-	-
Mr Joydeep Kumar Roy	-	-	-	-	0.06
Mr Kamalji Sahay	-	0.06	0.06	0.24	0.24
Mr N Koteswara Prasad	-	0.06	0.06	-	-
NSE Investment Limited*	0.30	0.30	0.60	0.30	0.30
Ms Padma Chandrasekaran	-	0.44	0.44	0.85	1.11
Mr R Narayanan	0.12	0.12	0.24	0.24	0.18
Mr Raghavan Putran	0.15	0.18	0.30	0.30	0.51
Mr V Balaraman	-	-	-	0.55	0.70
Mr V Srinivasa Rangan	0.45	0.35	1.05	0.55	0.60
Mr N Veeraraghavan	-	-	-	-	0.51
Mr M Venkataraman	0.09	0.09	0.15	0.30	-
Total	1.98	2.47	4.89	5.11	6.10

* NSE Investments Limited has received the director sitting fees

Note: 27 Expenditure in Foreign Currency:

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Travelling expenses	-	-	0.29	1.25	0.78
Software Licence /Consultancy charges	2.30	5.25	5.06	12.78	11.54
Salaries & Wages	-	2.42	5.14	3.51	-
Service Charges-Support Service	0.16	0.21	0.53	0.29	-
Others	0.07	0.29	0.06	1.39	0.50

Note: 28 Earnings in foreign exchange

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Software development income	4.07	8.77	15.39	6.48	-
Other income (Out of pocket expense recovered from client)	0.05	-	0.05	-	-

Computer Age Management Services Limited
Annexure VI- Notes to Restated Consolidated Summary Financial Information

Note :29 Earnings Per Share (Ind AS 33) **(Rupees in millions, unless otherwise stated)**

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Profit for the year	827.22	632.68	1,304.46	1,459.48	1,234.80
Weighted average number of Equity shares outstanding considered for calculation of basic EPS	487,60,000	487,60,000	487,60,000	487,60,000	487,60,000
Weighted average number of Equity shares outstanding considered for calculation of diluted EPS	487,89,434	Not applicable	Not Applicable		
Basic earnings per Share (in Rs)	16.97	12.98	26.75	29.93	25.32
Diluted earnings per Share (in Rs)	16.95	Not applicable	Not Applicable		

Note: 30 Dividend per share

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Total Dividend Paid (excluding tax on dividend)	316.95	651.92	1,095.64	960.57	596.82
Dividend Tax	65.14	134.00	225.21	195.55	121.49
No of equity shares	487,60,000	487,60,000	487,60,000	487,60,000	487,60,000
Dividend per Share (in Rs)	6.50	13.37	22.47	19.70	12.24

Note: 31 Financial Instruments and Risk Review (Ind AS 109)

Categories of Financial Instruments

I. Financial Assets **(Rupees in millions, unless otherwise stated)**

Particulars	As at 30th Sep 2019	As at 30th Sep 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Measured at fair value through profit or loss (FVTPL)			-	-	-
- Investments in mutual funds	2,558.19	2,018.80	2,319.99	2,176.35	2,217.06
- Investment in Government Securities	5.23	5.19	5.40	5.28	5.56
Total	2,563.42	2,023.99	2,325.38	2,181.64	2,222.62

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th Sep 2019	As at 30th Sep 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Measured at amortised cost					
- Trade receivables	453.63	393.24	269.70	225.06	118.95
- Cash and Bank Balances	1,574.04	311.38	435.04	276.56	152.58
- Loans	137.08	137.14	123.06	127.08	88.08
- Others	5.38	3.50	3.70	13.82	0.75
Total	2,170.13	845.25	831.49	642.50	360.35

Computer Age Management Services Limited
Annexure VI- Notes to Restated Consolidated Summary Financial Information

II. Financial Liabilities

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th Sep 2019	As at 30th Sep 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Measured at amortised cost					
- Trade payables	409.17	257.55	350.00	335.87	280.90
- Lease liabilities	1,051.84	1,136.44	1,087.69	1,123.92	679.76

Note: 32 Fair Value Measurement
Financial Assets and Liabilities that are measured at fair value on a recurring basis

(Rupees in millions, unless otherwise stated)

Financial assets/ financial liabilities	As at 30th Sep 2019	As at 30th Sep 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
- Investments in mutual funds *	2,558.19	2,018.80	2,319.99	2,176.35	2,217.06
- Investment in Government Securities *	5.23	5.19	5.40	5.28	5.56

* Fair value hierarchy used-Level I
Valuation technique (s) and key input(s)-Quoted Net asset Value in active market

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:
Level 1 hierarchy - Includes Financial Instruments measured using quoted prices in the active market.

Level 2 hierarchy - The Fair value of Financial Instruments that are not traded in an active market, is determined using valuation techniques which maximise the use of observable market data.

Level 3 hierarchy - includes Financial Instruments for which one or more of the significant inputs are not based on observable market data. This is applicable for unlisted securities.

The Fair value of Level 1 investments are determined as per the NAV stated in the mutual funds statement. There are no transfers between Level 2 and Level 3 during the year.

Financial risk management

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, credit risk. The Risk management policies have been established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review and reflect the changes in the policy accordingly.

a) Management of liquidity risk
Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities . In doing this, management considers both normal and stressed conditions.

The Company regularly monitors the rolling forecasts and the actual cash flows to service the financial liabilities on a day-to-day basis through cash generation from business and by having adequate banking facilities.

b) Management of credit risk
Credit risk is the risk of financial loss to the Company if the other party to the financial assets fails to meet its contractual obligations.

Trade receivables

All trade receivables are reviewed and assessed for default. Trade receivables are considered to be a single class of financial assets. Hence, the company has created provision for trade receivables pending for more than 150 days or those receivables which indicate an element of risk in realization.

Computer Age Management Services Limited
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Note 33: Provisions & Contingent Liabilities (Ind AS 37)

A. Details of provisions
The Company has made provision for potential claims based on estimates to incur to meet such obligations, details of which is given below:

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th Sep 2019	As at 30th Sep 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Provision for claims	683.41	604.98	673.45	536.37	408.72
Total	683.41	604.98	673.45	536.37	408.72

B. Movement in Expected Credit Loss ("ECL") allowance during the year:

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th Sep 2019	As at 30th Sep 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Opening balance	18.74	13.69	13.69	15.80	15.17
Changes in loss allowance:					
Addition/(reversal) of Loss allowance - net	(4.13)	-	5.05	(2.10)	0.62
Closing balance	14.62	13.69	18.74	13.69	15.80

C. Contingent liabilities and commitments (to the extent not provided for)

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th Sep 2019	As at 30th Sep 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Estimated amount of contracts remaining to be executed on capital account and not provided for	15.51	34.69	1.02	17.62	46.27
Income Tax matters	43.95	-	36.33	-	-
On account of processing errors	122.30				
Others	1.78	1.80	1.82	-	-

The pending litigations as on the aforesaid periods have been compiled by the company and reviewed by the Statutory Auditors. The current position of the litigations has been evaluated and the effect thereof has been disclosed in the financial statements, where appropriate.

Based on the current assessment of the long-term contracts in the ordinary course of business, the Company has made adequate provision for losses wherever required. The Company has not entered into any derivative contracts during the year.

Note: 34 Revenue from contracts with customers (Ind AS 115)

Disaggregation of Revenue
Following table covers the revenue segregation :

(Rupees in millions, unless otherwise stated)

Particulars	**For the Half year ended 30th Sep 2019**	**For the Half year ended 30th Sep 2018**	**For the Year ended 31st March 2019**	**For the Year ended 31st March 2018**	**For the Year ended 31st March 2017**
Data processing	2,704.98	2,672.52	5,350.44	4,935.07	3,790.78
Customer Care services	305.60	362.05	656.53	711.72	480.31
Recoverable	240.47	222.28	479.53	410.75	261.78
Miscellaneous services	195.59	170.97	352.81	307.55	218.26
Software license fee, development & support	41.68	33.19	97.13	50.26	31.96
Total	3,488.32	3,461.01	6,936.44	6,415.36	4,783.09

Computer Age Management Services Limited
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Note: 35 Remuneration to Auditors

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Statutory audit	1.10	1.14	2.18	1.68	1.68
Tax audit	0.29	-	0.58	0.44	0.44
Certification charges	-	-	0.02	0.94	0.35
Total	1.38	1.14	2.77	3.05	2.46

Note : 36 Share based payment (Ind AS 102)

The Company grants ESOP to Senior Management Employees in accordance with terms of approved plan.

Description of the plan that existed during the period

Particulars	CXOs	Other
Board meeting date	22nd March 2019	22nd March 2019
Options granted	1,36,651	90,308
Exercise price per share (in Rs)	614.70	614.70
Date of grant	01st April 2019	01st April 2019
Vesting date	-	-
Vesting period	10% of options at the end of year 1; 10% of options at the end of year 2; 40% of options at the year 3; and 40% of options at the year 4.	25% of options at the end of year 1; 25% of options at the end of year 2; 25% of options at the end of year 3; and 25% of options at the end of year 4.
Exercise period	4 years from the grant date	4 years from the grant date
Market price per share immediately prior to grant date (in Rs)	717.8	717.8
Intrinsic value per share (in Rs)	103.1	103.1

Group share based payments

The company as a part of ESOP scheme, has issued share options to employees of group companies. The company does not get reimbursed for the cost of such group share options and such costs are treated as investment in the group companies.

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st Mar 2019	For the Year ended 31st Mar 2018	For the year ended 31st Mar 2017
Expenses recognised in Profit & Loss account	15.80	-	-	-	-

Computer Age Management Services Limited
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Unvested share options issued to employees of various group companies are as under:

Particulars	Half year ended 30th Sep 2019	Half year ended 30th Sep 2018	For the Year ended 31st Mar 2019	For the Year ended 31st Mar 2018	For the year ended 31st Mar 2017
Sterling Software Private Limited	22,035	Not applicable	Not applicable	Not applicable	Not applicable

Measurement of fair value
The fair values of the options issued have been arrived at using the Black Scholes Model.
The key assumptions used in computing the fair value are

Particulars	CXO grants	Other grants
Risk free interest rate per annum	7.02%	6.95%
Life of the option	5.1 years	4.5 years
Expected volatility	16.25%	16.04%
Fair value per share of the option (in Rs)	295.52	275.58

Note :37 Leases (Ind AS 116)

Disclosure requirements under INDAS 116
(i) The company being lessee of operating leases entered for the purpose of using office spaces has adopted Ind AS 116 w.e.f 01.04.2016 using Modified Retrospective approach by measuring a right to use asset at the date of transition to Ind AS 116 an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the Balance Sheet immediately before the date of transition to Ind AS.

(ii) Company(lessee) elects not to apply the requirements of Ind AS 116 to either short-term leases or leases for which the underlying asset is of low value, the lessee shall recognise the lease payments associated with those leases as an expense on a straight-line basis(Actual payment) over the lease term .

(iii) During First Half of F.Y 2019-20, company has given some of the premises on sublease basis to its subsidairies and vice versa , Ind AS 116 requirements have not been applied by treating them as short term leases as per paragraph D9D of Ind AS 116 as the lease term for these contracts are perpetual.

(iv) The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate. As the company do not have any borrowed funds, the Company has adopted MCLR rate provided by its bankers for the purpose of computation in recognising right to use asset as per Ind AS 116.

(v) As per Ind AS 116, Company needs to apply the depreciation requirements in Ind AS 116, Property, Plant and Equipment, in depreciating the right to use asset, subject to the requirements in paragraph 32 of Ind AS 116, Hence the company has depreciated the right to use asset in Straight Line Method over the remaining Lease period.

(vi) The company has applied Ind AS 36, Impairment of Assets, to determine whether the right-of-use asset is impaired and Management has decided that there is no impairment loss at the end of each reporting period.

Computer Age Management Services Limited
Annexure VI- Notes to Restated Consolidated Summary Financial Information

(Rupees in millions, unless otherwise stated)

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Depreciation charge on Right to use of asset for each class of underlying asset	105.55	111.69	219.60	175.76	136.38
Interest expense on lease liabilities for each class of underlying asset	46.90	52.06	101.95	76.09	59.32
Expense relating to short term leases & low value of asset	2.10	4.31	5.64	5.91	4.62
Income from subleasing of Right to use asset	16.08	0.17	0.32	0.18	0.19
Total cash out flows during the year	132.96	114.49	261.69	193.53	140.65
Additions to Right to use asset	77.70	99.71	122.23	655.07	795.49
The carrying amount of Right use of asset at the end of the reporting period	920.97	1,055.23	971.71	1,069.27	657.58
Gain / (Loss) on lease modifications	3.46	0.31	1.01	1.17	0.06

Maturity analysis of future lease payments **(Rupees in millions, unless otherwise stated)**

Particulars	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Not later than 1 year	240.49	256.19	248.07	258.40	192.90
Later than 1 year & Not later than 5 years	782.29	867.68	792.54	902.40	970.70
Later than 5 years	351.44	506.54	382.49	520.50	713.40
Total	**1,374.23**	**1,630.41**	**1,423.10**	**1,681.30**	**1,877.00**

Note: 38 Group Companies Gratuity & Leave Pay details (Ind AS 19)

a) Gratuity:

(Rupees in millions, unless otherwise stated)

Particulars	Sep-19	Sep-18	Mar-19	Mar-18	Mar-17
Obligations at Period beginning	**224.38**	**175.79**	**175.79**	**143.17**	**92.54**
Interest Cost	8.68	6.66	13.53	10.16	6.56
Service Cost	17.93	17.18	34.25	37.56	22.79
Benefits Paid	(8.87)	(4.33)	(7.82)	(7.46)	(6.95)
Actuarial (Gain)/Loss	5.67	(1.45)	8.64	(7.64)	28.22
Obligations at Period end	**247.80**	**193.84**	**224.38**	**175.79**	**143.17**

Change in Plan Assets

Plan assets at Period beginning at Fair Value	**187.68**	**145.66**	**145.66**	**111.05**	**90.84**
Expected Return on Plan Assets	6.97	5.52	11.21	7.88	6.79
Contributions	2.50	-	38.64	34.18	20.37
Benefits Paid	(8.87)	(4.33)	(7.82)	(7.46)	(6.95)
Plan assets at Period end at Fair Value	**188.28**	**146.84**	**187.68**	**145.66**	**111.05**

Reconciliation of Present Value of the Obligation and the Fair Value of the Plan Assets

Present Value of the Obligations at the end of the year	247.80	193.84	224.38	175.79	143.17
Fair Value of plan Assets as at the end of the year	188.28	146.84	187.68	145.66	111.05
Asset / (Liability) Recognized in the Balance Sheet	(59.52)	(47.00)	(36.70)	(30.13)	(32.11)
Interest Rate	6.9%	8.3%	7.6%	7.7%	7.1%
Discounted Rate	6.9%	8.3%	7.6%	7.7%	7.1%
Rate of Increase in Compensation Levels	8% for first three years, 6% thereafter	8% for first three years, 6% thereafter	8% for first three years, 6% thereafter	8% for first three years, 6% thereafter	8% for first three years, 6% thereafter
Gratuity Cost for the Period					
Service Cost	17.93	17.18	34.25	37.56	22.79
Interest Cost	8.68	6.66	13.53	10.16	6.56
Expected Return on Plan Assets	(6.97)	(5.52)	(11.21)	(7.88)	(6.79)
Actuarial (Gain) / Loss	5.67	(1.45)	8.64	(7.64)	28.22
Net Gratuity Cost	25.31	16.87	45.21	32.20	50.78
Total expense recognised in other Comprehensive Income	**5.88**	**(1.45)**	**8.75**	**(7.64)**	**27.87**

Computer Age Management Services Limited
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Sensitivity Analysis
The Impact of 1% point increase / decrease in the relevant actuarial assumptions on the defined obligation for gratuity is given below

(Rupees in millions, unless otherwise stated)

Particulars	Sep-19	Sep-18	Mar-19	Mar-18	Mar-17
Discount rate					
- 1% Increase	228.02	180.22	208.12	163.04	132.42
- 1% Decrease	270.59	209.32	242.92	190.32	155.48
Salary Growth rate					
- 1% Increase	269.48	208.85	242.17	189.75	154.41
- 1% Decrease	75.94	180.27	208.38	163.24	132.96
Attrition rate					
- 1% Increase	246.96	196.49	224.90	176.25	142.88
- 1% Decrease	246.11	187.02	220.57	172.50	141.85

(Rupees in millions, unless otherwise stated)

Particulars	Sep-19	Sep-18	Mar-19	Mar-18	Mar-17
Current Liability (Short Term)	20.78	20.42	22.85	19.21	15.89
Non-Current Liability (Long Term)	227.01	173.42	201.54	156.58	127.27
Total	**247.80**	**193.84**	**224.38**	**175.79**	**143.16**

(Rupees in millions, unless otherwise stated)

Particulars	Sep-19	Sep-18	Mar-19	Mar-18	Mar-17
1 Year	20.78	20.42	22.85	19.21	15.95
2 to 5 Years	93.71	82.41	89.89	70.30	55.02
6 to 10 Years	114.30	103.98	113.73	89.35	67.55
More than 10 years	285.25	218.26	91.43	192.20	151.47

b) Leave Encashment:

(Rupees in millions, unless otherwise stated)

Particulars	Sep-19	Sep-18	Mar-19	Mar-18	Mar-17
Obligations at Period beginning	**53.40**	**39.32**	**39.32**	**30.61**	**46.32**
Interest Cost	1.98	1.49	3.02	2.17	0.23
Service Cost	18.22	17.52	17.69	12.09	0.59
Benefits Paid	(4.44)	(2.81)	(9.08)	(5.95)	(1.15)
Actuarial (Gain)/Loss	(0.79)	(5.26)	2.45	0.40	13.10
Obligations at Period end	**68.38**	**50.26**	**53.40**	**39.32**	**30.61**

Change in Plan Assets

Plan assets at Period beginning at Fair Value	**49.88**	**40.64**	**40.64**	**38.26**	**65.91**
Expected Return on Plan Assets	1.85	1.54	3.13	2.71	2.43
Contributions	2.01	-	15.20	5.61	5.94
Benefits Paid	(4.44)	(2.81)	(9.08)	(5.95)	-
Plan assets at Period end at Fair Value	**49.30**	**39.37**	**49.88**	**40.64**	**38.26**

Reconciliation of Present Value of the Obligation and the Fair Value of the Plan Assets

Present Value of the Obligations at the end of the year	68.38	50.26	53.40	39.32	24.16
Fair Value of plan Assets as at the end of the year	49.30	39.37	49.88	40.64	38.26
Asset / (Liability) Recognized in the Balance Sheet	(19.08)	(10.89)	(3.52)	1.32	14.10
Interest Rate	6.9%	8.3%	7.6%	7.7%	7.1%
Discounted Rate	6.9%	8.3%	7.6%	7.7%	7.1%
Rate of Increase in Compensation Levels	8% for first three years, 6% thereafter	8% for first three years, 6% thereafter	8% for first three years, 6% thereafter	8% for first three years, 6% thereafter	8% for first three years, 6% thereafter
Leave Pay Cost for the Period					
Service Cost	18.22	17.52	17.69	12.09	0.59
Interest Cost	1.98	1.49	3.02	2.17	0.23
Expected Return on Plan Assets	(1.85)	(1.54)	(3.13)	(2.71)	(2.43)
Actuarial (Gain) / Loss	(0.79)	(5.26)	2.59	0.84	13.10
Net Leave Pay Cost	**17.57**	**12.21**	**20.18**	**12.39**	**11.48**

Computer Age Management Services Limited
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Note: 39 Reconciliation of Effective Tax Rate (Ind AS 12)

Particulars	Half year ended 30th Sep		Year ended 31st March		
	2019	2018	2019	2018	2017
Weighted Average Statutory Income Tax Rate	**25.3%**	**34.48%**	**33.6%**	**34.6%**	**33.5%**
Expenses Not deductible for tax purposes	0.6%	2.96%	2.8%	3.6%	2.1%
Exempt Income	-1.1%	-1.42%	-1.0%	-1.9%	-2.0%
IT Incentives	-0.9%	-0.30%	-0.4%	0.0%	0.0%
Others	6.9%	0.83%	-0.3%	-0.9%	0.4%
Effective Tax Rate	**30.8%**	**36.5%**	**34.7%**	**35.4%**	**34.0%**

Note: (i) Computation is after considering OCI and its tax effect;

(ii) Statutory Income Tax rate is weighted average rate of applicable tax rates for the Company and its subsidiaries;

(iii) The Company elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1951 as introduced by the Taxation laws (Amendment) Ordinance, 2019. Accordingly the Company has recognised provisions for income tax for six months ended 30.09.2019 and remeasured its deferred tax assets basis the rate prescribed in the said section and the full impact of this change has been recognised in the Statement of Profit and Loss for the period ended 30.09.2019;

(iv) In pursuant to point (iii) above, the Company has written off MAT credit of Rs 34.27 millions as the same will not be allowed to be carried forward for subsequent years based on Circular no. 29/2019 dated 02.10.2019 issued by CBDT.

Note: 40 Corporate Social Responsibility

(Rupees in millions, unless otherwise stated)

Particulars	Half year ended 30th Sep		Year ended 31st March		
	2019	2018	2019	2018	2017
Gross amount required to be spent by the company	21.52	18.26	36.52	28.48	23.35
Amount spent by the company					
(i) Construction / acquisition of any asset	-	-	-	-	-
(ii) On purposes other than (i) above	21.97	18.14	37.44	29.19	23.85
Total (i) + (ii)	**21.97**	**18.14**	**37.44**	**29.19**	**23.85**

Computer Age Management Services Limited

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Note 41: Information for Restated Consolidated Summary Financial Information pursuant to Schedule III of the Companies Act, 2013:

30-Sep-19 **(Rupees in millions, unless otherwise stated)**

Particulars	Net Assets		Share in profit or loss		Share in Other Comprehensive income		Share in Total Comprehensive income	
	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount
Parent								
Computer Age Management Services Limited	87.34	4,252.69	94.41	780.96	35.88	(1.71)	94.75	779.24
Subsidiaries								
a. Indian Subsidiaries	25.70	1,251.21	9.79	80.96	45.16	(2.16)	9.19	75.54
b. Foreign subsidiary	0.28	13.69	(0.87)	(7.18)	18.55	(0.89)	(0.59)	(4.82)
Non-controlling interest	-	-	(0.03)	(0.27)	0.38	(0.02)	(0.03)	(0.29)
Consolidation adjustments*	(13.32)	(648.61)	(3.29)	(27.26)	-	-	(3.31)	(27.26)
Total	100%	4,868.98	100%	827.22	100%	(4.77)	100%	822.43

30-Sep-18 **(Rupees in millions, unless otherwise stated)**

Particulars	Net Assets		Share in profit or loss		Share in Other Comprehensive income		Share in Total Comprehensive income	
	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount
Parent								
Computer Age Management Services Limited	89.71	3,842.52	87.62	554.35	18.01	0.29	87.46	554.64
Subsidiaries								
a. Indian Subsidiaries	24.83	1,063.57	14.30	90.47	88.16	1.42	14.47	91.73
b. Foreign subsidiary	(0.05)	(2.11)	(2.02)	(12.77)	3.66	0.06	(2.01)	(12.72)
Non-controlling interest	-	-	0.10	0.63	(9.85)	(0.16)	0.07	0.47
Consolidation adjustments	(14.49)	(620.54)	-	-	-	-	-	-
Total	100%	4,283.44	100%	632.68	100%	1.61	100%	634.13

Computer Age Management Services Limited

Annexure VI - Notes to Restated Consolidated Summary Financial Information

Note 41: Information for Restated Consolidated Summary Financial Information pursuant to Schedule III of the Companies Act, 2013:

31-Mar-19 **(Rupees in millions, unless otherwise stated)**

Particulars	Net Assets		Share in profit or loss		Share in Other Comprehensive income		Share in Total Comprehensive income	
	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount
Parent								
Computer Age Management Services Limited	86.89	3,834.12	83.37	1,087.49	108.34	(6.32)	83.26	1,081.17
Subsidiaries								
a. Indian Subsidiaries	27.35	1,206.82	18.01	234.95	(39.32)	2.30	18.15	235.73
b. Foreign subsidiary	(0.07)	(2.88)	(1.03)	(13.50)	5.00	(0.29)	(1.06)	(13.79)
Non-controlling interest	-	-	(0.34)	(4.49)	25.98	(1.52)	(0.36)	(4.64)
Consolidation adjustments*	(14.17)	(625.21)	-	-	-	-	-	-
Total	100%	4,412.85	100%	1,304.46	100%	(5.84)	100%	1,298.47

31-Mar-18 **(Rupees in millions, unless otherwise stated)**

Particulars	Net Assets		Share in profit or loss		Share in Other Comprehensive income		Share in Total Comprehensive income	
	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount
Parent								
Computer Age Management Services Limited	91.85	4,073.80	107.68	1,571.54	109.37	5.61	107.68	1,577.15
Subsidiaries								
a. Indian Subsidiaries	21.90	971.11	15.41	224.84	(14.95)	(0.77)	15.30	224.10
b. Foreign subsidiary	(0.03)	(1.32)	(1.43)	(20.87)	4.97	0.26	(1.41)	(20.61)
Non-controlling interest	-	-	(0.24)	(3.57)	0.63	0.03	(0.24)	(3.54)
Consolidation adjustments	(13.72)	(608.38)	(21.41)	(312.46)	-	-	(21.33)	(312.46)
Total	100%	4,435.23	100%	1,459.48	100%	5.13	100%	1,464.65

Computer Age Management Services Limited

Annexure VI - Notes to Restated Consolidated Summary Financial Information

Note 41: Information for Restated Consolidated Summary Financial Information pursuant to Schedule III of the Companies Act, 2013:

31-Mar-17 **(Rupees in millions, unless otherwise stated)**

Particulars	Net Assets		Share in profit or loss		Share in Other		Share in Total	
	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount
Parent								
Computer Age Management Services Limited	86.97	3,589.15	85.03	1,049.96	87.70	-26.59	84.97	1,023.37
Subsidiaries								
a. Indian Subsidiaries	27.41	1,131.23	15.58	192.36	12.16	(3.69)	15.67	188.70
b. Foreign subsidiary	0.04	1.57	(0.01)	(0.17)	0.22	(0.07)	(0.02)	(0.24)
Non-controlling interest	-	-	(0.60)	(7.36)	(0.08)	0.02	(0.61)	(7.38)
Consolidation adjustments	-14.42	-595.25	-	-	-	-	-	-
Total	100%	4,126.70	100%	1,234.80	100%	(30.32)	100%	1,204.45

** Share in profit or loss and share in Total Comprehensive Income in the Consolidation adjustments represents dividend received by Parent company from its subsidiaries.*

For Brahmayya & Co
Chartered Accountants
Firm Regn. No : 000511S

P. Babu
Partner
Membership No : 203358

For and on behalf of the Board of Directors

Dinesh Kumar Mehrotra
Director
DIN NO : 00142711

Anuj Kumar
CEO & Director
DIN NO : 8268864

Narendra Ostawal
Director
DIN NO : 06530414

M.Somasundaram
Chief Financial Officer

G.Manikandan
Company Secretary

Chennai
17th December 2019

Mumbai
17th December 2019

Computer Age Management Services Limited

Annexure VII - Statement of Adjustments to Audited Consolidated Financial Statements

(A) Summarised below are the restatement adjustment made to the net profit of the audited financial statement of the Company

(Rupees in millions, unless otherwise stated)

Particulars	For the Half Year ended		For the Financial Year ended		
	30-Sep-19	30-Sep-18	31-Mar-19	31-Mar-18	31-Mar-17
Net profit after tax as per audited financial statements under Ind AS	825.90	653.66	1,351.70	1,497.20	1,271.30
Add /(Less) - Material adjustments on account of restatement:					
Ind AS 116 related	20.60	(32.56)	(63.90)	(53.50)	(44.00)
Deferred Tax Asset on the above	(19.01)	10.95	21.15	19.35	14.86
Total adjustments on Statement of Profit and Loss	1.59	(21.61)	(42.75)	(34.15)	(29.14)
Restated profit/(loss) after tax	**827.49**	**632.05**	**1,308.95**	**1,463.05**	**1,242.16**

Notes:

(i) Figures in the bracket indicates reduction and figures without brackets indicates increase in the respective restated numbers.

(ii) There has been no adjustment/impact in 'Other Comprehensive Income' ('OCI') to the audited OCI for the respective years / period.

(B) Summarised below are the restatement adjustments made to audited Equity of the Company as at

(Rupees in millions, unless otherwise stated)

Particulars	As at		As at		
	30-Sep-19	30-Sep-18	31-Mar-19	31-Mar-18	31-Mar-17
Total reported other equity as per audited financial statements as per Ind AS	4,483.97	3,879.65	4,029.88	4,010.22	3,667.81
Add /(Less) - Material adjustments on account of restatement:					
Ind AS 116 related	(140.80)	(130.06)	(161.40)	(97.50)	(44.00)
Deferred Tax Asset on the above	36.12	45.18	55.32	34.25	14.86
Minority interest share of aforesaid adjustment	2.09	1.07	1.45	0.66	0.44
Total adjustments on Statement of Profit and Loss	(102.59)	(83.81)	(104.63)	(62.59)	(28.70)
Restated other equity	**4,381.38**	**3,795.84**	**3,925.25**	**3,947.63**	**3,639.10**

Computer Age Management Services Limited
Annexure VIII - Restated Consolidated Summary Statement of Accounting Ratios

Particulars		30th September 2019	30th September 2018	31st March 2019	31st March 2018	31st March 2017
Basic and Diluted Earnings Per Share (Rs.)	A					
Basic Earnings Per Share (Basic EPS)						
Profit attributable to equity shareholders for basic and diluted EPS (Rs. In Million) (A)		827.22	632.68	1,304.46	1,459.48	1,234.80
Weighted average number of Equity shares outstanding considered for calculation of basic EPS (B)		4,87,60,000	4,87,60,000	4,87,60,000	4,87,60,000	4,87,60,000
Weighted average number of Equity shares outstanding considered for calculation of diluted EPS (C)		4,87,89,434	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Basic earnings per Share (Rs.) (A/B)		16.97	12.98	26.75	29.93	25.32
Diluted earnings per Share (Rs.) (A/C)		16.95	12.98	26.75	29.93	25.32
Nominal value per share (Rs.)		10	10	10	10	10
Net Assets Value per Equity share (Rs.)	B					
Net Worth as restated (Rs. In Million) ('C)		4,868.98	4,283.44	4,412.85	4,435.23	4,126.70
Number of equity shares outstanding at the end of the year (B)		4,87,60,000	4,87,60,000	4,87,60,000	4,87,60,000	4,87,60,000
Net Asset Value per Equity share (Rs.) (D=C/B)		99.86	87.85	90.50	90.96	84.63
Return on Net worth	C					
Net Profit/(Loss) after tax as restated (Rs. In Million) (A)		827.22	632.68	1,304.46	1,459.48	1,234.80
Net Worth as restated (Rs. In Million) ('C)		4,868.98	4,283.44	4,412.85	4,435.23	4,126.70
Return on Net Worth % (E=A/C)		33.98%	29.54%	29.56%	32.91%	29.92%
Earnings before Interest, Tax, Depreciation and amortisation (EBITDA)	D					
EBITDA as per consolidated restated financial statements (Rs. In Million)		1,244.53	1,108.52	2,176.22	2,366.22	1,822.88
PE ratios		Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

Computer Age Management Services Limited
Annexure VIII - Restated Consolidated Summary Statement of Accounting Ratios

1. The figures disclosed above are based on the restated consolidated summary financial information of the Company.
2. The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the Restated Consolidated Summary of Financial Information appearing in Annexure VI and Statement of Adjustments to the Audited Consolidated Financial Statements appearing in Annexure VII.

3. The ratio has been computed as per the following formula:
(i) Earnings per share:

$$\frac{\text{Restated Consolidated Net profit after tax for the year / period attributing to the Owners' of the Company}}{\text{Weighted average number of equity shares outstanding during the year / period}}$$

(ii) Net Assets Value per equity shares:

$$\frac{\text{Restated Consolidated Net worth as at the end of the year / period}}{\text{Weighted average number of equity shares outstanding during the year / period}}$$

(iii) Return on net worth (%):

$$\frac{\text{Restated Consolidated Net profit after tax for the year / period attributing to the Owners' of the Company}}{\text{Restated Consolidated Net worth as at the end of the year / period}}$$

4. Earnings before Interest, Tax, Depreciation and amortisation (EBITDA) has been arrived at by adding back depreciation and amortisation expenses, finance cost and reducing other income and actual lease rent covered under Ind AS 116 paid to the Profit before tax appearing in Annexure II - Restated Consolidated Statement of Profit and Loss

5. Weighted average number of equity shares is the number of equity shares outstanding as the beginning of the year / period adjusted by a number of equity shares issued during year / period 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 / period.

6. Return on Net Worth ratio ('RONW') mentioned in above note represents the aggregate of the paid up share capital, reserves & surplus. RONW has been annualised for stub periods.

7. Earnings per share calculations are in accordance with Ind AS 33 "Earnings per Share" notified under section 133 of the Companies Act 2013.

Computer Age Management Services Limited

Annexure IX - Restated Consolidated Statement of capitalisation

(Rupees in millions, unless otherwise stated)

Particulars	As at 30th Sep 2019	
	Pre issue	Post issue
Borrowings		
Current borrowings*	-	-
Non current borrowings*	-	-
Total borrowings*	-	-
Shareholders' funds		
Equity Share Capital*	487.60	487.60
Other equity	4,381.38	4,381.38
Total Equity	**4,868.98**	**4,868.98**
Ratio: **Total borrowings/ Total equity**	**-**	**-**

*These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).

Computer Age Management Services Limited

EBITDA as per consolidated restated financial information

(Rupees in millions, unless otherwise stated)

Metrics	For the Half year ended 30th Sep 2019	For the Half year ended 30th Sep 2018	For the Year ended 31st March 2019	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Total Comprehensive Income	822.71	633.66	1,303.11	1,468.18	1,211.84
Tax	374.91	364.74	696.68	805.45	633.75
Interest expense	48.28	52.07	104.73	78.90	60.31
Other Income	(111.97)	(58.60)	(178.52)	(199.16)	(243.30)
Depreciation	237.42	242.47	503.96	402.41	305.53
Rental expense	(126.82)	(125.82)	(253.74)	(189.58)	(145.25)
Operating EBITDA	1,244.53	1,108.52	2,176.22	2,366.22	1,822.88

EBITDA is a supplemental measure of performance that is not required by, nor presented in accordance with, Ind AS.
EBITDA is not a measurement of financial performance or liquidity under Ind AS, and should not be considered as an alternative to profit or any other performance measures derived in accordance with Ind AS, nor as an alternative to cash flow from operating activities as a measure of liquidity.
In addition, EBITDA is not a standardized term, hence, a direct comparison between companies using this term may not be possible. We present EBITDA because we believe that it is frequently used by securities analysts, investors and other interest parties in evaluating companies in our industry, many of whom present such non-GAAP measures when reporting their results. We believe that EBITDA facilitates comparisons of our performance from period to period by eliminating potential differences caused by variations in capital structures (affecting interest expense), tax positions (affecting income tax expense) and the age and booked depreciation and amortization of assets (affecting depreciation and amortization).

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our Restated Cconsolidated Financial Statements as of and for the six months ended September 30, 2019 and 2018 and the financial years ended March 31, 2019, 2018 and 2017, including the related annexures. These Restated Consolidated Financial Information are prepared in accordance with Ind AS and restated as per Chapter III of the Companies Act and the SEBI ICDR Regulations.

Ind AS differs in certain material respects with IFRS and U.S. GAAP. See "Risk Factors – External Risk Factors – Significant 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" on page 37.

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 19 and 20, respectively.

Overview

We are a technology-driven financial infrastructure and services provider to mutual funds and other financial institutions with over two decades of experience. We are India's largest registrar and transfer agent of mutual funds with an aggregate market share of 69.4% based on mutual fund average assets under management ("**AAUM**") managed by our clients and serviced by us during November 2019, according to the CRISIL Report. Over the last five years, we have grown our market share from 60.5% during March 2015 to 67.6% during March 2019, based on AAUM serviced, according to the CRISIL Report. Our mutual fund clients include four of the five largest mutual funds as well as nine of the 15 largest mutual funds based on AAUM during November 2019, according to the CRISIL Report. With the initiative of creating an end-to-end value chain of services, we have grown our service offerings and currently provide a comprehensive portfolio of technology-based services, such as transaction origination interface, transaction execution, payment, settlement and reconciliation, dividend processing, investor interface, record keeping, report generation, intermediary empanelment and brokerage computation and compliance related services, through our pan-India network to our mutual fund clients, distributors and investors. We also provide certain services to alternative investment funds, insurance companies, banks and non-banking finance companies.

The nature of our services to mutual funds spans multiple facets of their relationship with their investors, distributors and regulators. By providing a range of services, we play an important role in developing and maintaining our clients' market perception. As of November 2019, we serviced ₹18.7 trillion of AAUM of 16 mutual fund clients, according to the CRISIL Report. The ten-year CAGR growth of monthly AAUM of mutual funds between March 2009 and March 2019 was approximately 17.5% according to the CRISIL Report, while the ten-year CAGR growth of monthly AAUM of mutual funds serviced by us over the same period was approximately 19.1%. Further, our mutual fund clients had 19.2 million SIP accounts as of September 30, 2019. The growth of the assets under management ("**AUM**") of our mutual fund clients is important to us, as a substantial portion of our mutual fund revenues are based on the mutual fund AAUM of our clients. As a result of the nature of the funds and services provided, we charge more fees from equity mutual funds as compared to other categories of mutual funds. The AUM of equity mutual funds serviced by us grew from ₹2,180 billion as of March 31, 2015 to ₹6,643 billion as of March 31, 2019, at a CAGR of 32.1%, and as of September 30, 2019 was ₹6,701 billion.

Over the years, we have leveraged our domain expertise, processes and infrastructure to diversify our offering of services to cater to a variety of other financial services sectors.

- In our electronic payment collections services business, we manage mandated transactions, including registering of mandates, initiation of collections, reconciliation and the related reporting services for mutual funds, non-banking finance companies and banks.

- In our insurance services business, we offer processing of new business applications, holding policies in dematerialized form, servicing policies and other support functions to insurance companies. For the financial year 2018, we had a market share of 39% of the insurance repository business, based on e-insurance policies being managed, according to the CRISIL Report.

- In our alternative investment funds services business, we provide services to investors, manage records and perform fund accounting and reporting, among other services, for alternative investment and other types of funds.

- In our banking and non-banking services business, we offer digitization of account opening, facilitation of loan processing and back-office processing services to banking and non-banking financial institutions.

- In our KYC registration agency business, we verify and maintain KYC records of investors for use by financial institutions.

- In our software solutions business, our technology team develops software for our mutual funds services business and for mutual fund companies.

Our technology driven infrastructure and services are integral to the operations of our clients. Our solutions help reduce the need for our clients to make significant investments in operational infrastructure, thereby allowing them to increase their focus on their core business activities. We offer an integrated and customized portfolio of services through our pan-India physical network comprising 278 service centers spread over 25 states and five union territories as of September 30, 2019, and which are supported by call centers in four major cities, four back offices (including a disaster recovery site), all having real time connectivity, continuous availability and data replication and redundancy. Further, we offer many of our services online and through our several mobile device applications, to investors, our clients, their distributors and their channel providers. The continued development of proprietary platforms and applications has furthered our competitive technology advantage.

Significant Factors Affecting our Results of Operations

Our results of operations and financial condition are affected by a number of important factors including:

Value and Composition of AAUM

We primarily generate income from fees that we charge our mutual fund clients, which is calculated in basis points of the AAUM serviced by us, as well as to a lesser extent on the number of transactions executed for their funds. For a majority of our clients, we follow a tiered price structure wherein our average fee declines with a growth in AAUM. In addition, the fees that we charge our mutual fund clients differs between asset classes of mutual funds. Our income therefore depends on the total value of the AAUM, as well as the composition of such AAUM. For example, we charge higher fees for equity funds than we do for other types of funds. Consequently, any reduction in, or change in the composition of AAUM of the mutual funds managed by our clients and serviced by us, could adversely affect our revenue and profit. For the six months ended September 30, 2019 and the financial years 2019, 2018 and 2017, the AAUM serviced by us was ₹17,631,813 million, ₹15,841,202 million, ₹13,758,523 million and ₹10,293,632 million, of which equity oriented schemes comprised ₹6,654,122 million, ₹6,232,510 million, ₹4,884,754 million and ₹2,921,103 million, or 37.7%, 39.3%, 35.5%, and 28.4%, respectively. As of September 30, 2019, we had 16 mutual fund clients, which included four of the five largest mutual funds as well as nine of the 15 largest mutual funds based on AUM in India as of September 30, 2019, according to the CRISIL Report and our results of operations depend on our ability to retain such clients.

Macroeconomic Conditions in India

Macroeconomic conditions in India are likely to affect the AAUM managed by our mutual fund clients and consequently our results of operations. While our business tends to benefit from increased consumer confidence in the overall economy, adverse macroeconomic conditions in India may affect investment in the mutual funds of our clients, lead to a decline in systematic investment plans, increase redemptions and otherwise adversely affect our results of operations. The mutual fund industry benefits from a high rate of savings, in particular financial savings. Any change in the rate of savings may affect our growth and business. Some of the other general macro-economic factors that can affect our business include general levels of GDP growth and growth in personal income in India, demographic conditions and population dynamics, political measures and general political stability, fiscal and monetary dynamics such as volatility in interest rates, foreign exchange rates and inflation rates, and regulatory developments. These factors affect the quantum of household savings and their proportion invested in mutual funds relative to other competing products such as physical assets including real estate and gold and financial savings such as bank deposits, provident funds and insurance.

Investment in Technology

We are a technology-driven financial infrastructure and services provider and have built a scalable and reliable business model in a variety of financial services sectors, which enables us to expand our operations and drive growth in revenue with lower incremental costs. We have established a differentiated technology framework with proprietary platforms, enhancing convenience for our clients, their investors, distributors and channel providers as well as increasing our operational efficiency. Our technology related spend, which includes capital expenditure incurred towards computers and accessories, software and license fees, software expenses and employee costs of our Subsidiary, SSPL, for the six months ended September 30, 2019 and the financial years 2019, 2018 and 2017 was ₹224.54 million, ₹539.85 million, ₹602.72 million and ₹355.52 million, respectively. Our information technology systems allow us to leverage economies of scale, have an effective risk management system, grow our operations and expand to adjacent financial services sectors. Our ability to grow our customer base, improve customer and investor experience and increase our revenues will depend, in part, on our ability to continue to leverage technology. We plan to continue to make significant investments in technology in the areas of reconciliation, brokerage computation, digitization of paper transactions, quality control, among others.

Regulations and Policies

Our results of operations and continued growth depend on government policies and regulations since we provide technology-based services to mutual funds and other financial institutions that are generally subject to extensive regulation in India. Our services are provided in a manner designed to assist our clients in complying with the laws and regulations to which they are subject. Therefore, our services, such as transaction origination and execution, report generation, data and payment processing and customer care services, are particularly sensitive to changes in laws and regulations governing the financial services industry and the securities markets.

Our services and the fees we charge our clients for certain services are subject to change if applicable SEBI rules and regulations are amended, or new laws or regulations are adopted. For example, SEBI imposes a fee cap for domestic mutual funds and the SEBI (Mutual Funds) Regulations impose certain limits on the total expenses that can be charged to a mutual fund, including for registrar services and expenses for investor communication. Any reduction in such fee caps could adversely affect the fees that we charge our clients and consequently our revenues.

Certain Significant Accounting Policies

Financial instruments

Financial assets and financial liabilities are recognized in the statement of financial position when we become a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables and investment in subsidiaries, which are initially measured at transaction price.

Financial assets are recognized and classified into following specified categories based on our business model for managing the financial assets and contractual cash-flow characteristics of these at the time of initial recognition:

(i) 'At Amortized cost', if held within a business model whose objective is to hold the asset to collect contractual cash flows and terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Under this model, income and expenses are recognized at the effective interest basis.

(ii) 'At fair value through other Comprehensive Income" – if financial asset is held within a business model whose objective is achieved by both, collecting contractual cash flows and selling of financial asset and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) 'At fair value through profit or loss' – financial asset which is not classified in any of the above categories are subsequently measured through profit or loss.

Loans and Trade Receivables

Loans and interest free advances are measured at amortized cost using the effective interest method less impairment, if any. Interest is recognized by applying effective interest method. Trade receivables are initially measured at transaction price.

Leases

Our lease asset classes primarily consist of leases for buildings. We, at the inception of a contract, assesses whether the contract is a lease or not. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2016 on modified retrospective approach without adjusting the retained earnings as on April 1, 2016.

We recognise a right-of-use asset and a lease liability with effect from April 1, 2016. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.
The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using our incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in our estimate of the amount expected to be payable under a residual value guarantee, or if we change our assessment of whether we will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

We have elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. We recognise the lease payments associated with these leases as an expense over the lease term.

In the statement of profit and loss for the current period, operating lease expenses which were recognized as “Lease rent” under “Other expenses” in previous periods are now recognized as “Depreciation and amortization expense” for the right of use asset and “Interest on lease liabilities” under “Finance Cost”.

Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government and when there is reasonable certainty of ultimate realization.

Revenue has been recognized from agreements, where the performance obligations are satisfied over a period of time and where there is no uncertainty as to measurement or collectability of consideration.

Overdue amounts are provided for as doubtful debts or are written off as bad debts, if the same are considered doubtful or irrecoverable in the opinion of our management.

Significant Judgments

We have adopted the output method to measure the performance obligation except for those contracts where revenue depends on resources deployed.

This method appropriately depicts the service performed by us in satisfying the performance obligation.

Transaction price is the fixed consideration as promised in the contract with the customer. Revenue is recognized based on agreed prices for various services performed for individual clients.

Dividends

Dividend income is recognized when the right to receive the payment is established. Final dividends on equity shares of our Company are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by our Board of Directors.

Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation or amortization and impairment loss, if any. The cost is inclusive of freight, installation cost and other incidental expenses for bringing the asset to its working conditions for its intended use but net of Goods and Services Tax (as applicable) wherever input credit is claimed. Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in income statement as incurred.

Depreciation

Depreciation on fixed assets is provided on the written down value method except for software, which is depreciated on straight line method at the rates as per the useful life specified in Schedule II of the Companies Act, 2013 as shown below:

Asset Block	From financial year 2015 Estimated Useful life
Building	60 years
Computers	3 to 6 years
Office Equipment, Electrical Fittings and Air Conditioners	10 years
Furniture and Fixtures	10 years
Software	3 years

Fixed assets whose aggregate cost is ₹5,000 or less are fully depreciated in the year of acquisition. Depreciation on assets purchased or disposed off during the year is provided on pro-rata basis from the date of acquisition or sale. The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in the statement of profit or loss.

The right-to-use asset is depreciated using the straight-line method from the commencement date to the end of the lease term.

Intangible Assets

Intangible assets comprising software are recorded at acquisition cost and are amortised over the estimated useful life on straight line basis over a three-year period from the date that they are available for use. Depreciation on additions is provided on pro rata basis from the date of acquisition.

Goodwill and Impairment of Goodwill

Goodwill represents the cost of business acquisition in excess of our interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquire. Goodwill is measured at cost less accumulated impairment losses.

Goodwill is tested for impairment on an annual basis whenever there is an indication that the recoverable amount of cash generating unit ("**CGU**") is less than it's carrying amount based on number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of CGU is determined based on higher of value in use and fair value less cost to sell. The goodwill impairment test is performed at the level of the CGU or group of CGUs which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for management purposes. Market related information and estimates are used to determine the recoverable amount and the management assumptions include estimated long-term growth rates, weighted average cost of capital and estimated operating margins taking into account past experience.

Impairment of Tangible and Intangible Assets excluding Goodwill

At each reporting date, we review the carrying amounts of our tangible and intangible assets, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, we estimate the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset is estimated to be less than it's carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Basis of Consolidation

The financial statements of our Subsidiaries listed below have been consolidated as per Ind AS 110 in our Restated Consolidated Financial Information:

Name of the Subsidiary	Country of Incorporation	Proportion of ownership Interest (%)
CAMS Insurance Repository Services Limited	India	100#
CAMS Investor Services Private Limited	India	100
CAMS Financial Information Services Private Limited	India	100
Sterling Software Private Limited	India	100
Sterling Software (Deutschland) GmbH*	Germany	100

**Sterling Software (Deutschland) GmbH, being the immediate subsidiary of Sterling Software Private Limited has been consolidated in the financial statements of our Company.*
 # 79% till May 31, 2019 and thereafter 100%.

Retirement Benefit Costs

Provident Fund: Contributions are made to the government administered provident fund, pension fund and to Employees' State Insurance Schemes on behalf of our employees. Our contribution to the provident fund for all employees, are charged to revenue.

Superannuation: We make fixed contributions of eligible employees to the superannuation fund, which is administered by trustees and managed by the Life Insurance Corporation of India ("**LIC**"). This contribution is charged to the profit and loss statement.

Gratuity: We make an annual contribution to a gratuity fund administered by trustees and managed by LIC and accounts its liability based on an actuarial valuation, as at the balance sheet date, determined every year by an actuary using the projected unit credit method.

We recognize the net obligation of a defined benefit plan in our balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability or asset are recognized in Other Comprehensive Income ("**OCI**"). The effect of any plan amendments is recognized in net profit in the statement of profit and loss.

Leave Encashment: We make an annual contribution to a leave encashment fund administered and managed by LIC. We account our liability based on an actuarial valuation, as at the balance sheet date, determined every year by an actuary using projected unit credit method. Gains and losses through re-measurements of the net defined benefit liability or asset are recognized in OCI. The effect of any plan amendments is recognized in net profits in the statement of profit and loss.

Short term employee benefits are charged to revenue in the year in which the related service is rendered.

Income Tax

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible.

Deferred tax is recognized on the differences between the carrying amounts of assets and liabilities in the financial information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realized based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and we intend to settle our current tax assets and liabilities on a net basis.

Deferred tax liabilities are recognized for all taxable temporary differences, except, in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Current and deferred tax are recognized as an expense or income in profit or loss, except when they relate to items credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognized outside profit or loss (either in other comprehensive income or directly in equity, respectively).

Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when we have a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial information. A contingent asset is neither recognized nor disclosed in the financial information.

Cash and Cash Equivalents in the Statement of Cash Flows

Cash and cash equivalents in the balance sheet comprise cash and bank balances. Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Our cash flows from operating, investing and financing activities are segregated.

Segment Reporting

The following tables set forth our segment information for the periods indicated:

(₹ in million)

Particulars	For the six months ended September 30, 2019			For the six months ended September 30, 2018		
	Segments		Total	Segments		Total
	R T A Services / Others	Software		R T A Services / Others	Software	
External Revenue	3,446.65	41.68	3,488.32	3,427.82	33.19	3,461.01
Inter-segment revenue	22.22	254.19	-	8.10	257.83	-
Total Revenue			**3,488.32**			**3,461.01**
RESULT						
Segment Result	1,020.77	71.46	1,092.23	849.81	87.72	937.54
Unallocated income/(expense)			111.97			58.60
Profit before taxes			1,204.20			996.14
Less: Tax expense			376.71			364.09
Less: Minority Interest			0.27			(0.63)
Profit for the Period			**827.22**			**632.68**

(₹ in million)

Particulars	For the Financial Year 2019			For the Financial Year 2018			For the Financial Year 2017		
	Segments		Total	Segments		Total	Segments		Total
	R T A Services / Others	Software		R T A Services / Others	Software		R T A Services / Others	Software	
External Revenue	6,839.31	97.13	6,936.44	6,365.10	50.26	6,415.36	4,751.12	31.96	4,783.09
Inter-segment revenue	16.36	489.83	-	23.85	478.74	-	21.46	341.63	-
Total Revenue			**6,936.44**			**6,415.36**			**4,783.09**
RESULT									
Segment Result	1,628.13	202.07	1,830.21	1,875.59	191.08	2,066.67	1,505.36	143.27	1,648.63
Unallocated income/(expense)			178.52			199.16			243.30
Profit before taxes			2,008.73			2,265.82			1,891.93
Less: Tax expense			699.78			802.77			649.77
Less: Minority Interest			4.49			3.57			7.37
Profit for the Period			**1,304.46**			**1,459.48**			**1,234.80**

Income and Expenses

Our income and expenditure are reported in the following manner:

Income. Total income consists of revenue from operations and other income.

Revenue from operations. Revenue from operations is generated from rendering of services and comprises income from data processing, customer care services, recoverables, miscellaneous services and software license fee, development and support services.

Data processing comprises of AAUM based revenue, revenue from services to insurance companies, banking and non-banking financial services companies and services to alternative investment funds and our KYC registration agency business.

Customer care services primarily comprise paper transaction volume-based fees and NACH volume based fee from our electronic payment collection services business.

Recoverables comprise out of pocket expenses incurred on behalf of our mutual fund, alternative investment fund, insurance clients, banking and non-banking financial services companies and KYC details obtained from other KRAs.

Miscellaneous services comprises revenue from call centre services and fees for applications made available to clients.

Software license fee, development and support services comprises fee earned by our Subsidiary, SSPL for providing services to external clients.

Other Income. Other income primarily comprises interest income on bank deposits and financial assets, net gain or loss on sale of investments, profit on sale of capital assets (net of loss on assets sold or scrapped or written off) and net gain or loss arising on financial assets designated as at Fair Value through Profit or Loss ("**FVTPL**").

Expenses

Expenses comprise employee benefits expenses, finance costs, depreciation and amortization expense, operating expenses and other expenses.

Employee benefits expenses. Employee benefits expenses comprises salaries and wages including bonus, contribution to provident and other funds, equity-settled share based-based payments, staff welfare expenses and manpower charges.

Finance Costs. Finance cost comprises interest on lease liabilities and interest on disputed taxes.

Depreciation and amortization. Depreciation and amortization expenses comprises depreciation on tangible assets and amortization of intangible assets including right to use assets.

Operating expenses. Operating expenses comprises:

- service expenses, which are primarily out of pocket expenses incurred for communication services to investors or distributors, stationary and postage on behalf of our mutual fund, KYC, insurance and banking and non-banking clients;

- data entry expenses, which are primarily incurred to process paper applications in our mutual fund services business;

- customer service centre charges, which are expenses primarily associated with management of service centres and payment of fees to centre heads;

- claims, which are incurred on account of claims raised against us as well as funds set aside by us through a charge in our statement of profit and loss to provide for future claims:

    - during the six months ended September 30, 2019 and 2018 and the financial years 2019, 2018 and 2017, we paid ₹30.45 million, ₹10.00 million, ₹19.53 million, ₹9.10 million and ₹23.04 million towards claims that were raised against us, respectively; and

    - during the six months ended September 30, 2019 and 2018 and the financial years 2019, 2018 and 2017, we had set aside ₹9.95 million, ₹68.61 million, ₹137.09 million, ₹127.65 million and ₹95.45 million for future claims, respectively. In June 2019, we decided to limit the provisions earmarked for claims to a sum of ₹650.00 million for our Company, while we continue to set aside funds for future claims for our Subsidiaries, CIRSL and CISPL.

- software expenses, which primarily include expenses to maintain software and hardware assets of the company and includes expenses incurred to improve cybersecurity.

Other expenses. Other expenses primarily comprise communication, repair and maintenance, legal and professional fee, power and fuel, interest on lease liabilities and expenditure on corporate social responsibility.

Our Results of Operations

The following table sets forth select financial data from our restated consolidated statement of profit and loss for the six months ended September 30, 2019 and 2018, the components of which are also expressed as a percentage of total income for such periods:

Particulars	**For the six months ended September 30,**			
	2019		**2018**	
	(₹ in million)	***% of Total Income***	***(₹ in million)***	***% of Total Income***
Income:				
Revenue from Operations	3,488.32	96.9	3,461.01	98.3
Other Income	111.97	3.1	58.60	1.7
Total Income	**3,600.29**	**100.0**	**3,519.31**	**100.0**
Expenses:				

Particulars	For the six months ended September 30,			
	2019		2018	
	(₹ in million)	*% of Total Income*	*(₹ in million)*	*% of Total Income*
Employee benefits expense	1,294.65	36.0	1,361.76	38.7
Finance costs	48.28	1.3	52.07	1.5
Depreciation and amortization expense	237.42	6.6	242.47	6.9
Operating expenses	480.95	13.4	507.28	14.4
Other expenses	334.81	9.3	359.89	10.2
Total Expenses	**2,396.10**	**66.6**	**2,523.48**	**71.7**
Profit/(loss) before exceptional items and tax	**1,204.20**	**33.4**	**996.14**	**28.3**
Tax Expenses / (benefit)				
Current Tax	315.10	8.8	380.20	10.8
Deferred tax/ MAT (income) / expense	61.61	1.7	(16.11)	(0.5)
Net Tax expense	**376.71**	**10.5**	**364.09**	**10.3**
Profit/(loss) for the year	**827.49**	**23.0**	**632.05**	**18.0**

Six months ended September 30, 2019 compared to six months ended September 30, 2018

Our results of operations for the six months ended September 30, 2019 were particularly affected by the following factors:

- there was an increase in the AAUM serviced to ₹17,631,813 million for the six months ended September 30, 2019 from ₹15,581,492 million for the six months ended September 30, 2018, which was partially offset by a decrease in the fees that we charged them; and

- there was a reduction in transaction-based revenue generated from our mutual fund services business due to prevailing economic and market conditions.

Income

Our total income increased by 2.3% to ₹3,600.29 million for the six months ended September 30, 2019 from ₹3,519.61 million for the six months ended September 30, 2018 due to an increase in revenue from operations and other income.

Revenue from Operations. Our revenue from operations increased by 0.8% to ₹3,488.32 million for the six months ended September 30, 2019 from ₹3,461.01 million for the six months ended September 30, 2018, primarily due to:

- an increase in revenues from data processing to ₹2704.98 million for the six months ended September 30, 2019 from ₹2672.52 million for the six months ended September 30, 2018 primarily on account of an increase in the AAUM managed by our mutual fund clients as well as growth in our insurance services business, and our alternative investment funds services business while there was a decline in our revenue from banking and non-banking services business and KYC Registration Agency business;

- an increase in recoverables to ₹240.47 million for the six months ended September 30, 2019 from ₹222.28 million for the six months ended September 30, 2018 on account of an increase in the volume of SMSs sent on behalf of our clients and an increase in SMS charges; and

- an increase in miscellaneous services revenue to ₹195.59 million for the six months ended September 30, 2019 from ₹170.97 million for the six months ended September 30, 2018 on account of a growth in our revenue from our call centres.

The increase in our revenue from operations was partially offset by a decrease in revenues from customer care services to ₹ 305.60 million for the six months ended September 30, 2019 from ₹362.05 million for the six months ended September 30, 2018 on account of a reduction in paper transaction volumes.

Other Income. Our other income increased by ₹53.37 million to ₹111.97 million for the six months ended September 30, 2019 from ₹58.60 million for the six months ended September 30, 2018, primarily due to a net gain arising on financial asset designated as at FVTPL of ₹20.44 million for the six months ended September 30, 2019 as compared to a net loss arising on financial asset designated as at FVTPL of ₹9.90 million for the six months ended September 30, 2018 and an increase in net gain on sale of investments to ₹78.71 million for the six months ended September 30, 2019 from ₹59.15 million for the six months ended September 30, 2018 on account of sale of our mutual fund investments.

Expenses

Employee benefits expense. Employee benefits expenses decreased by 4.9% to ₹1,294.65 million for the six months ended September 30, 2019 from ₹1,361.76 million for the six months ended September 30, 2018, primarily due to a decrease in manpower charges for contractual employees to ₹235.64 million for the six months ended September 30, 2019 from ₹291.86 million for the six months ended September 30, 2018 and a decrease in salaries and wages, including bonus to ₹926.65 million for the six months ended September 30, 2019 from ₹940.82 million for the six months ended September 30, 2018 on account of a reduction in the number of our employees which was due to a reduction in paper transaction volumes and we made a provision of ₹45.00 million for a special pay-out to employees during the six months period ended September 30, 2018. Our number of employees, including contractual employees was 6,450 as of September 30, 2019 as compared to 7,025 as of September 30, 2018 and there was a reduction in the average number of our employees during the six months ended September 30, 2019 as compared to the six months ended September 30, 2018.

Finance Costs. Our finance cost decreased by 7.3% to ₹48.28 million for the six months ended September 30, 2019 from ₹52.07 million for the six months ended September 30, 2018, primarily due to a decrease in interest on lease liabilities to ₹46.90 million for the six months ended September 30, 2019 from ₹52.07 million for the six months ended September 30, 2018.

Depreciation and amortization. Our depreciation and amortization expense decreased by 2.1% to ₹237.42 million for the six months ended September 30, 2019 from ₹242.47 million for the six months ended September 30, 2018, primarily on account of a reduction in depreciation on right to use assets which comprise of real estate leases for us and computers and accessories. Under AS 116, *Leases* our real estate leases are capitalized.

Operating Expenses. Our operating expenses decreased by 5.2% to ₹480.95 million for the six months ended September 30, 2019 from ₹507.28 million for the six months ended September 30, 2018, primarily due to:

- a decrease in data entry charges to ₹31.56 million for the six months ended September 30, 2019 from ₹68.98 million for the six months ended September 30, 2018 on account of reduction in paper transaction volumes; and

- a decrease in claims to ₹40.40 million for the six months ended September 30, 2019 from ₹78.61 million for the six months ended September 30, 2018 since our Board decided to limit the provision for potential future claims to ₹650.00 million for our Company and such amount was provided in prior periods;

which was partially offset by:

- an increase in service expenses to ₹240.13 million for the six months ended September 30, 2019 from ₹223.32 million for the six months ended September 30, 2018 on account of an increase in out of pocket expenses incurred on behalf of our clients for communication services such as SMS sent to investors; and

- an increase in software expenses to ₹103.68 million for the six months ended September 30, 2019 from ₹65.68 million for the six months ended September 30, 2018 on account of new software licenses purchased and applications to enhance cybersecurity.

Other expenses. Our other expenses decreased by 7.0% to ₹334.81 million for the six months ended September 30, 2019 from ₹359.89 million for the six months ended September 30, 2018, primarily due to a decrease in legal and professional expenses to ₹44.21 million for the six months ended September 30, 2019 from ₹55.24 million for the six months ended September 30, 2018, a decrease in communication expenses to ₹75.95 million for the six months ended September 30, 2019 from ₹82.15 million for the six months ended September 30, 2018 and a decrease in travelling and conveyance expenses to ₹42.33 million for the six months ended September 30, 2019 from ₹47.43 million for the six months ended September 30, 2018.

Net tax expense. Our net tax expense increased by 3.5% to ₹376.71 million for the six months ended September 30, 2019 from ₹364.09 million for the six months ended September 30, 2018. For the six months ended September 30, 2019, we had a current tax expense of ₹315.10 million, MAT Credit write-off of ₹34.27 million and a deferred tax expense of ₹27.34 million. For the six months ended September 30, 2018, we had a current tax expense of ₹380.20 million, MAT Credit entitlement of ₹4.17 million and a deferred tax credit of ₹11.94 million. Our effective tax rate (which represents the ratio of total tax expenses to profit before tax during the relevant period, expressed as a percentage) was 31.3% and 36.5% for the six months ended September 30, 2019 and 2018, respectively. Our effective tax rate reduced because of a reduction in the corporate tax rate by the Government. The reduction in the corporate tax rate resulted in a one-time wind down of deferred tax assets and conditions attached to availing lower tax rate warranted write-off of MAT credit carried forward by two of our Subsidiaries, both of which partially offset the benefit arising out of lower tax rate.

Profit for the period. Our profit for the period increased by 30.9% to ₹827.49 million for the six months ended September 30, 2019 from ₹632.05 million for the six months ended September 30, 2018.

Financial Year Information

The following table sets forth select financial data from our restated consolidated statement of profit and loss for the financial years 2019, 2018 and 2017, the components of which are also expressed as a percentage of total income for such periods:

Particulars	For the Financial Year					
	2019		2018		2017	
	(₹ in million)	*% of Total Income*	*(₹ in million)*	*% of Total Income*	*(₹ in million)*	*% of Total Income*
Income						
Revenue from Operations	6,936.44	97.5	6,415.36	97.0	4,783.09	95.2
Other Income	178.52	2.5	199.16	3.0	243.30	4.8
Total Income	**7,114.96**	**100.0**	**6,614.52**	**100.0**	**5,026.38**	**100.0**
Expenses						
Employee benefits expense	2,746.17	38.6	2,263.28	34.2	1,634.25	32.5
Finance costs	104.73	1.5	78.90	1.2	60.31	1.2
Depreciation and amortization	503.96	7.1	402.41	6.1	305.53	6.1
Operating expenses	1,058.18	14.9	940.83	14.2	630.76	12.5
Other expenses	693.19	9.7	663.27	10.0	503.61	10.0
Total Expenses	**5,106.23**	**71.8**	**4,348.69**	**65.7**	**3,134.45**	**62.4**
Profit before exceptional items and tax	**2,008.73**	**28.2**	**2,265.82**	**34.3**	**1,891.93**	**37.6**
Tax Expense/ (benefit)						
Current Tax	764.28	10.7	850.70	12.9	669.51	13.3
Deferred Tax / MAT (income) / expense	(64.50)	(0.9)	(47.93)	(0.7)	(19.74)	(0.4)
Net Tax expense	**699.78**	**9.8**	**802.77**	**12.1**	**649.77**	**12.9**
Profit for the period	**1,308.95**	**18.4**	**1,463.05**	**22.1**	**1,242.16**	**24.7**

Financial Year 2019 compared to the Financial Year 2018

Our results of operations for the financial year 2019 were particularly affected by the following factors:

- there was an increase in the AAUM serviced for our mutual fund clients to ₹15,841,202 million for the financial year 2019 from ₹13,758,523 million for the financial year 2018, which was partially offset by a decrease in the fees that we charged our clients;
- a onetime payout made to our employees and centre heads; and
- a reduction in transaction-based revenue generated from mutual fund services business and services due to prevailing economic and market conditions.

Income

Our total income increased by 7.6% to ₹7,114.96 million for the financial year 2019 from ₹6,614.52 million for the financial year 2018, primarily due to an increase in revenue from operations.

Revenue from Operations. Our revenue from operations increased by 8.1% to ₹6,936.44 million for the financial year 2019 from ₹6,415.36 million for the financial year 2018, primarily due to:

- an increase in revenues from data processing to ₹5,350.44 million for the financial year 2019 from ₹4,935.07 million for the financial year 2018 on account of an increase in AAUM managed by our clients as well as an overall growth in our, insurance services business and our alternative investment funds service business, which was partially offset by a decrease in the fees we charged our clients and a decrease in revenue from our banking and non-banking services business;
- an increase in recoverables to ₹479.53 million for the financial year 2019 from ₹410.75 million for the financial year 2018 on account of increase in communication expenses incurred on behalf of clients;
- an increase in miscellaneous services to ₹352.81 million for the financial year 2019 from ₹307.55 million for the financial year 2018 on account of an increase in revenue from our call centres; and
- an increase in software license fee, development and support services to ₹97.13 million for the financial year 2019 from ₹50.26 million for the financial year 2018 generated by our Subsidiary, SSPL.

The increase in our revenue from operations was partially offset by a decrease in customer care services to ₹656.53 million for the financial year 2019 from ₹711.72 million for the financial year 2018 due to decrease in paper transaction volumes.

Other income. Our other income decreased by 10.4% to ₹178.52 million for the financial year 2019 from ₹199.16 million for the financial year 2018, primarily since we did not make any profit on the sale of capital assets for the financial year 2019 as compared to a profit of ₹36.31 million for the financial year 2018.

Expenses

Employee benefit expenses. Employee benefit expenses increased by 21.3% to ₹2,746.17 million for the financial year 2019 from ₹2,263.28 million for the financial year 2018, primarily due to an increase in salaries and wages, including bonus to ₹1,967.53 million for the financial year 2019 from ₹1,533.95 million for the financial year 2018 on account of onetime payment made to our employees of ₹178.41 million and annual increments and an increase in manpower charges to ₹541.96 million for the financial year 2019 from ₹488.17 million for the financial year 2018, which was partially offset by a decrease in staff welfare expenses to ₹66.44 million for the financial year 2019 from ₹80.43 million for the financial year 2018. Although the number of our employees, including contractual employees was 6,660 as of March 31, 2019 as compared to 8,297 as of March 31, 2018, the average number of our employees was higher during the financial year 2019.

Finance cost. Our finance cost increased by 32.7% to ₹104.73 million for the financial year 2019 from ₹78.90 million for the financial year 2018 primarily due to increase in interest on lease liabilities to ₹101.95 million for the financial year 2019 from ₹76.09 million for the financial year 2018 on account of new office leases entered into during the year.

Depreciation and amortization expense. Our depreciation and amortization expense increased by 25.2% to ₹503.96 million for the financial year 2019 from ₹402.41 million for the financial year 2018, primarily due to an increase in our tangible assets of computers and accessories and right to use asset and an increase in our intangible assets comprising software.

Operating expenses. Our operating expenses increased by 12.5% to ₹1,058.18 million for the financial year 2019 from ₹940.83 million for the financial year 2018 due to:

- an increase in service expenses to ₹495.52 million for the financial year 2019 from ₹416.81 million for the financial year 2018 on account of an increase in out of pocket expenses incurred on behalf of our clients for communication services such as SMSs sent to investors;

- an increase in software expenses to ₹145.81 million for the financial year 2019 from ₹104.21 million for the financial year 2018 incurred to enhance our cybersecurity;

- an increase in customer service centre charges to ₹149.25 million for the financial year 2019 from ₹127.00 million for the financial year 2018 on account of payment of fees and onetime payment of ₹18.11 million to centre heads; and

- an increase in claims to ₹156.62 million for the financial year 2019 from ₹136.74 million for the financial year 2018 on account of provisioning for future claims (calculated on the basis of 2% of our operating revenue) and claims raised on us.

which was partially offset by a decrease in data entry charges to ₹110.98 million for the financial year 2019 from ₹156.07 million for the financial year 2018.

Other expenses. Our other expenses increased by 4.5% to ₹693.19 million for the financial year 2019 from ₹663.27 million for the financial year 2018, primarily due to an increase in communication expenses to ₹157.27 million for the financial year 2019 from ₹128.88 million for the financial year 2018 and an increase in repair and maintenance expenses to ₹120.36 million for the financial year 2019 from ₹105.85 million for the financial year 2018.

Net tax expense. Our net tax expense decreased by 12.8% to ₹699.78 million for the financial year 2019 from ₹802.77 million for the financial year 2018 on account of a reduction in our profit before tax. For the financial year 2019, we had a current tax expense of ₹764.28 million, current tax expense of earlier years of ₹0.06 million, deferred tax credit of ₹55.05 million and a MAT Credit entitlement of ₹9.51 million. For the financial year 2018, we had a current tax expense of ₹850.70 million and a deferred tax credit of ₹42.32 million and MAT credit entitlement of ₹5.61 million. Our effective tax rate (which represents the ratio of total tax expenses to profit before tax during the relevant year, expressed as a percentage) was 34.8% and 35.4% for the financial years 2019 and 2018, respectively.

Profit for the year. Our profit for the year decreased by 10.5% to ₹1,308.95 million for the financial year 2019 from ₹1,463.05 million for the financial year 2018, primarily due to a onetime payout of ₹196.52 million to our employees and centre-heads.

Financial Year 2018 compared to the Financial Year 2017

Our results of operations for the financial year 2018 were particularly affected by the following factors:

- there was an increase in the AAUM managed by our mutual fund clients to ₹13,758,523 million for the financial year 2018 from ₹10,293,632 million for the financial year 2017 which was partially offset by a decrease in the fees that we charged our clients

- an increase in transaction volumes; and
- an overall increase in revenues from our non-mutual fund services business.

Income

Our total income increased by 31.6% to ₹6,614.52 million for the financial year 2018 from ₹5,026.38 million for the financial year 2017, primarily due to an increase in revenue from operations.

Revenue from Operations. Our revenue from operations increased by 34.1% to ₹6,415.36 million for the financial year 2018 from ₹4,783.09 million for the financial year 2017 due to:

- an increase in revenues from data processing to ₹4,935.07 million for the financial year 2018 from ₹3,790.78 million for the financial year 2017 primarily on account of an increase in the AAUM serviced for our mutual fund clients as well as an increase in transaction volumes and an increase in our KYC registered agency business, insurance services business, banking and non-banking services business and alternative investment fund services business;

- an increase in customer care services to ₹711.72 million for the financial year 2018 from ₹480.31 million for the financial year 2018 on account of an increase in paper transaction volume and an increase in revenue from electronic payment collection services business;

- an increase in recoverables to ₹410.75 million for the financial year 2018 from ₹261.78 million for the financial year 2017 on account of higher transaction volumes and an increase in communication expenses incurred on behalf of clients;

- an increase in miscellaneous services to ₹307.55 million for the financial year 2018 from ₹218.26 million for the financial year 2017 on account of growth in call centre revenue; and

- an increase in software license fee, development and support services to ₹50.26 million for the financial year 2018 from ₹31.96 million for the financial year 2017 generated by our Subsidiary, SSPL.

Other income. Our other income decreased by 18.1% to ₹199.16 million for the financial year 2018 from ₹243.30 million for the financial year 2017, primarily due to a net loss of ₹21.38 million arising on financial assets designated as at FVTPL for the financial year 2018 as compared to a net gain of ₹135.25 million for the financial year 2017, which was partially offset by an increase in net gain on sale of investments to ₹164.78 million for the financial year 2018 from ₹88.09 million for the financial year 2017 on account of the sale of our mutual fund investments.

Expenses

Employee benefit expenses. Employee benefit expenses increased by 38.5% to ₹2,263.28 million for the financial year 2018 from ₹1,634.25 million for the financial year 2017 due to an increase in salaries and wages including bonus to ₹1,533.95 million for the financial year 2018 from ₹1,124.93 million for the financial year 2017, an increase in manpower charges to ₹488.17 million for the financial year 2018 from ₹341.93 million for the financial year 2017, an increase in contribution to provident and other funds to ₹160.73 million for the financial year 2018 from ₹107.93 million for the financial year 2017 and an increase in staff welfare expenses to ₹80.43 million for the financial year 2018 from ₹59.47 million for the financial year 2017. The increase in our employee benefit expenses was due to an increase in the number of our employees as a result of a growth in our business and compensation increments given to our employees. Our number of employees increased to 8,297 employees as of March 2018 from 5,986 employees as of March 2017.

Finance cost. Our finance cost increased by 30.8% to ₹78.90 million for the financial year 2018 from ₹60.31 million for the financial year 2017 primarily due to increase in interest on lease liabilities to ₹76.09 million for the financial year 2018 from ₹59.32 million for the financial year 2017 on account of new office leases entered into during the year.

Depreciation and amortization expense. Our depreciation and amortization expense increased by 31.7% to ₹402.41 million for the financial year 2018 from ₹305.53 million for the financial year 2017, primarily due to an increase in our assets such as right to use asset and computers and accessories and increase in our intangible assets of software.

Operating expenses. Our operating expenses increased by 49.2% to ₹940.83 million for the financial year 2018 from ₹630.76 million for the financial year 2017, primarily due to:

- an increase in service expenses to ₹416.81 million for the financial year 2018 from ₹257.70 million for the financial year

2017 due to an increase in postage, paper and communication costs;

- an increase data entry charges to ₹156.07 million for the financial year 2018 from ₹77.85 million for the financial year 2017 due to increase in transaction volumes;

- an increase in software expenses to ₹104.21 million for the financial year 2018 from ₹54.16 million for the financial year 2018 incurred to improve our information technology capabilities to handle a greater volume of transactions; and

- an increase in claims to ₹136.74 million for the financial year 2018 from ₹118.49 million for the financial year 2017.

Other expenses. Our other expenses increased by 31.7% to ₹663.27 million for the financial year 2018 from ₹503.61 million for the financial year 2017, primarily due to an increase in the travelling and conveyance expenses to ₹110.46 million for the financial year 2018 from ₹73.96 million for the financial year 2017, an increase in communication expenses to ₹128.88 million for the financial year 2018 from ₹91.20 million for the financial year 2017, an increase in legal and professional fees to ₹106.71 million for the financial year 2018 from ₹80.23 million for the financial year 2017 and an increase in repair and maintenance expenses to ₹105.85 million for the financial year 2018 from ₹87.00 million for the financial year 2017. The increase in other expenses was consistent with the overall growth of our business.

Net tax expense. Our net tax expense increased by 23.5% to ₹802.77 million for the financial year 2018 from ₹649.77 million for the financial year 2017. For the financial year 2018, we had a current tax expense of ₹850.70 million and a deferred tax credit of ₹42.32 million and MAT credit entitlement of ₹5.61 million. For the financial year 2017, we had a current tax expense of ₹669.51 million and a MAT credit entitlement of ₹15.88 million and deferred tax credit of ₹3.86 million. Our effective tax rate (which represents the ratio of total tax expenses to profit before tax during the relevant year, expressed as a percentage) was 35.4% and 34.3% for the financial years 2018 and 2017, respectively.

Profit after tax. Our profit after tax increased by 17.8% to ₹1,463.05 million for the financial year 2018 from ₹1,242.16 million for the financial year 2017.

Cash Flows

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

Particulars	**For the six months ended September 30,**		**For the financial year**		
	2019	**2018**	**2019**	**2018**	**2017**
	(₹ in million)				
Net cash flow from operating activities	846.93	723.66	1,873.90	1,622.29	1,321.18
Net cash flow from / (used in) investing activities	(402.99)	40.50	(437.44)	(776.90)	(1,222.08)
Net cash flow used in financing activities	(466.21)	(825.47)	(1,461.80)	(799.05)	(98.86)
Net increase / (decrease) in cash and cash equivalents	**(22.27)**	**(61.32)**	**(25.34)**	**46.34**	**0.23**

Operating Activities

Net cash flow from operating activities was ₹846.93 million for the six months ended September 30, 2019. While our profit before extraordinary items and tax was ₹1,204.20 million for the six months ended September 30, 2019, we had an operating profit before working capital changes of ₹1,395.38 million, primarily due to depreciation and amortization expense of ₹237.42 million. Our changes in working capital for the six months ended September 30, 2019 primarily consisted of an increase in fixed deposits and money held in trust of ₹1,161.27 million and an increase in trade receivables of ₹183.93 million, which was partially offset by an increase in other current liabilities of ₹1,083.53 million.

Net cash flow from operating activities was ₹723.66 million for the six months ended September 30, 2018. While our profit before extraordinary items and tax was ₹996.14 million for the six months ended September 30, 2018, we had an operating profit before working capital changes of ₹1,239.77 million, primarily due to depreciation and amortization expense of ₹242.47 million. Our changes in working capital for the six months ended September 30, 2018 primarily consisted of an increase in trade receivables ₹168.19 million and an increase in fixed deposits and money held in trust of ₹96.14 million, which were partially offset by an increase in provisions of ₹85.48 million and decrease in trade payables due to others of ₹77.28 million.

Net cash flow from operating activities was ₹1,873.90 million for the financial year 2019. While our profit before extraordinary items and tax was ₹2,008.73 million for the financial year 2019, we had an operating profit before working capital changes of ₹2,433.59 million, primarily due to depreciation and amortization expense of ₹503.96 million, which was partially offset by a gain on sale of investments of ₹165.24 million. Our changes in working capital for the financial year 2019 primarily consisted of an increase in other current liabilities of ₹180.89 million on account of increase in money held in trust and an increase in provisions of ₹90.94 million on account of provision for a special pay-out to employees which was paid in April 2019, which was partially offset by an increase in fixed deposits and money held in trust of ₹183.82 million.

Net cash flow from operating activities was ₹1,622.29 million for the financial year 2018. While our profit before extraordinary items and tax was ₹2,265.82 million for the financial year 2018, we had an operating profit before working capital changes of ₹2,560.82 million, primarily due to depreciation and amortization expense of ₹402.41 million, which was partially offset by net gain on sale of investments of ₹164.78 million. Our changes in working capital for the financial year 2018 primarily consisted of an increase in other current assets of ₹194.00 million and an increase in trade receivables of ₹106.11 million, which was partially offset by increase in other current liabilities of ₹208.60 million primarily account of a change in the due date for payment of indirect taxes due to the introduction of GST and an increase in provisions of ₹126.28 million.

Net cash used in operating activities was ₹1,321.18 million for the financial year 2017. While our profit before extraordinary items and tax was ₹1,891.93 million for the financial year 2017, we had an operating profit before working capital changes of ₹1,972.71 million, primarily due to depreciation and amortization expense of ₹305.53 million, which was partially offset by adjustments to the carrying amount of current/ non-current investment of ₹135.25 million. Our changes in working capital for the financial year 2017 primarily consisted of an increase in other current assets of ₹254.60 million, which was partially offset by increase in provisions of ₹110.29 million and a decrease in loans of ₹72.32 million.

Investing Activities

Net cash flow used in investing activities was ₹402.99 million for the six months ended September 30, 2019, primarily comprising capital expenditure on fixed assets of ₹152.09 million, investment in subsidiary (for acquisition of 21% interest in CIRSL) of ₹140.91 million and purchase of current and non-current investments of ₹138.89 million, which was partially offset by proceeds from sale of fixed assets of ₹24.35 million from the termination of certain leases resulting in reduction in right to use assets.

Net cash flow from investing activities was ₹40.50 million for the six months ended September 30, 2018, primarily comprising net sale of current and non-current investments of ₹206.90 million from the sale of our mutual fund investments, which was partially offset by capital expenditure on fixed assets of ₹174.74 million to purchase of right to use assets and computers.

Net cash flow used in investing activities was ₹437.44 million for the financial year 2019, primarily comprising capital expenditure on fixed assets of ₹473.04 million to purchase computers, software licenses and right to use assets, which was partly offset by net sale of our mutual fund investments.

Net cash flow used in investing activities was ₹776.90 million for the financial year 2018, primarily comprising capital expenditure on fixed assets of ₹1,082.59 million to purchase right to use assets which included leasing of new office space and purchase of computers and software, which was partially offset by net sale of current and non-current investments of ₹184.39 million and proceeds from sale of fixed assets of ₹106.48 million.

Net cash flow used in investing activities was ₹1,222.08 million for the financial year 2017, primarily comprising capital expenditure on fixed assets of ₹1,016.46 million to purchase right to use assets on account of first time adoption of Ind AS 116, purchase computers and net purchase of current and non-current investments of ₹225.11 million for the purchase of mutual fund units.

Financing Activities

Net cash flow used in financing activities was ₹466.21 million for the six months ended September 30, 2019, comprising dividends paid of ₹382.09 million and finance costs of ₹48.28 million that included interest on lease liabilities.

Net cash flow used in financing activities was ₹825.47 million for the six months ended September 30, 2018, comprising dividends paid of ₹785.93 million and finance costs of ₹52.07 million that included interest on lease liabilities.

Net cash flow used in financing activities was ₹1,461.80 million for the financial year 2019, primarily comprising dividends paid of ₹1,320.85 million and finance costs of ₹104.73 million that included interest on lease liabilities.

Net cash flow used in financing activities was ₹799.05 million for the financial year 2018, comprising of dividends paid of ₹1,164.31 million and finance costs of ₹78.90 million that included interest on lease liabilities, which was partially offset by an increase in other financial liabilities of ₹444.16 million due to leasing of new office space during the year.

Net cash flow used in financing activities was ₹98.86 million for the financial year 2017, comprising of dividends paid of ₹718.32 million and finance costs of ₹60.31 million that included interest on lease liabilities, which was partially offset by an increase in other financial liabilities of ₹679.76 million on account of first time adoption of Ind AS 116.

Financial Indebtedness

As of September 30, 2019, we did not have any outstanding borrowings.

Contingent Liabilities and Commitments

The following table sets forth our contingent liabilities and commitments (to the extent not provided for) for:

(₹ in million)

Particulars	**As of September 30, 2019**
Estimated value of contracts remaining to be executed on capital account and not provided for	15.51
Income Tax matters	43.95
On account of processing errors	122.30
Others	1.78

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.

Capital Expenditure

For financial year 2017, we added tangible assets of property, plant and equipment of ₹980.53 million, primarily for right to use asset, computers and accessories and intangible assets of ₹35.93 million on account of software and license fees. For financial year 2018, we added tangible assets of property, plant and equipment of ₹959.07 million, primarily for right to use asset, computers and accessories and intangible assets of ₹123.52 million on account of software and license fees. For financial year 2019, we added tangible assets of property, plant and equipment of ₹354.90 million, primarily for computers and accessories, right to use asset, furniture and fittings and intangible assets of ₹118.14 million on account of software and license fees. For the six months ended September 30, 2019, we added tangible assets of property, plant and equipment of ₹132.54 million, primarily for right to use asset, computers and accessories and intangible assets of ₹78.67 million on account of goodwill on consolidation (arising out of our acquisition of the remaining 21% equity shareholding of CIRSL) of ₹59.12 million and software and license fees of ₹19.55 million. We expect to incur capital expenditure of ₹300.00 million for the remainder of the financial year 2020 towards computers and accessories ₹200 million and software and license fees ₹100 million.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions, see "*Financial Statements – Note 25*" on page 182.

Quantitative and Qualitative Disclosures about Market Risk

Our business activities are exposed to financial risks, namely liquidity risk and credit risk. Our risk management policies have been established to identify and analyze risks faced by us, to set and monitor appropriate risk limits and control, periodically review and reflect the changes in our policy.

Liquidity Risk

Liquidity risk is the risk that we face in meeting our obligations associated with our financial liabilities. Our approach in managing liquidity is to ensure that we will have sufficient funds to meet our liabilities. In doing this, our management considers both normal and stressed conditions.

We regularly monitor the rolling forecasts and the actual cash flows to service the financial liabilities on a day-to-day basis through cash generation from our business and by having adequate banking facilities.

Credit Risk

Credit risk is the risk of financial loss to us if the other party to the financial asset fails to meet their contractual obligations. All trade receivables are reviewed and assessed for default. Trade receivables are considered to be a single class of financial assets. Hence, we have created provision for trade receivables pending for more than 150 days.

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*Significant Factors Affecting our Results of Operations*" above and the uncertainties described in "*Risk Factors*" on page 20. To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no known factors which we expect to have a material adverse effect on our income.

Future Relationship between Cost and Revenue

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 20, 95 and 201, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

New Products or Business Segments

Other than as disclosed in this section and in "*Our Business*" on page 95, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Dependence on a Few Customers

We are dependent on a limited number of clients for a significant portion of our revenues. Our top five clients contributed ₹2,294.44 million, ₹4,656.20 million, ₹4,290.00 million and ₹3,215.40 million, or 65.8%, 67.1%, 66.9% and 67.2% of our revenue from operations for the six months ended September 30, 2019 and the financial years 2019, 2018 and 2017, respectively. These significant clients include HDFC Asset Management Company Limited, SBI Fund Management Private Limited, ICICI Prudential Asset Management Company Limited, Aditya Birla Capital Limited, DSP Investment Managers Private Limited and Kotak Mahindra Asset Management Company Limited. HDFC Asset Management Company Limited, SBI Fund Management Private Limited, ICICI Prudential Asset Management Company Limited and Aditya Birla Capital Limited each contributed to over 10% of our revenue from operations during such periods.

For further details, see "*Risk Factors – Internal Risk Factors - We derive a significant portion of our revenues from a few clients and the loss of one or more such clients could adversely affect our business and prospects.*" on page 22.

Seasonality of Business

Our business is not seasonal in nature.

Recent Accounting Pronouncements

As of the date of this Draft Red Herring Prospectus, there are no recent accounting pronouncements, which would have a material effect on our financial condition or results of operations.

Significant developments subsequent to September 30, 2019

Except as disclosed above, and in this Draft Red Herring Prospectus, to our knowledge no circumstances have arisen since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries have not availed any loans as on the date of the DRHP.

Bank Guarantees

a. A deed of guarantee has been executed by HDFC Bank, in favour of Unique Identification Authority of India ("**UIDAI**"), for an amount not exceeding ₹5 million, at the request of the Company on August 23, 2017. This guarantee shall remain valid up to May 31, 2027. This guarantee has been executed pursuant to an authentication user agency agreement dated September 18, 2015 entered by the Company with the UIDAI, which requires the Company to furnish an unconditional and irrevocable bank guarantee for an amount of ₹5 million.

b. A deed of guarantee has been executed by HDFC Bank, in favour of UIDAI, for an amount not exceeding ₹2.5 million, at the request of the Company on August 23, 2017. This guarantee shall remain valid up to May 31, 2027. This guarantee has been executed pursuant to an authentication user agency agreement dated October 10, 2015 entered by the Company with the UIDAI, which requires the Company to furnish an unconditional and irrevocable bank guarantee for an amount of ₹2.5 million.

c. A deed of guarantee has been executed by HDFC Bank, against earnest money deposit amounting to ₹0.50 million, at the request of the Company on September 14, 2018. This guarantee was to originally remain in force up to March 17, 2019. This guarantee has been executed pursuant to the requirement of an irrevocable bank guarantee to be submitted by the bidder, as a condition for participation in the said bid, in relation Oriental Bank of Commerce's proposal dated August 17, 2018. The proposal was for supply, customisation, installation and maintenance of software at Oriental Bank of Commerce. However based on the commercial considerations, it didn't participate in the bid. When the Company approached HDFC Bank for closure of the guarantee, it required a closure letter from the beneficiary i.e. Oriental Bank of Commerce. Since the Company didn't participate in the bid, Oriental Bank of Commerce was not in a position to issue the discharge letter. Accordingly, HDFC Bank has informed the Company that the guarantee will automatically close on March 17, 2020.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes; and (iv) other pending litigation as determined to be material pursuant to the policy dated December 17, 2019 ("**Materiality Policy**"), passed by the Board of Directors, in each case involving our Company, Promoter, Directors and our Subsidiaries ("**Relevant Parties**"). Further, except as disclosed in this section, there are no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against our Promoter in the last five financial years including any outstanding action. Further, there is no pending litigation involving our Group Companies which has a material impact on our Company.*

For the purpose of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation pursuant to Board resolution dated December 17, 2019 to be disclosed by our Company in this Draft Red Herring Prospectus:

In terms of the Materiality Policy, all outstanding litigation involving, (i) the Relevant Parties, other than outstanding criminal proceedings, outstanding actions by regulatory authorities and statutory authorities, outstanding claims related to direct and indirect tax matters; (ii) past SEBI warnings issued to the Company and/ or Subsidiaries and adverse remarks/ comments/ observations given by SEBI in its inspection report to the Company and/ or Subsidiaries; and (iii) disciplinary actions including penalty imposed by SEBI or stock exchanges against the Promoter in the last five financial years, would be considered 'material' if, (a.) the monetary amount of claim by or against the entity in any such pending proceedings is in excess of 1% of the profit after tax of the Company i.e. ₹13.50 million, as per the Restated Consolidated Financial Information for the financial year ended March 31, 2019; or (b.) the monetary liability is not quantifiable, the outcome of any such pending proceedings may have a material bearing on the business operations, performance, prospects or reputation of the Company.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has pursuant to board resolution dated December 17, 2019, considered and adopted a policy of materiality for identification of material outstanding dues to creditors. Further, in terms of this materiality policy, outstanding dues to any creditor of our Company having monetary value which exceeds ₹4.51 million, being 5% of the 'Total Outstanding dues to Others' as at September 30, 2019 (which is the latest Restated Consolidated Financial Information of the Company disclosed in this DRHP and offer documents), shall be considered 'material'. For outstanding dues to any party which is a micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with the Company regarding status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder, as has been relied upon by its Statutory Auditor.*

Litigation involving our Company

Litigation against our Company

Civil Litigation

1. A civil suit bearing number CS/3747/2017 was filed in the Court of Civil Judge, Senior Division, Ludhiana ("**Civil Court**") by Jasbir Kaur and Kuljeet Kaur ("**Plaintiffs**") against SBI Funds Management Private Limited, its investment manager, our Company (in its capacity as a RTA), HDFC Mutual Funds, ICICI Prudential Assets Management Company Limited (collectively, "**Defendants I**") and the brothers of the Plaintiffs namely Inderjit Singh, Jasbir Singh ("**Defendants II**") and Surender Singh ("**Defendant III**"). The Plaintiffs filed a plaint claiming that after their mother died intestate, all movable and immovable properties held by their mother, including certain units of SBI Magnum Midcap Fund, SBI Magnum Global Funds, HDFC MID-CAP Opp Funds – GR and ICICI Prudential Value Discovery Fund REG-GR (collectively, the "**Units**"), were divided amongst the Plaintiffs, Defendants II and Defendant III in equal shares. However, the Plaintiffs alleged that Defendant III falsely claimed that he was the joint holder of the Units along with their mother and threatened to get the Units transferred in his name to the exclusion of the Plaintiffs and Defendants II. On August 18, 2017, Defendant III proclaimed that he would get the Units transferred in his name. Thereafter, the Plaintiffs approached Defendants I, who refused to transfer the Units in the name of Plaintiffs and Defendants II. The Plaintiffs requested the Civil Court to (i) declare that the Plaintiffs and Defendants II were entitled to get the Units transferred in their names in equal shares; (ii) grant a permanent injunction retraining Defendant III from transferring the Units in his own name to the exclusion of Plaintiffs and Defendants II; and (iii) grant a permanent injunction restraining Defendants I from transferring the said Units in the name of Defendant III in any manner. On December 11, 2017, SBI Funds Management Private Limited, its investment manager, Defendants I and our Company filed a written statement (i) raising preliminary objections for the maintenance of the suit on the grounds of misjoinder of parties and for want of cause of action; (ii) denied certain averments made in the plaint filed by the Plaintiffs; and (iii) requested the Civil Court to dismiss the suit. The Defendants I submitted to the Civil Court that the units in the account shall not be transferrable until an order has been passed by the Civil Court. The suit is currently pending.

2. A civil suit bearing number O.S. No. 358 of 2019 was filed in the Court of the District Munsif, Tiruchi ("**District Munsif**") by B. Meikavalan, also known as Vetrivel ("**Plaintiff**"), son of deceased R. Baskaran (the "**Deceased**"), against National Securities Depository Limited ("**NSDL**"), Coimbatore Capital Limited, Yoga Securities Private Limited, our Company (in its capacity as a RTA), Karvy Stock Exchange Limited, TSR Darashaw Limited (collectively "**Defendants I**") and B. Vedhavalli (wife of the Deceased), B. Karikalan (son of the Deceased), R. Pradeepan (grandson of the Deceased) and Petchiammal (caretaker of the Deceased). The Deceased, during his lifetime had made investments in shares of several companies through his demat accounts registered with NSDL (the "**NSDL Demat Accounts**") with Defendants I, wherein Petchiammal was designated as the nominee of these investments. The Plaintiff alleged that Petchiammal was required to distribute proceeds of such investments amongst the legal heirs of the Deceased, being the Plaintiff, B. Vedhavalli, B. Karikalan and R. Pradeepan. R. Pradeepan filed a suit O.S. 904 of 2018 on September 20, 2019 (the "**Suit**") seeking a permanent injunction to restrain Defendant I from disbursing the amounts held in the NSDL Demat Accounts. The Plaintiff filed a suit of March 4, 2019 to implead himself in the Suit. On April 22, 2019, the Suit was disposed off without any relief granted to protect the rights claimed by the Plaintiff as a necessary party in such suit. Plaintiff alleged that R. Pradeepan and Petchiammal had conspired to withdraw the amounts held in the NSDL Demat Accounts without any participation of the Plaintiff. Therefore, the Plaintiff filed the present suit seeking a permanent injunction to restrain Defendant I from transferring the amounts held in the NSDL Demat Accounts to R. Pradeepan or to Petchiammal, without participation of the Plaintiff. Our Company has filed a written statement dated September 16, 2019 stating that as an RTA, it has no control over the transmission or transfer of shares. The suit is currently pending.

3. A civil suit bearing number O.S. No. 111 of 2019 was filed in the Principal District Munsif Court, Tirunelveli ("**District Munsif**") by M/s Ravi Associates through its managing partner ("**Plaintiff**"), a service provider of our Company against our Company (in its capacity as a RTA), Anuj Kumar (Chief Executive Officer ("**CEO**") of our Company), Somasundaram M. (identified as senior vice-president of our Company), company secretary of our Company and others (collectively, the "**Defendants I**"), Nimesh Shah (Chairman of Association of Mutual Funds in India) and Ajay Tyagi (Chairman of SEBI). The Plaintiff was a service provider of our Company managing the Tirunelveli Centre of our Company. The Plaintiff submitted that the Regional Manager of our Company promised to raise the service fees of the Plaintiff from ₹40,000 to ₹100,000 w.e.f. October 2018 to cover the costs of shifting of the Plaintiff's offices and alleged that the service fee was not increased. The Plaintiff alleged that when he visited the offices of our Company in Chennai on February 7, 2019, he was wrongfully restrained and was threatened to sign termination papers in relation to termination of services of the Plaintiff without stating any reasons. Further, the Plaintiff alleged that the CAMS Pulse software that the Plaintiff was using to manage its office was deactivated and hence the Plaintiff was unable to process applications received from various mutual funds. Thereafter, the Plaintiff received a termination notice from our Company on February 15, 2019 through mail without receiving three months prior notice as required under the agreement dated May 7, 2018 signed between the Plaintiff and our Company. The Plaintiff alleged that the termination notice did not state any violation of the abovementioned agreement. The Plaintiff requested the District Munsif to (i) declare that the notice of termination dated February 15, 2019 issued by our Company to the Plaintiff was null and void and declare that the Plaintiff was a service provider of our Company for Tirunelveli as per agreement dated May 7, 2018; and (ii) restrain Defendants I, their men and agents or any other persons from interfering in the running of the Plaintiff as a service provider of our Company. On May 19, 2019, our Company filed a suit under section 8(1) of the Arbitration and Conciliation Act, 1996 before the Additional District Court at Tirunelveli requesting that (i) the parties be referred to arbitration as a valid arbitration clause existed in the front office agreement dated May 29, 2009 and the service provider agreement dated May 7, 2018 signed between the Plaintiff and our Company; and (ii) the suit filed by the Plaintiff be closed, consequentially. The suit is currently pending.

4. A special civil application bearing number 4580 of 2019 was filed in the High Court of Gujarat at Ahmedabad, District Vadodara ("**High Court**") by Brijinder Bajwa through his power of attorney holder Nigam Rasiklal Desai ("**Petitioner**") against Khushwinder Singh Bajwa, our Company (in its capacity as a RTA) and others to challenge the order passed by Additional District Judge, Vadodara in Misc. Civil Appeal No. 118 of 2017 (the "**Order of the ADJ**"). The Petitioner's father (the "**Deceased**") died on January 17, 2016, leaving behind the Petitioner and the Petitioner's mother as his legal heirs. After obtaining a no-objection from his mother, the Petitioner filed an application for obtaining succession certificate with regard to certain immovable and movable properties including equity mutual fund share certificates belonging to the Deceased, which was granted by the Civil Court, Vadodara vide an order dated January 25, 2017. Thereafter, the brother of the Deceased preferred an application for the revocation of succession certificate granted in favour of the Petitioner which was allowed on appeal vide the Order of the ADJ. The Petitioner filed the present petition challenging the Order of the ADJ on the ground that it is unjust, ex-facie illegal and against well settled principles of law and requested the High Court to (i) issue a writ of mandamus or certiorari or any other appropriate writ or order quashing and setting aside the Order of the ADJ; (ii) pending the hearing and final disposal of the petition, stay the operation, execution and implementation of the Order of the; and (iii) grant ex-parte ad-interim relief in terms of prayer (ii) above. The matter is currently pending.

5. A writ petition bearing number 9687 of 2019 was filed in the High Court at Calcutta ("**High Court**") by Subir Kumar Bose ("**Petitioner**") against Union of India, SEBI, RBI and SBI Funds Management Private Limited, Reliance Nippon Life Asset Management Limited, our Company (in its capacity as a RTA) and others ("**Fund Houses**"). The Petitioner's brother died intestate leaving his wife Sabita Basu ("**Deceased**") to succeed his estate. Thereafter, Deceased died intestate on March 31, 2019 leaving the Petitioner as her sole legal heir. The Petitioner came to know that his brother had various investments in banks including fixed deposits which were converted into investment towards mutual funds with several Fund Houses. After the demise of Deceased, the Petitioner had intimated the Fund Houses and requested them not to honour any claim or counter claim with respect to such mutual funds in favour of any third party to avoid multiplicity of proceedings. The Fund Houses stated that it would not be possible for them to freeze/stop any kind of transaction under the concerned folios and that the funds would be transmitted to the registered nominees after completion of requisite formalities. Thereafter, the Petitioner informed the Fund Houses that he had initiated proceedings to obtain letters of administration for the estate of Deceased and requested them to freeze the funds under the concerned folios from being disbursed. The Petitioner had preferred an application for appointment of administrator pendente lite in P.L.A. 165 of 2019. The said application was registered as T.A. No. 3 of 2019 and G.A. No 1 of 2019 and vide an order dated May 30, 2019 in, the High Court restrained the Fund Houses from disbursing the funds to any person until June 30, 2019. The Petitioner alleged that despite the letters requesting the Fund Houses to withhold the money, the Fund Houses sat tight over the issue and did not intimate the Petitioner if any rival claims were made in respect of the money. The Petitioner apprehended that at any moments the funds worth approximately ₹17.91 million may be disbursed by the Fund Houses to the registered nominees whose details the Petitioner was unaware of and therefore instituted the present petition requesting the High Court to (i) issue a writ of mandamus directing the respondent Fund Houses to disclose details of the registered nominees in respect of the concerned folio numbers including bank details in favour of which the funds might be disbursed; (ii) issue a writ of mandamus directing the Fund Houses and our Company to disburse the said money in favour of the Petitioner; (iii) direct SEBI and RBI to instruct the Fund Houses and our Company to withhold the money accrued in the concerned folios; (iv) issue a writ of certiorari to all defendants to produce all records and papers relating to the instant case so that justice can be done; and (v) issue an ad-interim order directing the Fund Houses and our Company to transfer the funds in concerned folios to the Petitioner as custodian to the estate of Deceased pending disposal of this writ petition. The petition is currently pending.

6. A consumer complaint bearing number 107 of 2007 was filed before the District Consumer Forum, District Badayun ("**Consumer Court**") by Rajvir Singh Yadav ("**Complianant**"') against the Chairman, Karvy Consultants Limited and the Registrar of our Company ("**Respondents**"). The Complainant held some units of Birla Sun Life Mutual Fund ("**Units**"). The Complainant alleged that our Company (in its capacity as a RTA) gave him false information that the returns with respect to the Units were sent to the Complainant's bank account with Canara Bank in Bareily, whereas the Complainant never had such an account. The Complainant further alleged that despite repeated requests, the Respondents refused to make any kind of payment to him with respect to the Units. The Complainant, thereafter, approached the Consumer Court requesting that the Respondents be directed to pay the Complainant ₹0.19 million without delay. Our Company has filed a written statement denying the allegations made by the Complainant. Our Company has requested the Consumer Court to dismiss the suit on the following grounds: (i) there is no privity of contract between the Complainant and our Company; (ii) our Company has not provided any service to the Complainant and has not received any consideration from the Complainant and therefore is not a service provider; (iii) our Company has been acting as RTA for Birla Sun Life Mutual Fund only from April 18, 2005 whereas the Complainant invested in the Units between 1996 and 1998; (iv) the suit is bad for non-joinder of Birla Sun Life Mutual Fund; and (v) there is no cause of action for this suit and there is no balance of convenience on the part of the Complainant. The matter is currently pending.

Criminal Litigation

1. A civil suit bearing number CS 1. (OS) 2139 of 2014 was filed by Sangeeta Shekhawat and Anita Vedi (collectively, the "**Plaintiffs**") against Anil Vedi (the "**Defendant**"), Jai Krishna Artec – JV and Standard Chartered Bank alleging illegal redemption of investments, before the High Court of Delhi at New Delhi (the "**High Court**"). When an investor, H.S. Vedi (the "**Deceased**") died intestate, his estate was divided equally in favour of each of the Plaintiffs and the Defendant. To this effect the High Court passed an order dated August 13, 2015 allowing an injunction against redemption of investment portfolio of the Deceased made through Standard Chartered Bank. Despite this, on December 22, 2015 when the Plaintiffs were permitted to approach various banks and financial institutions for claiming their respective share of the estate of the Deceased. It came to their attention that one of the investment portfolio of the Deceased with Birla Sunlife Asset Management ("**Birla Sunlife**") taken through Standard Chartered Bank ("**Folio**") had already been redeemed to the extent of ₹5.1 million on August 18, 2015 i.e. almost two years after the death of the Deceased and therefore the amount could not be deposited with the High Court. On July 3, 2018, the High Court passed an order directing Birla Sunlife to appear before the High Court at the next hearing and file an affidavit explaining its position in relation to the Folio. Birla Sunlife claimed that it had received a letter dated August 13, 2015 purportedly signed by the Deceased which was forwarded to them through our Company. Based on such letter, Birla Sunlife had changed the email address and bank account details in respect of the Folio. Immediately after

such changes were made, through a net banking operation, the entire money lying in the account of the Folio belonging to the Deceased was redeemed and transferred to the revised bank account with ICICI Bank Limited. The High Court vide its order dated July 23, 2018 directed Standard Chartered Bank, ICICI Bank Limited and our Company to file affidavits to clarify their respective positions in relation to the Folio. Based on the affidavits filed by Standard Chartered Bank, ICICI Bank Limited and our Company, the High Court vide its order dated August 10, 2018 directed the Economic Offence Wing of Delhi Police ("**EOW**") to investigate the matter. The matter is currently under investigation by the EOW. The High Court had directed Standard Chartered Bank, Birla Sunlife, ICICI Bank Limited and our Company to file their written submission regarding the Folio vide its order dated October 9, 2019. Our Company filed a synopsis dated October 1, 2019 submitting that the it had received a letter signed by the Deceased requesting for change in bank details and release of unclaimed dividends along with a cancelled cheque of the Deceased, which was verified by the Company and the signature on the cancelled cheque matched the signature of the Deceased in the records. Our Company further submitted that they were not informed of the stay order passed by the High Court and could not be held liable for the redemption and payment of the units as there was no negligence in discharge of its duties as RTA nor any fraud or negligence on part of its employees. The matter is currently pending.

2. A FIR bearing number 1007 of 2011 dated October 12, 2011 ("**FIR**") was registered at Supela police station by Gaya Prasad alleging that his investments were redeemed without his knowledge and were encashed fraudulently by forging his signatures. On April 4, 2016 Gaya Prasad filed a complaint before the Chief Judicial Magistrate, Durg ("**CJM")** alleging that despite presenting requisite documentary and electronic evidence the police failed to investigate S. Ashok Kumar ("**Accused**"), an official in our Company, who had received the application for redemption of Gaya Prasad's investments from the branch office in Bhilai and was responsible for comparison of signatures and authorization of payment, in relation to the FIR. Thus, he requested the CJM to take cognizance of the matter. Thereafter, as part of the investigations, the Inspector General of Police, Bhilai District served a notice on the Accused. The Accused, who was additionally wanted by the Chhattisgarh police for certain cognizable offences, apprehending arrest, filed a petition for anticipatory bail on the grounds that the criminal case is not pending in the state of Tamil Nadu. The High Court of Judicature at Madras passed an order dated February 24, 2017 granting the anticipatory bail on the condition that (i) the Accused shall surrender before the XIV Metropolitan Magistrate, Chennai within 15 days of receipt of copy of this order; and (ii) upon his surrender, he shall be released on bail and that he, along with two sureties, shall execute a bond to the satisfaction of the said magistrate; (iii) within four weeks of execution of the bail bond, he must approach the concerned court in the state of Chhattisgarh and seek appropriate relief. Thereafter, the Accused filed a bail application bearing number B.A. no. 529/2017 before the First Additional Sessions Judge, Durg, Chhattisgarh which was granted vide an order dated April 3, 2017 subject to presentation of a bail amount of ₹0.05 million and personal bond of ₹0.1 million and on the condition that (i) the Accused will co-operate in deliberation and will be present in the police station when informed by the police; (ii) after the petition has been presented, he will remain present in each and every date in the court during the consideration of the incident. The matter is currently pending.

Past Actions by Regulatory Authorities

1. SEBI, vide its letter dated June 28, 2016 had assigned Maharaj N. R. Suresh and Co. to carry out inspection of our Company under regulation 61 of SEBI MF Regulations (the "**Inspection**"). Subsequently, our Company received an administrative warning letter dated December 3, 2018 from SEBI stating that based on the comments of our Company on the records and findings of such Inspection, SEBI found that our Company had failed to put in place necessary operational framework to prevent SEBI debarred entities from transacting in mutual funds managed by it in violation of clause 2 and 3 of Schedule III read with regulation 13 of the SEBI RTA Regulations. SEBI stated that it viewed the above violations seriously and issued a warning to our Company to be more careful in future and to improve compliance standards to avoid recurrence of such instances, failing which action may be initiated by SEBI against our Company. Our Company was directed to take appropriate corrective steps and send an action report to SEBI within thirty days of receipt of the letter.

   On January 2, 2019, our Company informed SEBI that our Company had put in place adequate operation control since October 2015 to ensure non-recurrence of similar incidents. Further, our Company requested SEBI to note that aforementioned instances of processing dividend and maturity payments to some SEBI debarred entities were done as per the specific instructions from relevant AMCs, which was to restrict only those transactions that are suo-moto initiated by investors. This instruction was led by the AMCs interpretation and understanding of the applicable regulations, being that maturity and dividend pay-outs, which are auto-triggered, need not be blocked as these do not represent the entity accessing the securities market. Our Company requested SEBI to advise us of any changes that may be required in this regard. Further, by way of letter dated March 6, 2019, the Company informed SEBI that the current market practice allows dividend reinvestment but subsequent redemption/switch is not allowed, as the dividend reinvestment is triggered by the actions of the Mutual Fund. The Company further sought clarification from SEBI as to the actions they may take in case of similar scenarios in the future. We have had no further communication with regard to this issue.

2. Our Company received a letter dated December 20, 2016 from SEBI which stated that it had observed certain discrepancies pursuant to the inspection of books and records of operations of our Company such as (i) execution of delivery instruction slips based on service level agreements given to RTA by AMC without obtaining power of attorney from the AMC; and (ii) one of the authorized person for signing delivery instruction slip was from Depository Participant operation. SEBI viewed the aforementioned discrepancies very seriously and issued a warning to our Company to be careful in future and improve compliance standards to avoid recurrence of such instances, failing which action may be initiated by SEBI against our Company under SEBI Act and applicable rules and regulations notified thereunder. Our Company was directed to take appropriate corrective steps and send an action report to SEBI within thirty days of receipt of the letter with findings of inspection, corrective steps and report on rectified deficiencies. On April 7, 2017, our Company responded to the observations made by SEBI in its letter dated December 20, 2016 and informed that our Company had taken relevant corrective actions and that our Board had taken note of such actions at its meeting dated March 10, 2017.

Litigation by our Company

Criminal Litigation

1. Our Company filed a complaint pursuant to which an FIR bearing number 192/2019 dated June 12, 2019 was registered at the CCB-I police station in Chennai CCB district against Fakrutheen Ali S. and Zakir Hussain S. Pursuant to internal investigations, our Company had found that certain confidential data relating to our Company's business was being shared with persons outside the organization. Such data was sent over e-mails originating from a company email id which belonged to Fakrutheen Ali S., an employee of our Company to outsiders. During further investigation, our Company found out that one of the e-mail ids to which such data was transmitted belonged to Zakir Hussain S., an ex-employee of our Company. Our Company believed that Zakir Hussain S. had sourced data and used it for illegal purposes and therefore filed an FIR for theft of confidential data. The police have registered a case under sections 109 and 408 of the Indian Penal Code, 1860 read with sections 66 and 43 of the Information Technology Act, 2008. The matter is currently under investigation.

2. Our Company, vide its letter dated August 1, 2019 filed a written complaint with the Additional Commissioner of Police, Economic Offences Wing, Delhi Police against Mukesh Bansal ("**Accused**") and other unknown persons under sections 34, 120-B, 403, 406, 409, 419, 420, 465, 466, 467, 468, 471 and 477-A of the Indian Penal Code, 1860 and sections 66 C, 66D and 72 A of the Information Technology Act, 2008. The Accused was an employee of one of our man-power service providers and was working at one of the AMC's office in Ludhiana.

   While conducting an internal audit to identify unauthorized access to investor data, our Company found out that the Accused who was employed at the premises of the AMC under a service provider agreement entered into with a manpower services provider for the Company had fraudulently and dishonestly made use of unique identification features of investors to impersonate them and criminally misappropriate large sums of monies from them resulting in a wrongful loss of ₹20 million. Our Company apprehended that the Accused and the other accused persons may destroy records and abscond and therefore filed the present complaint. The matter is under investigation by the police and an FIR is yet to be registered.

3. Our Company filed a complaint pursuant to which an FIR bearing number 228/2008 dated April 21, 2008 was registered at the central crime branch police station in Chennai district against Rajini ("**Accused**") and others for fraudulent transmission and redemption of ABN AMRO mutual fund units and misappropriating money of an investor. The periodic statement for investment in mutual funds of R. Ravi, son of Raghavan was wrongly sent to another R. Ravi, son of Rajendran who expired on February 15, 2007 ("**Deceased**"). Thereafter the latter's wife, the Accused based on the death certificate of the Deceased and the legal heir certificate, approached ABN AMRO Asset Management for redemption of the units of the mutual funds. After verification of documents, our Company issued a cheque for ₹2.23 million to the Accused. As soon as our Company became aware of the mistake, it forthwith informed the Accused that the money did not belong to her and retaining such money would amount to wrongful gain on her part. However, the Accused did not return the money pursuant to which our Company filed the FIR. After conducting investigations, the investigating officer filed a final report before the Chief Metropolitan Magistrate, Chennai stating that the complaint was of a civil nature. Aggrieved by the findings of the final report, our Company preferred a criminal miscellaneous petition bearing number Crl. M.P. no. 1018 of 2008 on April 24, 2017 before the Court of XIV Metropolitan Magistrate, Chennai ("**Metropolitan Magistrate**") on the grounds that the investigating officer, *inter alia*, (i) did not consider the fact that the Accused had made a part payment of ₹0.98 million to our Company as soon as our Company demanded refund of the money drawn by her on redemption of the ABN AMRO mutual fund units; (ii) did not consider the contradictory statements made by the Accused in her legal notice where she claimed that she had acted on her own and no other person was involved in this transaction and in her anticipatory bail petition, where the Accused admitted that two other persons had helped her get the money and such persons received a substantial portion of the money realised. We have requested the Metropolitan Magistrate to take cognizance of the offence of dishonest misappropriation of property and criminal breach of trust. The matter is currently pending.

4. Our Company has filed a complaint pursuant to which an FIR bearing number 244/2016 dated April 27, 2016 was registered at Andheri police station in Mumbai district against Hamish Madhusudhan Shah, Madhusudhan Chatrabhuj Shah, Rajesh Dhamdhere and B.K. Zaveri (collectively, the "**Accused**") alleging criminal conspiracy to commit various offenses under sections 420, 465, 467, 468, 471 and 34 of the Indian Penal Code, 1860 for an amount of ₹2.1 million. Upon the death of an investor, Dhun M Bhoora (the "**Deceased**") who had invested certain sum in a HSBC mutual fund scheme, on December 3, 2007, the registered nominee in respect of such investments, sought transfer of such investments in her favour. Our Company had rejected the request of the registered nominee due to insufficiency of documents. Thereafter, on October 8, 2014 the registered nominee informed us that an unauthorized transfer of the investments of the Deceased had been made to a third party and demanded an investigation. Upon inquiry, our Company came to know that the Accused had opened a bank account in the name of a fictitious person by using forged documents. The name of the registered nominee was added as a joint holder in respect of such account. Further, the Accused had submitted requests for redemption of such investments (belonging to the registered nominee) to such account. Thereafter, the Accused withdrew amounts from such account for his personal use. The matter is currently under investigation.

Litigation involving our Subsidiaries

CIRSL

Litigation against CIRSL

Civil Litigation

1. A consumer case bearing number 488/2018 was filed in the District Consumer Forum No. 2, Jabalpur ("**District Consumer Court**") by Sunil Pankaj Sharma ("**Applicant**") against AVIVA Life Insurance Company India Limited ("**Respondent 1**") and the CAMS service centre at Jabalpur ("**Respondent 2**") in its capacity as service provider to Respondent 1. The Applicant alleged that he was being harassed by Respondent 1, who refused to revive certain policies purchased in the name of the Complainant's wife ("**Policies**") which had lapsed despite the Applicant's willingness to pay all the previous instalments in relation to the premium for the Policies. The Complainant submitted to the District Consumer Court that he had not been able to pay the previous instalments while he was living in Srinagar briefly, on account of the fact that Respondent 1 did not have a functioning branch operating in Srinagar. Therefore, the Applicant pleaded that a grace period of two years be granted for payment of the pending premium amount and if Respondent 1 still denies reviving the Policies, the amount deposited by the Applicant in respect of these Policies be refunded to him. Subsequently, Respondent 2 filed an application before the District Consumer Court and submitted that (i) Respondent 2 was only a service provider to Respondent 1 and collected application and payments and issued receipts on the instructions of Respondent 1; (ii) Respondent 2 had no relation to the allegations levelled by the Applicant; and (ii) the application filed by the Applicant is not maintainable against Respondent 2 for misjoinder of necessary parties. Therefore, Respondent 2 prayed that its name be removed from the application.

Past Actions by Regulatory Authorities

1. Pursuant to on-site inspection of CIRSL, a show cause notice dated November 7, 2017 was issued by IRDAI for non-compliance of certain provisions of the Revised Guidelines on Insurance Repositories and Electronic Issuance of Insurance Policies ("**IRDAI Guidelines**") dated May 29, 2015 in relation to (i) having common directors with life insurance companies which gave rise to conflict of interest in contravention of clause 4(g) of the IRDAI Guidelines; (ii) maintaining inadequate professional indemnity cover in contravention of clause 35(d) of the IRDAI Guidelines; and (iii) outsourcing of activities in contravention of the Guidelines on Outsourcing of activities by Insurance Companies formulated under clause 34(a) of the IRDAI Guidelines. CIRSL submitted its response vide its letter dated December 4, 2017 wherein it provided justifications for such non-compliance.

   Pursuant to a personal hearing, IRDAI passed a final order on July 13, 2018 ("**Final Order**") which found that CIRSL was in violation of clause 35(d) and clause 34(a) of IRDAI Guidelines. The charge under clause 4(b) of the IRDAI Guidelines was dropped based on the CIRSL's submission that one of the common director had now resigned, and that the other common director had joined an insurance company post registration of CIRSL. However, CIRSL was advised to ensure compliance with paragraph 4(g) of the IRDAI Guidelines in letter and in spirit. CIRSL, vide a letter dated September 7, 2018 updated the IRDAI of the corrective steps taken and the extent of compliance with the Final Order.

Litigation involving our Directors

Litigation against our Directors

Civil Litigation

A civil suit bearing number O.S. No. 111 of 2019 has been filed in the Principal District Munsif Court, Tirunelveli ("**District**

Munsif") by M/s Ravi Associates through its managing partner ("**Plaintiff**"), a service provider of our Company against our Company, Anuj Kumar (CEO of our Company) and others. For further details, please refer to "*Litigation against our Company – Civil Litigation*" on page 220.

Litigation involving our Group Companies

Regulatory Proceedings involving NSE

1. NSE was in receipt of Show Cause Notice dated May 22, 2017, July 03, 2018 and Supplementary notice dated July 31, 2018 alleging violation of Regulation 3(a), (b), (c) & (d) and 4(1) of PFUTP Regulation, 2003 read with Section 12A(a),(b),(c) of SEBI Act, 1992, Regulation 41(2), 42(2) of Securities Contracts (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2012, Clause 4(i) of SEBI Circular CIR/MRD/DP/09/2012 dated March 30, 2012 and Clause 3 of SEBI circular CIR/MRD/DP/07/2015 dated May 13, 2015, in relation to the allegations of preferential access and early connect to certain trading members in NSEIL's Tick-By-Tick architecture in its Colocation facility. SEBI has passed order dated April 30, 2019 in the said Show Cause Notice to which NSE has preferred an appeal before Hon'ble SAT vide Appeal No. 333 of 2019. The said Appeal is pending before SAT. SEBI has also issued adjudication notice, which deals with penalty, on the same subject matter for violation of Regulation 3(a), (b), (c) & (d) and 4(1) of PFUTP Regulation, 2003 read with Section 12A(a),(b),(c) of SEBI Act, 1992, Regulation 41(2), 42(2) 47 and 48 of Securities Contracts (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2012, Clause 4(i) of SEBI Circular CIR/MRD/DP/09/2012 dated March 30, 2012 and Clause 3 of SEBI circular CIR/MRD/DP/07/2015 dated May 13, 2015, which is pending before SEBI.

2. NSE was in receipt of Show Cause Notice dated May 22, 2017 and July 03, 2018 alleging violation of Regulation 3(d) and 4(1) of PFUTP Regulations 2003 read with Sec 12(A) (c) of the SEBI Act, 1992, Regulation 41(2) of SECC Regulations 2012, clause 3 of SEBI Circular CIR/MRD/DP/07/2015 dated 13.05.2015, Clause 4(i) of SEBI circular CIR/MRD/DP/09/2012 dated March 30, 2012 and also not implemented the decision of Secondary market advisory committee dated November 11, 2011 and communicated to NSE vide email dated November 28, 2011 in relation to the allegations of preferential treatment by NSEIL to trading members to avail of point-to-point connectivity through an unauthorized service provider. SEBI has passed order dated April 30, 2019 in the said Show Cause Notice to which NSE has preferred an appeal before Hon'ble SAT vide Appeal No. 334 of 2019. The appeal is pending before SAT. SEBI has also issued adjudication notice, which deals with penalty, on the same subject matter for violation of Regulation 3(d) and 4(1) of PFUTP Regulations 2003 read with Sec 12(A) (c) of the SEBI Act, 1992, Regulation 41(2), 47 and 48 of SECC Regulations 2012, clause 3 of SEBI Circular CIR/MRD/DP/07/2015 dated 13.05.2015, Clause 4(i) of SEBI circular CIR/MRD/DP/09/2012 dated March 30, 2012 and also not implemented the decision of Secondary market advisory committee dated November 11, 2011 and communicated to NSE vide email dated November 28, 2011, which is pending before SEBI.

3. NSE was in receipt of Show Cause Notice dated July 03, 2018 alleging violation of Regulation 3(c) and 3(d) read with 4(1) of SEBI (PFUTP) Regulation 2003 read with 12 A(b) and (c) of SEBI Act, 1992 and Section 4(1) (a) of SCRA, 1956, Master Circular no. CIR/MRD/DSA/SE/43/2010 dated December 31, 2010 read with Section 3(2) (b) of SCRA, 1956 in relation to allegations of breaches of governance and conflicts of interest in connection with certain arrangements relating to research and data sharing. SEBI has passed order dated April 30, 2019 in the said Show Cause Notice to which NSE has preferred an appeal before Hon'ble SAT vide Appeal No. 335 of 2019. The appeal is pending before SAT. SEBI has also issued adjudication notice, which deals with penalty, on the same subject matter for violation of Regulation 3(c) and 3(d) read with 4(1) of SEBI (PFUTP) Regulation 2003 read with 12 A(b) and (c) of SEBI Act, 1992 and Section 4(1) (a) of SCRA, 1956, Master Circular no. CIR/MRD/DSA/SE/43/2010 dated December 31, 2010 read with Section 3(2) (b) of SCRA, 1956, which is pending before SEBI.

4. NSE was in receipt of SEBI Adjudication Notice dated May 9, 2018 and a Supplementary notice dated May 30, 2019 alleging violation of Regulation 27(4) of the SEBI (SECC) Regulation 2012, in relation to NSEIL's alleged failure to take approval from SEBI prior to allowing its two former MD & CEOs with respect to encashment of accumulated ordinary leave without limit. NSE has since filed its reply and completed its arguments before the Adjudicating Officer. The Order in the said matter is awaited.

5. NSE was in receipt of SEBI Adjudication Notice dated September 4, 2018 alleging violation of Regulation 41(3) of SEBI (SECC) Regulation 2012, in relation to the NSEIL's alleged failure to take approval of SEBI before undertaking re-organisation of NSE group in 2013. NSE has since filed its reply and completed its arguments before the Adjudicating Officer. The Order in the said matter is awaited.

6. NSE is in receipt of SEBI Show Cause Notice dated October 9, 2019 and a Supplementary notice dated December 16, 2019 alleging violation of Clause iv(a) and (b) of the Code of Conduct as specified under Part A of Schedule II read with Regulation 26(1) of SEBI (SECC) Regulation 2012,Clause v(b), (e), (f), (g), and (h) of the Code of Conduct as specified under Part A of Schedule II read with Regulation 26(1) of SEBI (SECC) Regulation 2012, Clause (i) of the Code of Ethics

as specified under Part B of Schedule-II read with Regulation 26(2) of the SEBI (SECC) Regulation 2012,Clause iii. (c), (e), (f) of the Code of Ethics as specified under Part B of Schedule-II read with Regulation 26(2) of the SEBI (SECC) Regulation 2012,Part 12 of the SEBI Circular CIR/MRD/DSA/33/2012 dated 13-12-2012,Section 6(4) of SCRA, in relation to certain alleged irregularities in the appointment of Chief Strategic Advisor and his re-designation as 'Group Operating Officer and Advisor to MD' by the former MD and CEO and the sharing of certain internal information pertaining to NSE with an alleged third party by former MD &CEO. NSE has sought inspection of records from SEBI in the matter and in the meanwhile also filed a Settlement Application. SEBI response in this regard is awaited.

Tax Claims

Except as disclosed below, there are no claims related to direct and indirect taxes, involving our Company, Directors, Promoter and Subsidiaries.

Nature of case	Number of cases	Amount involved, to the extent quantifiable (in ₹ million) ^
Company		
Direct Tax	10	110.76*#
Indirect Tax	15	32.13**@
Subsidiaries		
Direct Tax	5	20.68***
Indirect Tax	Nil	Nil

** Includes: (i) refund claims of ₹2.18 million and ₹5.78 million pursuant to ITA no.39/2015-16 dated August 31, 2017; (ii) refund claims of ₹11.93 million and ₹12.60 million pursuant to assessment orders under Section 143(3) of the Income Tax Act, 1961 dated December 16, 2019 and December 19, 2019 respectively*

#Excludes interest of ₹45.61 million under Section 115P of the IT Act, 1961 which has been added in the computation sheet forming part of the assessment order dated December 19, 2019 but not reflected in the demand notice dated December 19, 2019 issued to our Company. Our Company has filed a rectification letter to the assessment officer in this regard.

***Includes a refund claim of ₹3.90 million pursuant to an appeal filed before the Customs, Excise and Service Tax Appellate Tribunal, South Zonal Bench, Chennai against order-in-appeal no.37/2007 (M-IV) dated July 31, 2007*

**** Includes a refund claim of ₹5.40 million pursuant to assessment orders under Section 143(1) of the Income Tax Act, 1961 dated December 21, 2019 in relation to CISPL*

@ In addition, the Company has computed and accounted an amount of ₹22.47 of million towards interest on service tax demands based on the orders received

^ To the extent quantified

Description of certain tax matters above the materiality threshold and financial impact of which is unquantifiable

1. On scrutiny of the returns filed by our Company for assessment years 2012-2013, 2013-2014 and 2014-2015, the assessing officer ("**AO**") found that the Company had classified software licenses as computer for the purpose of income tax and claimed a depreciation of 60% whereas the same software licenses were classified as intangible assets for the purpose of Companies Act as per the financial statements of our Company. Our Company was asked to show cause as to why such depreciation claimed should not be disallowed. After accepting the submissions made and giving the Company a chance to be heard, the AO disallowed the depreciation. Further, with respect to assessment year 2014-15, the AO held that the non-compete fee of ₹123.56 million paid by our Company pursuant to the business transfer agreement with the promoter of SSPL was in the nature of capital expenditure and therefore disallowed it. Aggrieved by the order of the AO, our Company preferred an appeal before the Commissioner of Income Tax Appeals ("**CIT Appeals**"). The CIT Appeals held the issue against our Company. Thereafter, our Company preferred an appeal before the Income Tax Appellate Tribunal, Chennai 'C' Bench ("**ITAT**"). ITAT allowed the appeal by our Company by its' common order dated December 14, 2018. Aggrieved by the order of the ITAT, the income tax department ("**Department**") filed a further appeal, tax case appeal nos. 409, 410 and 412 of 2019 and CMP Nos. 13651and 13674 of 2019, before the High Court of Judicature at Madras ("**Madras HC**"). The Madras HC vide its order dated July 8, 2019 upheld the decision of the ITAT and dismissed the appeal filed by the Department. Our Company has not received any further communication in relation to this matter.

2. A tax demand of ₹24.03 million was made on March 16, 2019 against our Company for the assessment year 2017-2018 under section 143(1) of the IT Act which included interest of ₹4.76 million and ₹0.37 million under section 234B and section 234C of the IT Act respectively. Our Company by way of a response dated April 1, 2019, informed the Joint Commissioner of Income Tax, Chennai ("**JCIT**") that after perusing and comparing the detailed computation as per self-assessment and as per section 143(1) of the IT Act, there was a difference of ₹89.43 million in the business income calculated on account of fair market valuation of investments in mutual fund. Our Company informed the JCIT that it has adopted Ind AS with effect from April 1, 2017 which requires disclosure of investments in market value. Accordingly, investments are disclosed at market value as of balance sheet date and the difference between market value and cost has been disclosed as notional income or notional loss in the income statement by our Company. Since such notional income or notional loss in income does not fetch any inflow or outflow as the case may be, the same has been reduced or added back respectively while computing the taxable income of our Company. Therefore, our Company requested that the tax demand and consequential interest be dropped in light of the mandatory change in accounting methodology notified by the Ministry of Corporate Affairs.

Subsequent to the above, our Company received a demand notice dated December 19, 2019 from the Assistant Commissioner of Income Tax – Large Taxpayer Unit, ("**ACIT**") under section 156 of the IT Act making a net demand of ₹68.58 million on our Company for the assessment year 2017-2018 ("**Demand Notice**"), pursuant to an assessment order dated December 19, 2019. The above demand includes the tax impact of fair market value gains and certain other demand towards disallowance of expenses attributed to investment income and alleged excess depreciation claimed on software licences and UPS. Our Company is in the process of filing an appeal against the order.

3. Our Company paid service tax of ₹15.27 million and took Central Value Added Tax ("**Cenvat**") credit on it, in relation to the non-compete fee paid by it pursuant to the share purchase agreement entered into between our Company and the founder of SSPL ("**SPA**"). The service tax department ("**Department**") issued a show cause notice dated October 05, 2015, proposing to deny the Cenvat credit taken by our Company, along with interest and penalty on the grounds that the words 'activities relating to business' had been deleted from the definition of 'input service' under Rule 2(1) of Cenvat credit rules. Our Company objected the show cause notice on the grounds that (i) our Company is engaged in the transaction processing and customer care services and our business is technology driven; and (ii) as per the definition of input service, our Company, being a service provider is eligible for credit as the software is used by our Company for providing output service. The Commissioner, Large Taxpayer Unit, Chennai ("**LTU Commissioner**") vide its order in original no. LTUC/264/2016-C dated May 11, 2016 denied input tax credit to our Company. Aggrieved by this order, our Company has filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal, Chennai ("**CESTAT**") challenging the order on the following grounds: (i) the order is ultra vires the show cause notice; (ii) the entire business of our Company runs on a system software solution owned by SSPL and that the LTU Commissioner failed to appreciate that the objective of the non-compete was to ensure that there was no competition from the promoter of SSPL who had been with our company for twenty years and had all the domain knowledge and business expertise regarding operations of the Company; (iii) the LTU Commissioner failed to appreciate that the acquisition of shares of SSPL was relevant to the continued provision of output service by our Company; and (iv) the words 'in or in relation to/includes' expands the scope of definition of 'input services'. The matter is currently pending for hearing before the CESTAT.

4. Our Company was directed by way of notice dated March 27, 2019 under section 148 of the IT Act dated March 27, 2019 from the Joint Commissioner of Income Tax – Circle 2 LTU Chennai ("**JCIT**") to file a revised return of income for the assessment year 2012-2013. Thereafter, we received a notice dated July 30, 2019 under section 142(1) read with section 129 of the IT Act for re-opening of income tax assessment for the assessment year 2012-2013 stating that our Company had wrongfully claimed deduction of ₹33.48 million in the income computation statement without crediting the same to the profit and loss account although it was claimed as credited to profit and loss account and the case was posted for hearing on August 5, 2019. Our Company in its response to the notice dated August 19, 2019 requested that the assessment not be re-opened as the reversals not appearing as separate line item in revenue schedule was normal accounting practice and the assessment had been reopened on incorrect understanding of facts. On August 26, 2019, the assessing officer ("**AO**") passed an order disposing the objections raised by our Company and initiated proceedings against our Company under section 147 of the IT Act. Our Company received an assessment order under Section 143(3) dated November 28, 2019 with a net demand of ₹0.05 million. Subsequently, our Company has filed a rectification letter to the assessing officer on December 4, 2019.

5. Our Company received an intimation dated December 16, 2019 ("**Order**") under Section 143(1) of the IT Act making a net demand of ₹4.06 million on our Company for assessment year 2018-19. Further, the refund of ₹11.93 million claimed by our Company in the return of income filed by it was disallowed and instead nil refund was computed in the Order under Section 143(1) of the IT Act. Our Company is in the process of responding to the Order.

6. Our subsidiary, CISPL, received an intimation dated December 21, 2019 ("**Order**") under Section 143(1) of the IT Act making a net demand of ₹11.48 million on CISPL for assessment year 2018-19. Further, the refund of ₹5.40 million claimed by CISPL in the return of income filed by it was disallowed and instead nil refund was computed in the Order under Section 143(1) of the IT Act. Our Company is in the process of responding to the Order.

Outstanding dues to Creditors

As of September 30, 2019, the total number of creditors of our Company was 685 and the total outstanding dues to these creditors by our Company was ₹91.28 million. As of September 30, 2019, our Company owes an amount of ₹1.02 million to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

As per the materiality policy, creditors of our Company to whom an amount having a monetary value which exceeds 5% of the 'Total Outstanding dues to Others' as on the date of the latest Restated Consolidated Financial Information as at September 30, 2019, shall be considered as 'material' i.e. creditors of our Company to whom our Company owes an amount exceeding ₹4.51 million. As of September 30, 2019, there are three material creditors to whom our Company owes an aggregate amount of ₹29.64 million.

Details of outstanding dues owed to MSMEs, material and other creditors is set out below:

Types of Creditors	Number of creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	4	1.02
Material creditors	3	29.64
Other creditors	716	60.62
Total Outstanding Dues	**723**	**91.28**

The details pertaining to net outstanding dues towards our material creditors are available on the website of our Company at https://www.camsonline.com/CamsDisclosure.aspx. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Material Developments

Other than as stated in "*Management's Discussion And Analysis of Financial Condition And Results Of Operations*" on page 201 and as set out below, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months:

The Company discovered an error of not having clawed-back brokerage approximating ₹122.30 million from distributors when assets did not stay with a mutual fund for a specified period. This error in processing brokerage was made from April 1, 2016 onwards, and was discovered subsequent to the closure of books of accounts on September 30, 2019. Consequently, the Company has disclosed this amount as a contingent liability as of September 30, 2019 in its financial statements.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of approvals obtained by our Company and our Subsidiaries which are considered material and necessary for the purpose of undertaking its business activities. In view of these key approvals, our Company can undertake this Offer and our Company and our Subsidiaries can undertake their respective business activities. In addition, certain of our key approvals may have expired or may expire in the ordinary course of business and our Company or our Subsidiaries, as the case may be, have either already made an application to the appropriate authorities for renewal of such key approvals or are in the process of making such renewal applications. In relation to certain of our service centres which are material for undertaking our business, we have disclosed below (i) approvals applied for but not received; and (ii) approvals that have expired and renewal to be applied for.

I. Incorporation details

1. Certificate of incorporation dated May 25, 1988 issued to our Company, under the name Computer Age Management Services Private Limited by the RoC.

2. Certificate of incorporation endorsed by the RoC on April 15, 2000, consequent upon change from Computer Age Management Services Private Limited to Computer Age Management Services Limited, pursuant to the conversion to a deemed public limited company under Section 43A of Companies Act, 1956.

3. Certificate of incorporation endorsed by the RoC on March 29, 2001 consequent upon change from Computer Age Management Services Limited to Computer Age Management Services Private Limited, pursuant to conversion to a private limited company under Section 43A(2A) of Companies Act, 1956.

4. Fresh certificate of incorporation dated September 27, 2019 issued by the RoC, consequent upon change from Computer Age Management Services Private Limited to Computer Age Management Services Limited, pursuant to conversion of our Company from a private limited company to a public limited company.

5. The CIN of our Company is U65910TN1988PLC015757.

II. Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures - Authority for the Offer*" on page 232.

III. Key approvals in relation to our Company

Regulatory approvals for our Company

1. Our Company has been granted a permanent certificate of registration dated August 17, 2012 having registration number INR000002813, by SEBI to carry on business as a registrar to an issue and share transfer agent under category-I, pursuant to the SEBI RTA Regulations.

2. Our Company has been granted a permanent certificate of registration dated May 15, 2012 having registration number IN-DP-CDSL-388-2007 by SEBI to carry out operations as a depository participant, pursuant to the SEBI Depositories Regulations.

3. Our Company received the approval of NSDL on June 17, 2016 for permanent registration as a participant of NSDL, pursuant to the SEBI Depositories Regulations and SEBI circular no. CIR/MIRSD/5/2014 dated December 30, 2014.

4. Our Company received a letter dated March 8, 2011 from the RBI stating that the user code no. 6009362 shall be used for all kinds of transactions under ECS (Debit).

5. Our Company has been issued a certificate of registration dated September 5, 2018 having registration number 30092018 by PFRDA to act as a Point of Presence to transact in pension schemes and/or distribution and servicing for public at large through physical and as well as online platforms under National Pension System, pursuant to PFRDA (POP) Regulations.

6. Our Company received the following licenses issued by the Department of Telecommunications, Ministry of Communication and Information Technology for setting up domestic OSP centres.

   (i) registration number DLI/I/10439/0911 dated September 19, 2011;

   (ii) registration number CHN/D/10001/0411/3 dated April 4, 2011;

(iii) registration number KOL/D/10851/0813 dated August 7, 2013; and

(iv) registration number MUM/D/11115/0815 dated August 12, 2015

Tax related registrations

1. The permanent account number of our Company is AAACC3035G.

2. The tax deduction account number of our Company is CHEC00112A.

3. The GST registration number of our Company is 33AAACC3035G1ZA, for the state of Tamil Nadu. We have obtained GST registrations with the relevant authorities for all the states in which our Company operates.

Labour related approvals

Our Company has obtained registrations under various employee and labour related laws including the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Contract Labour (Regulations and Abolition Act), 1970 and the Employees State Insurance Act, 1948.

Key approvals obtained for our service centres

Our Company operates its business from 278 service centres in 25 states and five union territories.

Our Company has obtained registrations in the normal course of business for our offices across various states in India including trade licenses, licenses for location of business issued by relevant municipal authorities under applicable laws and shops and establishments registrations issued by various state labour departments under the respective state legislations.

Some of our offices are operated by a centre head approved by us. The aforesaid approvals for such offices are in the name of such centre heads.

Approval applied for but not received

Kolkata Central

Approval pursuant to application dated June 8, 2019 to the Labour Commissionerate, Government of West Bengal for registration under West Bengal Shops & Establishment Act, 1963

Approvals expired and renewal to be applied for

Srinagar and Jammu branches

Applicable shops and establishment registration

Intellectual property

Our Company, along with our Subsidiaries have 23 trademark registrations, including for its corporate logo ‘CAMS’, under classes 9, 35, 36 and 42 of the Trade Mark Act, 1999. Two of our trademark applications are presently assigned the status ‘Accepted and advertised’ and one of our trademark application for “FinNet” under class 9 of the Trade Mark Act, 1999 is presently opposed and our trademark applications for “MF360” and “Edge360” under class 36 and 42 of the Trade Mark Act, 1999 are objected at present by the Trade Mark Registry.

IV. Approvals in relation to our Subsidiaries

Regulatory approvals for our Subsidiaries

1. CIRSL has been granted the certificate of renewal of registration to act as an insurance repository issued by IRDAI dated July 24, 2018, which is valid up to July 31, 2021.

2. CIRSL has been granted the certificate of registration dated November 17, 2017 with registration number CHN/D/11724/1117 by the Department of Telecommunications, Ministry of Communication and Information Technology for setting up a domestic OSP centre.

3. CISPL has been granted the certificate of registration dated July 18, 2017 with registration number IN/KRA/004/2012, to act as a KRA issued by SEBI which is valid unless suspended or cancelled by SEBI, pursuant to SEBI KRA Regulations.

4. CFISPL had received the in-principle approval of RBI for carrying on business as an NBFC Account Aggregator on May 8, 2018, and the final certificate of registration from the RBI is awaited.

Tax related registrations

	CIRSL	**CISPL**	**CFISPL**	**SSPL**
Permanent account number	AAECC5079Q	AAECC7100J	AAGCC6392L	AATCS1645P
Tax deduction account number	CHEC09059B	CHEC09240A	CHEC12054A	CHES41351C
GST registration number	33AAECC5079Q1Z5	33AAECC7100J1Z1	N.A.	33AATCS1645P1ZO

Labour related approvals

Our Subsidiaries have obtained registrations under various employee and labour related laws including the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Contract Labour (Regulations and Abolition Act), 1970 and the Employees State Insurance Act, 1948, as applicable to them.

Intellectual property

CIRSL has three trademark registrations of which two are registered under class 36 and one is registered under class 42 of the Trade Mark Act, 1999.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated December 17, 2019 and this DRHP has been approved by our Board pursuant to a resolution passed on January 2, 2020 and by the IPO Committee pursuant to a resolution passed on January 7, 2020.

Each of the Selling Shareholders have, severally and not jointly, confirmed and approved its participation in the Offer for Sale in relation to its portion of Offered Shares. For details, see "*The Offer*" on page 41.

Our Company has received in-principle approval from BSE for the listing of the Equity Shares pursuant to letter dated [●].

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoter, Promoter Group, Directors, the Selling Shareholders, the persons in control of our Company and the persons in control of our Promoter are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoter, Directors or persons in control of our Company are or were as promoter, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Except for Vijayalakshmi Rajaram Iyer who is associated with ICICI Securities Limited and Axis Mutual Fund Trustee Limited as a director, Dinesh Kumar Mehrotra who is associated with UTI Asset Management Company Limited as a director, and Vedanthachari Srinivasa Rangan who is associated with HDFC and HDFC Property Ventures Limited as a director, and Mukesh Agarwal who is associated with NSE IFSC Limited and NSE IFSC Clearing Corporation Limited as a director, none of our Directors are associated with securities market related business, in any manner and there has been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Our Company, Promoter or Directors have not been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Our Promoter or Directors have not been declared as fugitive economic offenders.

Confirmation under Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Selling Shareholders, our Promoter and members of Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has had net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each). As the Offer is being made entirely through an offer for sale, the limit of not more than 50% of the net tangible assets being monetary assets, is not applicable;

- Our Company has an average pre-tax operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with pre-tax operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

- Our Company has not changed its name in the last one year other than conversion from a private limited company to a public limited company.

Our Company's operating profit, net worth and net tangible assets derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as at, and for the last three Financial Years are set forth below:

As per Restated Consolidated Financial Information

(*₹ in million*)

	As of and for the Financial Year ended		
Particulars	**March 31, 2019**	**March 31, 2018**	**March 31, 2017**
Net tangible assets(1)	2,894.53	2,969.45	2,743.46
Net worth(2)	4,412.85	4,435.23	4,126.70
Average operating profit(3)	1,830.21	2,066.67	1,648.63

Notes:

(1) *'Net tangible assets' means the sum of all net assets of the Company excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 issued by the ICAI.*

(2) *'Net worth' means the aggregate value of the paid up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of accumulated losses, deferred expenditure, miscellaneous expenditure not written off and non-controlling interest, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

(3) *'Average operating profit', has been calculated as a restated profit before tax excluding exceptional items and other income, each on a restated and consolidated basis.*

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, the Promoter, the Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoter or our Directors are associated as promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor our Promoter, or Directors have been identified as a wilful defaulter (as defined in the SEBI ICDR Regulations);

(iv) None of our Directors has been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(v) Except employee stock options granted pursuant to the CAMS ESOP Scheme 2019, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;

(vi) Our Company along with the Registrar to our Company, has entered into tripartite agreements dated November 2, 2019 and October 24, 2019 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

(vii) The Equity Shares of our Company held by the Promoter are in the dematerialised form;

(viii) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus; and

(ix) Since the Offer is through an Offer for Sale, Regulation 7(1)(e) (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing identifiable internal accruals) shall not apply.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLMs HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI A DUE

DILIGENCE CERTIFICATE DATED JANUARY 8, 2020 IN ACCORDANCE WITH SEBI (MERCHANT BANKERS) REGULATIONS, 1992, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY 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.

All legal requirements pertaining to this 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. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors and BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.camsonline.com, or the respective websites of our Promoter, Promoter Group or any affiliate of our Company would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

None among our Company, or any member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Bidders will be required to confirm and will be deemed to have represented to our Company, 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 sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholders, our Promoter, their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter, and their respective directors, officers, agents, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. Further, HDFC Bank and ICICI Securities shall be only involved in the marketing of the Offer.

Disclaimer from our Selling Shareholders

Our Selling Shareholders accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.camsonline.com, or the respective websites of our Promoter, Promoter Group or any affiliate of our Company would be doing so at his or her own risk. Each of the Selling Shareholder, its respective directors, affiliates, associates, and officers accept no responsibility for any statements made in this Draft Red Herring Prospectus other than those specifically made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and its proportion of the Offered Shares.

None among the Selling Shareholders shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Bidders will be required to confirm and will be deemed to have represented to the Selling Shareholders 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 sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Selling Shareholders and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not 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 him 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) in Mumbai, Maharashtra, India only.

Neither the delivery of this Draft Red Herring Prospectus nor the Offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or any of the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States 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 (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

We intend to rely on an exception from the definition of investment company under the U.S. Investment Company Act of 1940, as amended, in connection with this Offer.

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 commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

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 our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the BSE. Application will be made to the BSE for obtaining permission for listing and trading of the Equity Shares. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Consents

Consents in writing of: (a) each of the Selling Shareholders, our Directors, our Company Secretary, our CFO, Banker(s) to the Company, Statutory Auditor, legal counsels appointed for the Offer, legal counsel to the Selling Shareholders as to Indian law, the BRLMs, the Registrar to the Offer, in their respective capacities, have been obtained; (b) Experts to the Offer has been obtained and (c) the Syndicate Members, the Banker(s) to the Offer/ Escrow Collection Bank(s)/ Refund Bank(s), Sponsor Bank and Banker to the Company, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Expert to the Offer

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

Our Company has received written consent dated January 7, 2020 from our Statutory Auditors namely, Brahmayya & Co., Chartered Accountants to include their name as an "expert" as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, in relation to the Restated Consolidated Financial Information, the examination report dated December 17, 2019 on the Restated Consolidated Financial Information, and the statement of special tax benefits dated January 6, 2020 included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associate entity during the last three years

Other than as disclosed in "*Capital Structure*" on page 54, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus. Our listed Group Companies and Subsidiaries have not made any capital issues in the last three years preceding the date of this Draft Red Herring Prospectus.

Our Company does not have any associate entity.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's incorporation.

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not undertaken any public or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed Promoter of our Company

The securities of our Promoter or our Subsidiaries are not listed on any stock exchange.

Price information of past issues handled by the BRLMs

A. Kotak Mahindra Capital Company Limited

1. Price information of past issues handled by Kotak Mahindra Capital Company Limited

S. No.	Issue name	Issue size (in ₹ million)	Offer Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	Ujjivan Small Finance Bank Limited(1)	7,459.46	37	December 12, 2019	58.75	-	-	-
2.	Polycab India Limited(2)	13,452.60	538	April 16, 2019	633.00	+15.36% [-5.35%]	+14.70%[-1.99%]	+23.76%[-4.09%]
3.	Metropolis Healthcare Limited	12,042.88	880	April 15, 2019	958.00	+3.75% [-4.01%]	+21.39%[-1.18%]	+45.93%[-3.30%]
4.	CreditAccess Grameen Limited	11,311.88	422	August 23, 2018	390.00	-21.6% [-3.80%]	-14.91% [-8.00%]	-5.71%[-8.13%]
5.	HDFC Asset Management Company Limited	28,003.31	1,100	August 6, 2018	1,726.25	+58.35% [+1.17%]	+30.61% [-7.32%]	+23.78%[-4.33%]
6.	TCNS Clothing Co. Limited	11,251.25	716	July 30, 2018	716.00	-9.29% [+3.70%]	-19.74% [-11.39%]	-1.00%[-4.76%]
7.	Varroc Engineering Limited(3)	19,549.61	967	July 6, 2018	1,015.00	+1.62% [+5.46%]	-7.29% [+0.79%]	-24.01% [+1.28%]
8.	IndoStar Capital Finance Limited	18,440.00	572	May 21, 2018	600.00	-0.96% [+1.84%]	-16.28% [+9.07%]	-39.97 [+1.57%]
9.	Lemon Tree Hotels Limited	10,386.85	56	Apr 9, 2018	61.60	+30.18% [+3.26%]	+29.91% [+3.79%]	+19.46% [-0.61%]
10.	Bandhan Bank Limited	44,730.19	375	March 27, 2018	499.00	+31.81% [+3.79%]	+42.96 [+6.26%]	+51.89% [9.42%]

Source: www.nseindia.com

Notes:
1. *In Ujjivan Small Finance Bank Limited, the issue price to eligible shareholders of Ujjivan Financial Services Limited was ₹35 per equity share*
2. *In Polycab India Limited, the issue price to employees was ₹485 after a discount of ₹53 per equity share.*
3. *In Varroc Engineering Limited, the issue price to employees was ₹919 after a discount of ₹48 per equity share.*
4. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*
5. *The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.*
6. *Nifty is considered as the benchmark index.*
7. *Restricted to last 10 equity public issues.*

2. Summary statement of price information of past issues handled by Kotak Mahindra Capital Company Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2019-20	3	32,954.94	-	-	-	-	-	2	-	-	-	-	1	1
2018-19	6	98,942.90	-	-	3	1	1	1	-	1	3	-	-	2
2017-18	9	384,510.39	-	1	5	-	1	2	-	-	5	2	1	1

Notes:
a. The information is as on the date of this Draft Red Herring Prospectus.
b. The information for each of the financial years is based on issues listed during such financial year.

B. HDFC Bank Limited

1. Price information of past issues handled by HDFC Bank Limited

Sr. No.	Issue Name	Issue Size (in ₹ Mn)	Offer 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.	Metropolis Healthcare Limited	12,042.88	880	April 15, 2019	958.00	+3.75% [-4.01%]	+18.59% [-0.87%]	+45.93% [-3.30%]
2.	Aavas Financiers Limited	16,403.17	821	October 8, 2018	750.00	-19.32% [+1.76%]	2.39% [4.09]	+38.82% [+12.74%]
3.	HDFC Asset Management Company Limited	28,003.31	1,100	August 6, 2018	1,726.25	+58.04% [+1.17%]	+29.60% [-7.58%]	+23.78% [-4.33%]
4.	H.G. Infra Engineering Limited	4,620.00	270	March 9, 2018	270.00	+22.96% [+1.49%]	+8.35% [+4.48%]	-12.81% [+12.65%]
5.	HDFC Standard Life Insurance Company Limited	86,950.07	290	November 17, 2017	310.00	+30.16% [+1.02%]	+48.93% [+2.11%]	+74.66% [+5.04%]
6.	AU Small Finance Bank Limited	19,125.14	358	July 10, 2017	525.00	+58.76% [+2.12%]	+65.20% [+2.23%]	+95.38% [+8.06%]
7.	Shankara Building Products Limited	3,450.01	460	April 5, 2017	555.05	+51.04% [+1.02%]	+80.91% [+3.78%]	+214.86% [+6.41%]

Source: www.nseindia.com for price information and prospectus for issue details

Notes:

a. Opening price information as disclosed on the website of NSE

b. Change in closing price over the issue/offer price as disclosed on NSE

c. Change in closing price over the closing price as on the listing date for benchmark index i.e. NIFTY 50

d. In case of reporting dates falling on a trading holiday, values for the trading day immediately after the trading holiday have been considered

e. 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days

2. Summary statement of price information of past issues handled by HDFC Bank Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2019 - 20*	1	12,042.88	-	-	-	-	-	1	-	-	-	-	1	-
2018 – 19	2	44,406.48	-	-	1	1	-	-	-	-	-	-	1	1
2017 - 18	4	114,145.22	-	-	-	2	1	1	-	-	1	3	-	-

Notes:

a. The information is as on the date of this Draft Red Herring Prospectus.

b. The information for each of the financial years is based on issues listed during such financial year.

C. ICICI Securities Limited

1. Price information of past issues handled by ICICI Securities Limited

Sr. No.	Issue Name	Issue Size (in ₹ Mn)	Offer 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.	Galaxy Surfactants Limited	9,370.90	1,480.00	February 8, 2018	1,525.00	+1.14%, [-3.31%]	-0.85%[+1.33%]	-14.68%,[+7.66%]
2.	Aster DM Healthcare Limited	9,801.40	190.00	February 26, 2018	183.00	-13.66%,[-3.77%]	-5.39%,[+1.00%]	-8.16%,[+9.21%]
3.	Sandhar Technologies Limited	5,124.80	332.00	April 2, 2018	346.10	+19.59%[+4.96%]	+15.41%,[+4.36%]	-4.20%,[+7.04%]
4.	HDFC Asset Management Company Limited	28,003.31	1,100.00	August 6, 2018	1,726.25	+58.04%,[+1.17%]	+29.60%,[-7.58%]	+23.78%,[-4.33%]
5.	Creditaccess Grameen Limited	11,311.88	422.00	August 23, 2018	390.00	-21.16%,[-3.80%]	-14.90%,[-8.00%]	-5.71%,[-8.13%]
6.	Aavas Financiers Ltd	16,403.17	821.00	October 8, 2018	750.00	-19.32%,[+1.76%]	+2.39%,[+4.09%]	+38.82%,[+12.74%]
7.	IndiaMart InterMesh Ltd	4,755.89	973.00(1)	July, 4, 2019	1,180.00	+26.39%,[-7.95%]	+83.82%,[-4.91%]	+65.67%,[+2.59%]
8.	Affle (India) Limited	4,590.00	745.00	August 8, 2019	926.00	+12.56%,[-0.78]	+86.32%,[+8.02%]	NA *
9.	Spandana Sphoorty Financial Limited	12,009.36	856.00	August 19, 2019	824.00	-0.73%,[-2.14%]	+51.38%,[+7.51%]	NA *
10.	Sterling and Wilson Solar Limited	28,496.38	780.00	August 20, 2019	706.00	-7.01%,[-1.60%]	-58.90%,[+7.87%]	NA *

Source: All data sourced from www.nseindia.com
Notes:
** Data not available*
(1) Discount of Rs. 97 per equity share offered to Eligible Employees. All calculations are based on Issue Price of Rs. 973.00 per equity
a. Benchmark index considered is NIFTY
b. 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day

2. Summary statement of price information of past issues handled by ICICI Securities Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2019-20*	4	49,850.66	-	-	1	-	1	2	-	-	-	1	-	-
2018-19	4	60,843.16	-	-	2	1	-	1	-	-	2	-	1	1
2017-18	9	208,306.61	-	-	5	1	-	3	-	-	5	1	2	1

** This data covers issues upto YTD*

Notes:
a. The information is as on the date of this Draft Red Herring Prospectus.
b. The information for each of the financial years is based on issues listed during such financial year.

D. **Nomura Financial Advisory and Securities (India) Private Limited**

1. Price information of past issues handled by Nomura Financial Advisory and Securities (India) Private Limited

Sr. No.	Issue name	Issue Size (₹ million)	Offer Price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Affle (India) Limited	4,590.00	745	August 8, 2019	926.00	+13.09%, [-0.78%]	+86.32%, [+8.02%]	Not Applicable
2.	HDFC Asset Management Company Limited	28,003.31	1,100	August 6, 2018	1,726.25	+58.04%, [+1.17%]	+29.60%,[-7.58%]	+23.78%,[-4.33%]
3.	Indostar Capital Finance Limited	18,440.00	572	May 21, 2018	600	-0.96%,[+1.84%]	-15.87%,[+9.84%]	-38.57%,[+2.35%]
4.	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%]
5.	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%]
6.	The New India Assurance Company Limited1	95,858.23	800	November 13, 2017	750	-27.91%,[+0.15%]	-7.81%, [+3.08%]	-13.06%, [+5.69%]
7.	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%]
8.	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%]
9.	Tejas Networks Limited	7,766.88	257	June 27, 2017	257	+28.04%, [+5.35%]	+17.82%, [+3.80%]	+51.36%, [+10.73%]
10.	Housing and Urban Development Corporation Limited2	12,097.77	60	May 19, 2017	73	+13.17%, [+2.44%]	+34.67%, [+4.98%]	+35.67%, [+8.05%]

Source: www.nseindia.com

a. Price for retail individual investors and Eligible Employees bidding in the Employee Reservation Portion was ₹770.00 per equity share

b. Price for retail individual bidders bidding in the retail portion and to eligible employees was ₹58.00 per equity share

Notes:

a. The CNX NIFTY has been considered as the Benchmark Index.

b. Price on NSE is considered for all of the above calculations.

c. In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.

d. Not applicable – Period not completed

2. Summary statement of price information of past issues handled by Nomura Financial Advisory and Securities (India) Private Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2019-2020*	1	4,590.00	-	-	-	-	-	1	-	-	-	-	-	-
2018-2019	2	46,443.31	-	-	1	1	-	-	-	1	-	-	-	1
2017-2018	7	229,832.21	-	1	-	1	2	3	-	-	3	3	1	-

Source: www.nseindia.com

Notes:

** 1 issue was concluded in 2019-2020 which has not yet completed 180 days.*

a. The information is as on the date of this Draft Red Herring Prospectus.

b. The information for each of the financial years is based on issues listed during such financial year.

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the BSE, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

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

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

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

Disposal of Investor Grievances by our Company

There have been no investor grievances received by our Company and Subsidiaries in relation to the Equity Shares for the three years prior to the filing of this Draft Red Herring Prospectus. However, due to the nature of business our Company and Subsidiaries receive investor complaints relating to, *inter alia*, non receipt of redemption; non receipt of dividend; non receipt of interest on delayed redemption; non receipt of interest on delayed dividend; non allotment of units; processing of incorrect dividend; incorrect charge; capturing of incorrect schemes; change of bank mandate; issue of duplicate dividend warrant; non receipt of statement of account; errors in systematic investment plan registration; discrepancy in statement of account; and data entry errors. Under our investor grievance policy, our Company follows the practice of resolving investor complaints within 15 days of receipt of the same.

Our Company and Subsidiaries have not received any investor grievances in the last three Financial Years prior to the filing of this Draft Red Herring Prospectus.

After March 31, 2019, our Company and Subsidiaries has not received any investor grievances which were not resolved. As at the date of this Draft Red Herring Prospectus there are no outstanding investor grievances.

Our Company has appointed Manikandan Gopalakrishnan, as the Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "*General Information*" on page 47.

Our Company has also constituted a Stakeholders' Relationship Committee comprising of Natarajan Srinivasan (*Chairman*), Narendra Ostawal and Mukesh Agarwal as members, to review and redress shareholder and investor grievances. For details, see "*Our Management*" on page 121.

Disposal of Investor Grievances by our listed Group Companies

HDFC

All share related matters, namely transfer, transmission, transposition, dividend, change of name, address and signature of mandate and power of attorney, replacement, split, consolidation, dematerialization and rematerialization of shares, issue of duplicate certificates etc. are handled by HDFC's registrar and transfer agent ("**HDFC RTA**") being HDFC.

As on September 30, 2019, there was one outstanding investor grievance pending against HDFC.

HDFC Bank

All share related matters, namely transfer, transmission, transposition, dividend, change of name, address and signature of mandate and power of attorney, replacement, split, consolidation, dematerialization and rematerialization of shares, issue of duplicate certificates etc. are handled by HDFC Bank's registrar and transfer agent ("**HDFC Bank RTA**") being Datamatics Business Solutions Limited.

As on September 30, 2019, there were 24 outstanding investor grievances pending against HDFC Bank.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, BSE, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, BSE, the RoC and/or any other authorities while granting its approval for the Offer.

Ranking of the Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares issued in the Offer shall be pari passu with the existing Equity Shares in all respects including dividends. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 262.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders as per the provisions of the Companies Act, our MoA, AoA, the Listing Regulations and other applicable laws including guidelines or directives that may be issued by the GoI in this respect. All dividends, declared by our Company after the date of Allotment (pursuant to the Allotment of Equity Shares), will be payable to the Allottees, for the entire year, in accordance with applicable law. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 148 and 262, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹10 and the Offer Price at Floor Price is ₹[●] per Equity Share and at Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band, the minimum Bid Lot size will be decided by our Company (through the IPO Committee) in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located) each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges.

At any given point of time, there shall be only one denomination for the Equity Shares.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by the SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the AoA, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and

- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the Listing Regulations and the AoA of our Company and other applicable laws.

For a detailed description of the main provisions of the AoA of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 262.

Market Lot and Trading Lot

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations and the Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been entered into amongst our Company, the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated November 2, 2019 amongst our Company, NSDL and Registrar to the Offer.

- Tripartite agreement dated October 24, 2019 amongst our Company, CDSL and Registrar to the Offer.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be 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 249.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination/ cancel nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other 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 dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company (through the IPO Committee) in consultation with the BRLMs, reserve the right not to proceed with the Offer, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges simultaneously. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to BSE on which Equity Shares are proposed to be listed. 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 withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and the final RoC approval of the Prospectus after it is filed with the RoC.

Bid/ Offer Programme

BID/ OFFER OPENS ON	[●][(1)]
BID/ OFFER CLOSES ON	**[●]**[(2)]

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

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the BSE	On or about [●]

The above timetable, is indicative and does not constitute any obligation or liability on our Company, our Selling Shareholders, or the BRLMs.

Whilst the Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the BSE are taken within six Working Days of the Bid/ Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/ Offer Period by our Company (through the IPO Committee) in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the BSE, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the BSE and in accordance with the applicable laws.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/ Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees Bidding under the Employee Reservation Portion.

On Bid/ Offer Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and in any case no later than 3:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer period. Bids and revisions shall not be accepted on Saturdays and public holidays.

Neither the Selling Shareholders, nor our Company, nor any member of the Syndicate are liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company (through the IPO Committee) in consultation with the BRLMs reserve the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, strike or similar circumstances, our Company (through the IPO Committee) in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of price band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

The requirement of minimum subscription is not applicable to the Offer in accordance with the SEBI ICDR Regulations. However, if our Company does not make the minimum Allotment as specified under terms of the Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the date of Bid/ Offer Closing Date, the Selling Shareholders, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, the Selling Shareholders, to the extent applicable, and our Company shall pay interest prescribed under the applicable law.

Further, the Selling Shareholders and our Company and shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, the Selling Shareholders and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoter's minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 54 and except as provided under the AoA, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the AoA. For details, see "*Description of Equity Shares and terms of Articles of Association*" beginning on page 262.

OFFER STRUCTURE

Offer of up to 4,144,600 Equity Shares offered for sale by Great Terrain, up to 6,099,876 Equity Shares by NSEIL, up to 944,724 Equity Shares by Acsys, up to 487,600 Equity Shares by HDFC and up to 487,600 Equity Shares by HDB Trust. The Offer includes a reservation of up to 182,500 Equity Shares aggregating to ₹[●] million for subscription by Eligible Employees.

The Offer and the Net Offer shall constitute at least 24.95% and 24.57%, respectively, of the post-Offer paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹10 each.

The Offer is being made through the Book Building Process.

Particulars	Eligible Employees#	QIBs(1)	Non Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/allocation*(2)	Not more than 182,500 Equity Shares	Not more than 5,990,950 Equity Shares	Not less than 1,797,285 Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and RIBs	Not less than 4,193,665 Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non Institutional Bidders
Percentage of Offer Size available for Allotment/allocation	The Employee Reservation Portion shall constitute up to 1.50% of the Offer Size	Not more than 50% of the Net Offer shall be available for allocation to QIBs. However, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and RIBs shall be available for allocation	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation
Basis of Allotment/allocation if respective category is oversubscribed*	Proportionate; unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be Allotted, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000, subject to total Allotment to an Eligible Employee not exceeding ₹500,000	Proportionate as follows (excluding the Anchor Investor Portion): 1. At least 119,819 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and 2. 2,276,561 Equity Shares shall be available for allocation on a proportionate basis to all other QIBs, including Mutual Funds receiving allocation as per (a) above Not more than 3,594,570 Equity Shares may be allocated on a discretionary basis to Anchor Investors	Proportionate	Proportionate, subject to minimum Bid Lot. For details, see "*Offer Procedure*" beginning on page 249
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹500,000	Such number of Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares and in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding QIB portion), subject to applicable limits	Such number of Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Bidding	Through ASBA process only (except Anchor Investors)			

Particulars	Eligible Employees#	QIBs(1)	Non Institutional Bidders	Retail Individual Bidders
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Mode of Allotment	Compulsorily in dematerialised form			
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply(4)	Eligible Employees (such that the Bid Amount does not exceed ₹500,000)	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the *karta*), companies, corporate bodies, scientific institutions societies and trusts, Category III FPIs	Resident Indian individuals, Eligible NRIs and HUFs (in the name of *karta*)
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(3) **In case of all other Bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) including UPI ID in case of RIBs, that is specified in the ASBA Form at the time of submission of the ASBA Form			

* *Assuming full subscription in the Offer.*

\# *Eligible Employees Bidding in the Employee Reservation portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The 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 under-subscription shall be permitted from the Employee Reservation Portion.*

(1) *Our Company (through the IPO Committee) in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For details, see "Offer Procedure" beginning on page 249.*

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations.*

(3) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

(4) *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. The signature of only such First Bidder is required in the Bid cum Application Form and such First Bidder will be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company (through the IPO Committee) in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 243.

OFFER PROCEDURE

*All Bidders should read 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, the circular CIR/CFD/DIL/1/2016 dated January 1, 2016, the circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, the circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, the circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, the circular SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, and the circular SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v)Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act relating to punishment for fictitious applications; (x) mode of making refunds; (xi) interest in case of delay in allotment or refund; and (xii) disposal of application.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

In terms of Regulation 23(5) and Regulation 271 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Further, our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company (through the IPO Committee) in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual

Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from 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. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors 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 Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company (through the IPO Committee) in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of BSE.

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, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the IPO.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the ASBA Form without UPI by RIBs to Designated Intermediaries (other than SCSBs) for blocking of funds will be discontinued. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

RIBs bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected or the UPI ID, as applicable, in the relevant space provided in the ASBA Form. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue
Anchor Investors	White
Eligible Employees bidding in the Employee Reservation Portion	Pink

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.

(3) Bid cum Application Forms for Eligible Employees shall be available at the Registered Office and Corporate Office of the Company.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For RIBs using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than RIBs using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Participation by Promoter and Promoter Group of the Company, the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of 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.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) nor; (ii) any "person related to the Promoter/ Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoter": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

Except to the extent of participation in the Offer for Sale by the Promoter, the Promoter Group will not participate in the Offer.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% 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 schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Participation by Eligible NRIs in the Offer shall be subject to the FEMA Non-Debt Instruments Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by HUFs

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.

Bids by FPIs

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company on a fully-diluted basis. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments

The FEMA Non-Debt Instruments Rules was enacted on October 17, 2019 in supersession of the FEMA Regulations 2017, except for things done or omitted to be done before such supersession.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

In accordance with the FEMA Non-Debt Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

With effect from April 1, 2020, the aggregate limit shall be the sectoral caps applicable to Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. the aggregate limit as provided above may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020.

The Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively. However, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, *inter alia*, the following conditions:

(a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by FPIs submitted under the multiple investment managers structure with the same PAN but with different beneficiary account numbers, Client ID and DP ID may not be treated as multiple Bids.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, registered with SEBI. The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF of FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in an initial public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. 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.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Eligible Employees

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (i.e. pink colour form).

(b) 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. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid amounting up to ₹200,000. In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹200,000, provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹500,000.

(c) The Bidder should be an Eligible Employee as defined above. In case of joint bids, the first Bidder shall be an Eligible Employee.

(d) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion.

(e) Only those Bids, which are received at or above the Offer Price, would be considered for allocation under this category.

(f) Eligible Employees can apply at Cut-off Price.

(g) Bid by Eligible Employees can be made also in the "Net Offer to the Public" and such Bids shall not be treated as multiple Bids.

(h) If the aggregate demand in this category 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.

(i) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

In case of under-subscription in the Net Offer, spill over to the extent of under-subscription shall be permitted from the Employee Reservation Portion subject to the Net Offer constituting 10% of the post-Offer share capital of our Company. If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis.

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 (through the IPO Committee) in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with 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 (through the IPO Committee) in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company (through the IPO Committee) in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 as amended are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

* *The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company (through the IPO Committee) in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of 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 law) 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 (through the IPO Committee) in consultation with the BRLMs reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company (through the IPO Committee) 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 the terms and conditions that our Company (through the IPO Committee) in consultation with the BRLMs may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company (through the IPO Committee) in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

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 the Red Herring Prospectus and the Prospectus.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

General Instructions

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

4. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Bid cum Application Form;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

7. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

11. RIBs bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

13. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Ensure that the Demographic Details are updated, true and correct in all respects;

16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

17. Ensure that the category and the investor status is indicated;

18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

19. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

20. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

21. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the mobile application and the UPI handle being used for making the application in the Offer is also appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website;

22. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

23. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;

24. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form; and

25. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders) and ₹500,000 (for Bids by Eligible Employees);

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account.

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;

11. Anchor Investors should not Bid through the ASBA process;

12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

14. Do not submit the General Index Register (GIR) number instead of the PAN;

15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the 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 submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

19. Do not submit a Bid using UPI ID, if you are not a RIB;

20. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not Bid for Equity Shares in excess of what is specified for each category;

22. 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;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

25. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

26. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to our Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, see "*General Information*" on page 47.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of BSE, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through the Offer Document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company (through the IPO Committee) in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) [●] editions of [●], a Hindi national daily newspaper; and (iii) [●] editions of [●], a widely circulated Tamil national daily newspaper, Tamil also being the regional language of Tamil Nadu, where our Registered Office is located).

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders and the members of the Syndicate 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/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Syndicate intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Draft Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at BSE where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- Promoter's contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;

- Except for Equity Shares that may be allotted pursuant to the conversion of employee stock options granted under the CAMS ESOP Scheme 2019 and the Equity Shares allotted pursuant to the Offer, no further issue of Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally and not jointly undertakes that:

- the Equity Shares being sold by it pursuant to the Offer have been held by it for a period of at least one year prior to the date of filing this Draft Red Herring Prospectus with SEBI, are fully paid-up and are in dematerialised form;

- the Equity Shares offered for sale by the Selling Shareholder are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;

- it shall provide all reasonable co-operation as requested by our Company in relation to the completion of allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of its Offered Equity Shares offered by it pursuant to the Offer;

- it is the legal and beneficial owner of, and has clear and marketable title to, the Equity Shares which are offered by it pursuant to the Offer for Sale;

- that it shall provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer; and

- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until final approval for trading of the Equity Shares from BSE where listing is sought has been received.

Utilisation of Offer Proceeds

Our Company and the Selling Shareholders, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*earlier known as Department of Industrial Policy and Promotion*) ("**DPIIT**"), issued the Consolidated FDI Policy Circular of 2017 ("**FDI Policy**"), which, with effect from August 28, 2017, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 27, 2017. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, see "*Offer Procedure*" on page 249.

Foreign Exchange Laws

The foreign investment in our Company is governed by, *inter alia*, the FEMA, as amended, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2017 as amended, the FDI Policy issued and amended by way of press notes, and the SEBI FPI Regulations.

In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

RBI has also issued Master Direction on Foreign Investment in India dated January 4, 2018 (updated until March 8, 2019) ("**Master Directions**"). In terms of the Master Directions, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which the eligibility criteria are as prescribed).

The FEMA Non-Debt Instruments Rules was enacted on October 17, 2019 in supersession of the FEMA Regulations 2017, except as respects things done or omitted to be done before such supersession.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States 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 (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

We intend to rely on an exception from the definition of investment company under the U.S. Investment Company Act of 1940, as amended, in connection with this Offer.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

The Articles of Association of our 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 be applicable.

Part II shall automatically terminate and cease to have any force and effect from the date of listing of Equity Shares of our Company on a recognized stock exchange in India pursuant to the Offer and the provisions of Part I shall continue to be in effect and be in force, without any further corporate or other action, by our Company or by its shareholders.

PART I

Authorised Share Capital

The authorized share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the MoA or as altered from time to time, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company

Alteration of Capital

Power to sub-divide, consolidate and cancel share certificate.

The Company may, by Ordinary Resolution, from time to time, alter the conditions of MoA as follows:

a. Increase the share capital by such amount to be divided into shares of such amount as it thinks expedient;

b. Consolidate and divide all or any its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act;

c. Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by MoA;

d. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person; and

e. Convert all or any one its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

Allotment of Shares

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board thinks fit.

Forfeiture and Lien

The Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this article will have full effect. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: provide that no sale shall be made until the expiration of 14 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 of the share.

Certificate

Every Member of the Company shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors approve, to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. The provisions of the Act shall be complied with in the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the said Act.

Every certificate of shares shall be under the Seal of the Company and shall specify the shares to which it relates and the amount paid-up thereon.

If any certificate be defaced, mutilated, torn or old, decrepit, worn- out or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

No fee shall be charged for sub-division and consolidation of share / debenture certificates and for sub-division of letters of allotment, split and consolidation.

Transfer of Shares

The instrument of transfer of any share shall be in writing and all the provisions of the Act shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply. The Board may decline to recognize any instrument of transfer unless the instrument of transfer is in the form prescribed under the Act, is in respect of only one class of shares and is accompanied by the certificate of 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.

Transmission of shares

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Before recognizing any legal representative or heir or a person otherwise claiming title to the shares the Company may require him to obtain a grant of probate or letters of administration or succession certificate or other legal representation as the case may be from a competent court, provided nevertheless that in any case where the Board in its absolute discretion think fit, it shall be lawful for the Board to dispense with production of the probate or letter of administration or a secession certificate or such other legal representation upon such terms as to indemnity or otherwise as the Board may consider desirable.

Any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares.

Borrowing Powers

The Board may, from time to time and at its discretion, raise or borrow or secure the payment of any sums or sum of money for the purposes of the Company in such manner and upon such terms and conditions in all respects as it thinks fit.

Issue of Bonus Shares

The Company in its General Meeting may resolve to issue the bonus shares to its shareholders subject to the applicable provisions of the Act and other laws as may be applicable in this behalf from time to time.

General Meetings

All General Meetings of the Company other than the Annual General Meeting shall be called an Extra-ordinary General Meeting. The notice of a General Meeting shall be given to the Members of the Company, the persons entitled to a share in consequence of the death or insolvency of a Member, the Directors of the Company and the auditors for the time being of the Company.

Meetings of Directors

The Board of Directors shall meet at least once in every three months with a maximum gap of four months between two meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four such meetings shall be held in every year. Notice of at least seven days, in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad. The notice shall include the time, venue and agenda of such meeting.

The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. If within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

Managing Directors

Subject to the provision of the Act, the Board may, from time to time, appoint one or more Directors to be managing director or managing directors of the Company and may, from time to time. The managing director shall not be liable to retirement by rotation as long as he holds office as managing director.

Appointment of Directors

a. Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year. Provided that the Company may appoint more than fifteen (15) directors after passing a Special Resolution.

b. At any time on and after Consummation of the IPO, and subject to applicable law and appropriate corporate approvals, including but not limited to approval of the shareholders of the Company by way of a special resolution after the Consummation of the IPO, (a) as long as any shareholder is categorized as a promoter of the Company, each such shareholder shall have the right to appoint two nominee Directors on the Board, and (b) as long as any shareholder, being a shareholder of the Company as of the date of the draft red herring prospectus to be filed by the Company pursuant to the IPO, continues to hold at least 10% of the issued share capital of the Company, on a fully diluted basis, and such shareholder is not categorized as a promoter of the Company, such shareholder shall have the right to appoint one nominee Director on the Board.

Votes of Members

On a show of hands every Member present in person and being a holder of Equity Shares shall have one vote and every person present either as a Proxy on behalf of a holder of Equity Shares or as a duly authorized representative of a body corporate being a holder of Equity Shares, if he is not entitled to vote in his own right, shall have one vote.

On a poll, the voting rights of holder of Equity Shares shall be in proportion to his share in the paid-up Equity Share capital of the Company. A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

A person becoming entitled to a share shall not before being registered as Member in respect of the share be entitled to exercise in respect thereof any right conferred by membership in relation to meeting of the Company.

No Member shall be entitled to exercise any voting rights either personally or by Proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right or lien.

Dividend

The Company in General Meeting may declare the dividends, but no dividend shall exceed the amount recommended by the Board. The Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit.

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

No dividend shall bear interest against the Company.

Unpaid or Unclaimed Dividend

Any dividend remaining unpaid or unclaimed after having been declared shall be dealt in accordance with the provisions of the applicable law.

Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within seven days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank and transfer to such account, the total amount of the dividend which remains unpaid or in relation to which no divided warrant has been posted.

Any money transferred to the said special account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund known as "Investor Education and Protection Fund" established under the Act.

No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law and the Company shall comply with the provisions of the applicable laws in respect of such dividend.

Winding Up

Subject to the provisions of applicable law, the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application, such assets shall be distributed among the Members according to their rights and interests in the Company.

Indemnity

Subject to the provisions the Act, the Company shall indemnify every Director and Officer of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in which relief is granted to them by the court or the tribunal. However, such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

PART II

Part II of the AoA of the Company provide for the rights and obligations of the parties to the SHA, as amended by the waiver cum amendment agreement dated December 31, 2019, entered into between Acsys, NSEIL, HDFC, HDFC Bank, the trustees of HDB Trust and Great Terrain.

In case of inconsistency or contradiction, conflict or overlap between Part I and Part II, the provisions of Part II shall, subject to applicable law, prevail and be applicable. However, Part II shall automatically terminate and cease to have any force and effect from the date of listing of Equity Shares of the Company on a recognized stock exchange in India pursuant to the Offer and the provisions of Part I shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus and the Prospectus, as applicable, which will be delivered to the RoC for filing. Copies of the abovementioned documents and contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

A. Material Contracts for the Offer

a) Offer Agreement dated January 8, 2020 between our Company, the Selling Shareholders and the BRLMs.

b) Registrar Agreement dated January 3, 2020 between our Company, the Selling Shareholders and the Registrar to the Offer.

c) Escrow and Sponsor Bank Agreement dated [●] between our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank, Public Offer Bank and the Refund Bank(s).

d) Share Escrow Agreement dated [●] between our Company, the Selling Shareholders and the Share Escrow Agent.

e) Syndicate Agreement dated [●] between our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer and Syndicate Members.

f) Underwriting Agreement dated [●] between our Company, the Selling Shareholders and the Underwriters.

B. Material Documents

a) Certified copies of the updated MoA and AoA of our Company as amended from time to time.

b) Certificate of incorporation dated May 25, 1988 issued to our Company, under the name Computer Age Management Services Private Limited by the RoC.

c) Certificate of incorporation endorsed by the RoC on April 15, 2000, consequent upon change from Computer Age Management Services Private Limited to Computer Age Management Services Limited, pursuant to the conversion to a deemed public limited company under Section 43A of Companies Act, 1956.

d) Certificate of incorporation endorsed by the RoC on March 29, 2001 consequent upon change from Computer Age Management Services Limited to Computer Age Management Services Private Limited.

e) Fresh certificate of incorporation dated September 27, 2019 issued by the RoC, consequent upon change of name from Computer Age Management Services Private Limited to Computer Age Management Services Limited, pursuant to conversion of our Company from a private limited company to a public limited company.

f) Resolution of the Board dated December 17, 2019, authorising the Offer and other related matters, resolution of the Board dated January 2, 2020 approving the DRHP, and resolution of the IPO Committee dated January 7, 2020 approving the DRHP.

g) Copies of the annual reports of our Company for the Financial Years 2019, 2018 and 2017.

h) The examination report of the Statutory Auditor, on our Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus along with the Restated Consolidated Financial Information.

i) The statement of special tax benefits dated January 6, 2020 from the Statutory Auditors.

j) Written consent of the Directors, the BRLMs, the Syndicate Members, Domestic Legal Counsel to our Company, Legal Counsel to the BRLMs as to Indian Law, International Legal Counsel to the BRLMs, Registrar to the Offer, Escrow Collection Bank(s), Public Offer Bank(s), Refund Bank(s), Sponsor Bank, Bankers to our Company, Company Secretary and Compliance Officer as referred to in their specific capacities.

k) Written consent of the Statutory Auditor dated January 7, 2020 to include their name as required under Section 26(5) of the Companies Act in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act.

l) Report titled '*Assessment of the Mutual Fund Registrar and Transfer Agents Industry in India*' dated January, 2020, issued by CRISIL Limited

m) Share purchase agreement dated March 7, 2018 entered between Acsys, NSEIL, HDFC, HDFC Bank, Sashi Jagdishan, Ashish Parthasarathy, Philip Mathew and Jimmy Tata as the trustees of HDB Trust, Great Terrain and our Company.

n) Shareholders' agreement dated March 7, 2018 entered between Acsys, NSEIL, HDFC, HDFC Bank, Sashi Jagdishan, Ashish Parthasarathy, Philip Mathew and Jimmy Tata as the trustees of HDB Trust and Great Terrain as amended by agreement dated November 2, 2018 and the waiver cum amendment agreement dated December 31, 2019.

o) Share purchase agreement dated December 16, 2013 entered between our Company, SSPL and V. Shankar.

p) Share purchase agreement dated December 16, 2013 entered between our Company, SSPL and Aditya Shankar.

q) Share purchase agreement dated December 16, 2013 entered between our Company, SSPL and Vijayasudha.

r) Share purchase agreement dated April 8, 2014 entered between our Company and Acsys.

s) Share purchase agreement dated May 24, 2019 entered between our Company and Acsys.

t) Consent letters of the Selling Shareholders.

u) Following board resolutions/ authorisations from the Selling Shareholders:

Selling Shareholder	Date of board resolution/authorisation
Great Terrain	December 19, 2019
NSEIL	December 17, 2019
Acsys	December 23, 2019
HDFC	December 12, 2019
HDB Trust	December 20, 2019

v) Board resolution dated January 2, 2020 approving this Draft Red Herring Prospectus.

w) Due diligence certificate dated January 8, 2020, addressed to SEBI from the BRLMs.

x) In principle listing approval dated [●] issued by BSE.

y) Tripartite agreement dated November 2, 2019 between our Company, NSDL and the Registrar to the Offer.

z) Tripartite agreement dated October 24, 2019 between our Company, CDSL and the Registrar to the Offer.

aa) SEBI observation letter bearing reference number [●] and 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 notice to the shareholders subject to compliance of 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 guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTORS OF OUR COMPANY

Dinesh Kumar Mehrotra
Chairman and Independent Director

Anuj Kumar
Whole time Director and Chief Executive Officer

Narendra Ostawal
Non-executive Director

Zubin Soli Dubash
Non-executive Director

Mukesh Agarwal
Non-executive Director

Vedanthachari Srinivasa Rangan
Non-executive Director

Natarajan Srinivasan
Independent Director

Vijayalakshmi Rajaram Iyer
Independent Director

SIGNED BY CHIEF FINANCIAL OFFICER

Somasundaram M.

Place: Mumbai

Date: January 8, 2020

DECLARATION BY GREAT TERRAIN INVESTMENT LTD AS THE PROMOTER SELLING SHAREHOLDER

Great Terrain Investment Ltd hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as the Promoter Selling Shareholder and its portion of the Offered Shares, are true and correct. Great Terrain Investment Ltd assumes no responsibility for any other statements, disclosures and undertakings, including any statements made or confirmed by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Great Terrain Investment Ltd

Name: Sharmila Baichoo

Designation: Director

Date: January 8, 2020

Place: Mauritius

DECLARATION BY NSE INVESTMENTS LIMITED AS AN OTHER SELLING SHAREHOLDER

NSE Investments Limited hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. NSE Investments Limited assumes no responsibility for any other statements, disclosures or undertakings, including any statements made or confirmed by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of NSE Investments Limited

Name: Ashish Krishna

Designation: Vice President - Group Investments

Date: January 8, 2020

Place: Mumbai

DECLARATION BY HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED AS AN OTHER SELLING SHAREHOLDER

Housing Development Finance Corporation Limited hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. Housing Development Finance Corporation Limited assumes no responsibility for any other statements, disclosures or undertakings, including any statements made or confirmed by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Housing Development Finance Corporation Limited

Name: Satrajit Bhattacharya, Prosenjit Gupta

Designation: Add. Sr. General Manager, Senior General Manager

Date: January 8, 2020

Place: Mumbai

DECLARATION BY HDB EMPLOYEES WELFARE TRUST AS AN OTHER SELLING SHAREHOLDER

HDB Employees Welfare Trust hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. HDB Employees Welfare Trust assumes no responsibility for any other statements, disclosures or undertakings, including any statements made or confirmed by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of HDB Employees Welfare Trust

Name: Sashidhar Jagdishan

Designation: Trustee

Date: January 8, 2020

Place: Mumbai

Signed for and on behalf of HDB Employees Welfare Trust

Name: Jimmy Tata

Designation: Trustee

Date: January 8, 2020

DECLARATION BY ACSYS INVESTMENTS PRIVATE LIMITED AS AN OTHER SELLING SHAREHOLDER

Acsys Investments Private Limited hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. Acsys Investments Private Limited assumes no responsibility for any other statements, disclosures or undertakings, including any statements made or confirmed by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Acsys Investments Private Limited

Name: V Shankar

Designation: Director

Date: January 8, 2020

Place: Chennai