

ANAND RATHI WEALTH LIMITED

(FORMERLY "ANAND RATHI WEALTH SERVICES LIMITED")
"AMFI-Registered Mutual Fund Distributor"

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name of 'Hitkari Finvest Private Limited' on March 22, 1995. It was thereafter renamed as 'AR Venture Funds Management Private Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on April 6, 2005, which was later converted from a private limited company to a public limited company under the Companies Act, 1956, with the name 'AR Venture Funds Management Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on March 8, 2007. Subsequently, 'AR Venture Funds Management Limited' was converted to a private limited company with the name 'AR Venture Funds Management Private Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on July 7, 2015. Thereafter, 'AR Venture Funds Management Private Limited' was again converted to a public limited company with name 'AR Venture Funds Management Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on April 3, 2017. Subsequently 'AR Venture Funds Management Limited' was renamed as 'Anand Rathi Wealth Services Limited' and received a fresh certificate of incorporation from the RoC on July 6, 2017. Thereafter, Anand Rathi Wealth Services Limited was renamed as 'Anand Rathi Wealth Limited' and received a fresh certificate of incorporation from the RoC on January 7, 2021. For further details, in relation to change in name and Registered Office of our Company, see "History and Certain Corporate Matters" on page 182 of the prospectus dated December 7, 2021 ("Prospectus").

Registered Office: Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400 063, Maharashtra, India. **Corporate Office:** 11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India. **Contact Person:** Mr. Ashish Chauhan, Company Secretary and Compliance Officer; **Telephone:** +91 (22) 6281 7000; **Email:** csarwsl@rathi.com; **Website:** www.rathi.com/wealth; **Corporate Identity Number:** U67120MH1995PLC086696

PROMOTERS OF OUR COMPANY: MR. ANAND RATHI, MR. PRADEEP GUPTA AND ANAND RATHI FINANCIAL SERVICES LIMITED

Our Company has filed the Prospectus dated December 7, 2021 with the RoC, and the Equity Shares are proposed to be listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and trading is expected to commence on Tuesday, December 14, 2021.

BASIS OF ALLOTMENT

INITIAL PUBLIC OFFERING OF 12,000,000 EQUITY SHARES OF FACE VALUE ₹ 5 EACH ("EQUITY SHARES") OF ANAND RATHI WEALTH LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 550 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 545 PER EQUITY SHARE (THE "OFFER PRICE"), AGGREGATING TO ₹ 6,593.75 MILLION, COMPRISING AN OFFER FOR SALE OF: (A) 9,285,000 EQUITY SHARES AGGREGATING TO ₹ 5,101.91 MILLION BY ANAND RATHI FINANCIAL SERVICES LIMITED, TO 375,000 EQUITY SHARES AGGREGATING TO ₹ 206.05 MILLION BY MR. ANAND RATHI AND TO 375,000 EQUITY SHARES AGGREGATING TO ₹ 206.05 MILLION BY MR. PRADEEP GUPTA (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS") AND (B) TO 375,000 EQUITY SHARES AGGREGATING TO ₹ 206.05 MILLION BY MR. AMIT RATHI, TO 375,000 EQUITY SHARES AGGREGATING TO ₹ 206.05 MILLION BY MS. PRITI GUPTA, TO 375,000 EQUITY SHARES AGGREGATING TO ₹ 206.05 MILLION BY MS. SUPRIYA RATHI, TO 375,000 EQUITY SHARES AGGREGATING TO ₹ 206.05 MILLION BY RAWAL FAMILY TRUST, ACTING THROUGH MR. RAKESH RAWAL, TO 90,000 EQUITY SHARES AGGREGATING TO ₹ 49.45 MILLION BY MR. JUGAL MANTRI AND TO 375,000 EQUITY SHARES AGGREGATING TO ₹ 206.05 MILLION BY MR. FEROCZE AZEEZ (TOGETHER, THE "OTHER SELLING SHAREHOLDERS") (AS DEFINED HEREINAFTER, AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS") (THE "OFFER"). THE OFFER CONSTITUTED 28.83 % OF THE FULLY DILUTED POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE OFFER INCLUDED A RESERVATION OF UP TO 250,000 EQUITY SHARES AGGREGATING TO ₹ 131.25 MILLION (CONSTITUTING UP TO 0.60 % OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL) FOR SUBSCRIPTION 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 28.83 % AND 28.23 %, RESPECTIVELY, OF OUR COMPANY POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

A DISCOUNT OF ₹ 25 PER EQUITY SHARE WAS OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION. THE ADJUSTMENTS TO THE DISCOUNT HAS BEEN PROPORTIONATELY DISCLOSED FROM EACH OF THE SELLING SHAREHOLDERS ISSUE PROCEEDS.

OFFER PRICE: ₹ 550* PER EQUITY SHARE OF FACE VALUE OF ₹ 5 EACH

THE OFFER PRICE IS 110 TIMES OF THE FACE VALUE

ANCHOR INVESTOR OFFER PRICE: ₹ 550 PER EQUITY SHARE

* A discount of ₹ 25 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.

Risks to Investors:

• The Price/Earnings ratio based on diluted EPS for Fiscal 2021 for our Company is 50.69 as compared to the average industry peer group Price/Earnings ratio of 35.77.

• Average Cost of acquisition of Equity Shares for the Selling Shareholders namely Mr. Anand Rathi, Mr. Pradeep Gupta, Anand Rathi Financial Services Limited, Mr. Amit Rathi, Ms. Priti Gupta, Ms. Supriya Rathi, Rawal Family Trust, acting through Mr. Rakesh Rawal, Mr. Jugal Mantri and Mr. Feroze Azeez is ₹ 3.33, ₹ 3.33, NIL, ₹ 3.33, ₹ 3.33, ₹ 3.33, ₹ 3.33, ₹ 3.33 and ₹ 233.14, respectively.

• Details of Acquisition of all Equity Shares transacted in last three years and one year:

Period	Weighted Average Cost of Acquisition (in ₹)	Upper end of the Price band (₹ 550 per Equity Share) is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price-Highest Price (in ₹)
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Last 1 year	10.23	53.77	NIL*-600
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Last 3 years	25.10	21.91	NIL*-600
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"This includes the cost of acquisition of Equity Shares transacted by the Promoters, Promoter Group and Selling Shareholders. It excludes the current public shareholders comprising of 25.26% of the paid-up capital of the Company, which include 151 employees and 561 other public shareholders. The other public shareholders include former employees, allottees in private placement and third parties who have acquired the shares in secondary transactions. These Equity Shares held by public shareholders were originally allotted by the Company vide (a) ESOP allotments over the years and (b) Rights Issues and the Private Placements during Fiscal 2017 and Fiscal 2018. For further details on allotment by the Company, please refer to page nos. 80-84 of the Prospectus. There have been subsequent transfers of Equity Shares by the original public shareholder allottees to third parties and accordingly, the cost of acquisition of such public shareholders, is not ascertainable.

* Cost of acquisition is NIL on account of Equity Shares acquired through gift and/or bonus issuance. For further details, please refer to page nos. 97-99 of the Prospectus.

• Weighted Average Return on Net Worth for Fiscals 2021, 2020 and 2019 is 28.33%.

• The four BRLMs associated with the Offer have handled 29 public issues in the past three years, out of which 11 issues closed below the issue price on listing date.

OFFER PROGRAMME

FOR ALL BIDDERS, BID/ OFFER* OPENED ON: THURSDAY, DECEMBER 2, 2021

BID/ OFFER CLOSED ON MONDAY, DECEMBER 6, 2021

* The Anchor Investor Bidding Date was one Working Day prior to the Bid/Offer Opening Date i.e. Wednesday, December 1, 2021.

The Offer was made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), read with Regulation 31 of SEBI ICDR Regulations. The Offer was made through the Book Building Process in terms of Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer was available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs"), provided that our Company, in consultation with the BRLMs, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third was reserved for domestic Mutual Funds only, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Offer Price, in accordance with the SEBI ICDR Regulations. 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. However, if the aggregate demand from Mutual Funds was less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion was added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer was available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Offer Price Further, Equity Shares was allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids having been received from them at or above the Offer Price. All Bidders (except Anchor Investors) were mandatorily required to utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank accounts and UPI ID in case of RIBs, as applicable, pursuant to which their corresponding Bid Amount was blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be. Anchor Investors were not permitted to participate in the Anchor Investor Portion through the ASBA Process. For further details, see "Offer Procedure" on page 378 of the Prospectus.

The bidding for Anchor Investor opened and closed on December 1, 2021. The Company received 19 applications from 12 anchor investors for 3,791,205 equity shares. The Anchor investor price was finalized at ₹ 550 per Equity Share. A total of 3,525,000 shares were allocated under the Anchor Investor portion aggregating to ₹ 1,938,750,000.00.

The Offer received 775,005 applications for 77,097,987 Equity Shares resulting in 6.4248 times subscription (before technical rejections). The details of the applications received in the Offer from Retail Individual Bidders, Non-Institutional Bidders, Eligible Employees, QIBs and Anchor Investor are as under (before technical rejections):

Sl. No	Category	No. of Applications Applied	No. of Equity Shares Applied	Shares Reserved as per Prospectus	No. of times Subscribed	Amount (₹)
A	Retail Individual Bidders	770,584	24,183,954	4,112,500	5.8806	13,302,268,090.00
B	Non-Institutional Bidders	2,766	42,997,095	1,762,500	24.3955	23,648,004,567.00
C	Eligible Employees	1,619	314,253	250,000	1.2570	165,088,098.00
D	Qualified Institutional Bidders (excluding Anchor Investors)	17	5,811,480	2,350,000	2.4730	3,196,314,000.00
E	Anchor Investors	19	3,791,205	3,525,000	1.0755	2,085,162,750.00
Total		775,005	77,097,987	12,000,000	6.4248	42,396,837,505.00

Final Demand

A summary of the final demand as per BSE and NSE as on the Bid/Offer Closing Date at different Bid prices is as under:

Sl. No	Bid Price	No. of Equity Shares	% to Total	Cumulative Total	Cumulative % of Total
1	530	204,336	0.25	204,336	0.25
2	531	9,153	0.01	213,489	0.26
3	532	2,511	0.00	216,000	0.26
4	533	1,836	0.00	217,836	0.26
5	534	459	0.00	218,295	0.26
6	535	17,361	0.02	235,656	0.28
7	536	1,242	0.00	236,898	0.28
8	537	1,674	0.00	238,572	0.29
9	538	1,593	0.00	240,165	0.29
10	539	1,107	0.00	241,272	0.29
11	540	94,230	0.11	335,502	0.40
12	541	1,566	0.00	337,068	0.40
13	542	1,971	0.00	339,039	0.41
14	543	1,890	0.00	340,929	0.41
15	544	999	0.00	341,928	0.41
16	545	26,568	0.03	368,496	0.44
17	546	2,160	0.00	370,656	0.44
18	547	2,646	0.00	373,302	0.45
19	548	23,760	0.03	397,062	0.48
20	549	33,156	0.04	430,218	0.52
21	550	58,608,144	70.35	59,038,362	70.87
22	Cut-Off	24,266,790	29.13	83,305,152	100.00
TOTAL		83,305,152	100.00		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being BSE on December 09, 2021.

A. Allotment to Retail Individual Bidders (After Technical Rejections) (including ASBA Applications)

The Basis of Allotment to the Retail Individual Investors, who have bid at cut-off or at the Offer Price of ₹ 550 per Equity Share, was finalized in consultation with BSE. This category has been subscribed to the extent of 5.6243 times. The total number of Equity Shares Allotted in Retail Individual Bidders category is 4,112,500 Equity Shares to 152,314 successful applicants. The category-wise details of the Basis of Allotment are as under:

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
27	699,182	94.69	18,877,914	81.62	27	46:223	3,894,210
54	21,148	2.86	1,141,992	4.94	27	46:223	11,774
81	5,993	0.81	485,433	2.10	27	46:223	33,372
108	2,848	0.39	307,584	1.33	27	46:223	15,876
135	1,975	0.27	266,625	1.15	27	46:223	10,989
162	922	0.12	149,364	0.65	27	46:223	5,130
189	939	0.13	177,471	0.77	27	46:223	5,238
216	375	0.05	81,000	0.35	27	46:223	2,079
243	169	0.02	41,067	0.18	27	46:223	945
270	957	0.13	258,390	1.12	27	46:223	5,319
297	154	0.02	45,738	0.20	27	46:223	864
324	218	0.03	70,632	0.31	27	46:223	1,215
351	3,495	0.47	1,226,745	5.30	27	46:223	19,467
			8084 Allottees from Serial no 2 to 13 Additional 1(one) share			22:8084	22
TOTAL	738,375	100.00	23,129,955	100.00			4,112,500

B. Allotment to Non Institutional Bidders (After Technical Rejections) (including ASBA Applications)

The Basis of Allotment to the Non-Institutional Bidders, who have bid at the Offer Price of ₹ 550 per Equity Share or above, was finalized in consultation with BSE. This category has been subscribed to the extent of 24.0890 times. The total number of Equity Shares allotted in this category is 1,762,500 Equity Shares to 2,383 successful applicants. The category-wise details of the Basis of Allotment are as under: (Sample)

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
378	412	15.54	155,736	0.37	27	239:412	6,453
405	106	4.00	42,930	0.10	27	66:106	1,782
513	11	0.41	5,643	0.01	27	9:11	243
594	6	0.23	3,564	0.01	27	5:6	135
621	9	0.34	5,589	0.01	27	1:1	243
702	16	0.60	11,232	0.03	29	1:1	464
783	4	0.15	3,132	0.01	33	1:1	132
810	55	2.07	44,550	0.10	34	1:1	1,870
1,350	28	1.06	37,800	0.09	56	1:1	1,568

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
2,079	1	0.04	2,079	0.00	86	1:1	86
2,349	1	0.04	2,349	0.01	98	1:1	98
4,212	1	0.04	4,212	0.01	175	1:1	175
4,860	1	0.04	4,860	0.01	202	1:1	202
5,022	1	0.04	5,022	0.01	208	1:1	208
11,880	1	0.04	11,880	0.03	493	1:1	493
15,444	2	0.08	30,888	0.07	641	1:1	1,282
19,980	2	0.08	39,960	0.09	830	1:1	1,660
20,898	1	0.04	20,898	0.05	868	1:1	868
26,973	1	0.04	26,973	0.06	1,120	1:1	1,120
28,890	1	0.04	28,890	0.07	1,199	1:1	1,199
30,510	1	0.04	30,510	0.07	1,267	1:1	1,267
84,537	1	0.04	84,537	0.20	3,509	1:1	3,509
177,984	1	0.04	177,984	0.42	7,389	1:1	7,389
254,178	1	0.04	254,178	0.60	10,552	1:1	10,552
309,069	1	0.04	309,069	0.73	12,830	1:1	12,830
363,312	1	0.04	363,312	0.86	15,082	1:1	15,082
1,818,180	3	0.11	5,454,540	12.85	75,478	1:1	226,434
2,818,179	1	0.04	2,818,179	6.64	116,990	1:1	116,990

C. Allotment to Eligible Employees (after Technical Rejections)

The Basis of Allotment to the Eligible Employees, who have Bid at the Cut-Off price or at the Offer Price of ₹ 550 per Equity Share, was finalized in consultation with BSE. A discount of ₹ 25 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion. This category has been subscribed to the extent of 1.0675 times. The total number of Equity Shares allotted in this category is 250,000 Equity Shares to 574 successful applicants. The category-wise details of the Basis of Allotment are as under:

In the first instance full allotment to 574 valid applications for 150,768 Equity Shares were made against 250,000 Equity Shares reserved for this category resulting in subscription of 0.6031 times. The allotment has been made to all the Eligible Employee in the Employee Category and the maximum Bid Amount considered for allotment under the Employee Reservation Portion by an Eligible Employee has not exceeded ₹ 200,000 on a net basis. The category-wise details of the Basis of Allotment are as under:

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
27	67	11.67	1,809	1.20	27	1:1	1,809
54	45	7.84	2,430	1.61	54	1:1	2,430
81	28	4.88	2,268	1.50	81	1:1	2,268
108	24	4.18	2,592	1.72	108	1:1	2,592
135	6	1.05	810	0.54	135	1:1	810
162	11	1.92	1,782	1.18	162	1:1	1,782
189	33	5.75	6,237	4.14	189	1:1	6,237
216	9	1.57	1,944	1.29	216	1:1	1,944
243	5	0.87	1,215	0.81	243	1:1	1,215
270	4	0.70	1,080	0.72	270	1:1	1,080
297	4	0.70	1,188	0.79	297	1:1	1,188
324	3	0.52	972	0.64	324	1:1	972
351	7	1.22	2,457	1.63	351	1:1	2,457
378	70	12.20	26,460	17.55	378	1:1	26,460
405	10	1.74	3,780	2.51	378	1:1	3,780
432	7	1.22	2,646	1.76	378	1:1	2,646
459	6	1.05	2,268	1.50	378	1:1	2,268
486	3	0.52	1,134	0.75	378	1:1	1,134
513	4	0.70	1,512	1.00	378	1:1	1,512
540	5	0.87	1,890	1.25	378	1:1	1,890
567	9	1.57	3,402	2.26	378	1:1	3,402
594	6	1.05	2,268	1.50	378	1:1	2,268
621	5	0.87	1,890	1.25	378	1:1	1,890
648	4	0.70	1,512	1.00	378	1:1	1,512
675	1	0.17	378	0.25	378	1:1	378
702	3	0.52	1,134	0.75	378	1:1	1,134
729	1	0.17	378	0.25	378	1:1	378
756	6	1.05	2,268	1.50	378	1:1	2,268
783	1	0.17	378	0.25	378	1:1	378
810	3	0.52	1,134	0.75	378	1:1	1,134
837	4	0.70	1,512	1.00	378	1:1	1,512
864	6	1.05	2,268	1.50	378	1:1	2,268
891	17	2.96	6,426	4.26	378	1:1	6,426
918	3	0.52	1,134	0.75	378	1:1	1,134
945	154	26.83	58,212	38.61	378	1:1	58,212
TOTAL	574	100.00	150,768	100.00			150,768