



NUVAMA WEALTH MANAGEMENT LIMITED
(Formerly known as Edelweiss Securities Limited)

Corporate Identification Number: U67110MH1993PLC344634

REGISTERED OFFICE		CORPORATE OFFICE		CONTACT PERSON			
801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051		N.A.		Sneha Patwardhan Company Secretary and Compliance Officer			
EMAIL		TELEPHONE		WEBSITE			
secretarial@nuvama.com		+91 22 6620 3030		www.nuvama.com			
THE PROMOTER OF OUR COMPANY IS PAGAC ECSTASY PTE. LTD.							
NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM							
TYPE	FRESH ISSUE	OFFER FOR SALE	OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs			
N.A.	N.A.	N.A.	N.A.	N.A.			
OFFER FOR SALE – N.A.							
NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED	WACA (IN ₹)	NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED	WACA (IN ₹)
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
GENERAL RISK							
Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Equity Shares unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Equity Shares. For taking an investment decision, investors must rely on their own examination of our Company including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does the SEBI or Stock Exchanges guarantee the accuracy or adequacy of the contents of this Information Memorandum. Specific attention of the investors is invited to “Risk Factors” on page 17.							
OUR COMPANY’S ABSOLUTE RESPONSIBILITY							
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to our Company, which is material, that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect..							
LISTING							
The Equity Shares are proposed to be listed on the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”). For the purposes of listing of our Equity Shares pursuant to the Scheme, BSE is the Designated Stock Exchange.							
BOOK RUNNING LEAD MANAGERS – N.A.							
REGISTRAR AND SHARE TRANSFER AGENT							
 Total Solutions Repository				TSR Consultants Private Limited Tel.: +91 22 6656 8484; E-mail: csg-unit@tcplindia.co.in Contact Person: Nandini Nair			
BID/OFFER PROGRAMME							
ANCHOR INVESTOR BIDDING DATE	N.A.	BID/OFFER OPENS ON	N.A.	BID/OFFER CLOSES ON	N.A.		



NUVAMA WEALTH MANAGEMENT LIMITED
(Formerly known as Edelweiss Securities Limited)

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) (the “Company” or “Resulting Company”) was incorporated as a private limited company under the Companies Act, 1956 with the name and style of ‘Kayjay Financial Research Services Private Limited’, pursuant to a certificate of incorporation dated August 20, 1993, issued by the Registrar of Companies, Maharashtra at Mumbai. The name of the Company was changed to KJS Securities Private Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated January 15, 1998, and a fresh certificate of incorporation dated February 13, 1998, was issued, by the Registrar of Companies, Maharashtra at Mumbai. The name of the Company was further changed to Rooshnil Securities Private Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated April 29, 1998, and a fresh certificate of incorporation dated May 4, 1998, was issued by the Registrar of Companies, Maharashtra at Mumbai. The name of the Company was further changed to Edelweiss Securities Private Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated April 28, 2004, and a fresh certificate of incorporation dated May 12, 2004, was issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, the Company was converted from a private limited company to a public limited company and consequently renamed as Edelweiss Securities Limited and a fresh certificate of incorporation dated June 8, 2007, was issued by the Registrar of Companies, Maharashtra at Mumbai. Further the name of Edelweiss Securities Limited was changed to Nuvama Wealth Management Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated July 27, 2022, and a fresh certificate of incorporation dated August 18, 2022, was issued by the Registrar of Companies, Maharashtra at Mumbai.

For further details, please see the section titled “History and Certain Corporate Matters” on page 112.

Corporate Identification Number: U67110MH1993PLC344634

Registered Office: 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051

Tel: +91 22 6620 3030; **Website:** www.nuvama.com; **Email:** secretarial@nuvama.com

Contact Person: Sneha Patwardhan, Company Secretary and Compliance Officer

PROMOTER OF OUR COMPANY: PAGAC Ecstasy Pte. Ltd

INFORMATION MEMORANDUM FOR LISTING OF 3,50,74,457 EQUITY SHARES OF ₹ 10 EACH ISSUED BY OUR COMPANY PURSUANT TO THE SCHEME OF ARRANGEMENT

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Equity Shares unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Equity Shares. For taking an investment decision, investors must rely on their own examination of our Company, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does the SEBI or Stock Exchanges guarantee the accuracy or adequacy of the contents of this Information Memorandum. Specific attention of the investors is invited to “Risk Factors” on page 17.

OUR COMPANY’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to our Company, which is material, that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares are proposed to be listed on the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), (hereinafter collectively, referred to as the “Stock Exchanges”). Our Company has received ‘in-principle’ approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated August 16, 2023 and August 17, 2023, respectively. For the purposes of listing of our Equity Shares pursuant to the Scheme, BSE is the Designated Stock Exchange. Our Company has submitted this Information Memorandum to BSE and NSE and is available on the respective website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

REGISTRAR AND SHARE TRANSFER AGENT(S)



TSR Consultants Private Limited
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083
Tel: +91 22 6656 8484
Email: csg-unit@tcplindia.co.in
Website: https://www.tcplindia.co.in
Investor grievance E-mail: nnair@tcplindia.co.in
Contact Person: Nandini Nair
SEBI Registration No: INR000004009

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Information Memorandum uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meanings ascribed to such terms herein, and references to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification will include any amendments or re-enactments thereto, from time to time.

Company and Scheme Related Terms

Term	Description
“NWML” “Nuvama” or “the Company” or “Resulting Company”	Nuvama Wealth Management Limited (<i>Formerly known as Edelweiss Securities Limited</i>) a company incorporated in India under the Companies Act, 1956, with its registered situated at 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051
“we” or “us” or “our” or “our Company” or “Nuvama Group” or “Group”	Unless the context otherwise indicates, requires or implies, refers to our Company together with our Subsidiaries and Associate, on a consolidated basis
AoA/ Articles of Association/ Articles	The articles of association of our Company, as amended from time to time
Appointed Date	Means May 18, 2023
Associate	Associate company of our Company as on date, being Nuvama Custodial Services Limited (formerly known as Edelweiss Capital Services Limited). For the purpose of Restated Consolidated Financial Information, Associates would mean associates as at and during the relevant period
Audit Committee	The audit committee of our Company, constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” on page 129
Auditor/ Statutory Auditor	The statutory auditor of our Company, being M/s. S R Batliboi & Co. LLP
Board/ Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
CARE	CARE Advisory Research and Training Limited
CARE Report	Research Report on Wealth Management, Asset Management, Capital Markets dated May 31, 2023
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company, constituted in accordance with Section 135 of the Companies Act, 2013, SEBI Listing Regulations and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as described in “ <i>Our Management</i> ” on page 129
Information Memorandum	This information memorandum dated September 21, 2023, of our Company for listing of Equity Shares issued pursuant to the Scheme filed with the Stock Exchanges issued in accordance with the applicable laws as prescribed by SEBI
Director(s)	The director(s) on our Board
Effective Date	The effective date of the Scheme shall mean May 18, 2023
Eligible Shareholder(s)	Shall mean eligible holder(s) of the equity shares of EFSL as on the Record Date (i.e., June 2, 2023)
Equity Shares	The equity shares of our Company of face value of ₹ 10 each
“EFSL” or “Demerged Company”	Edelweiss Financial Services Limited as defined in the “ <i>Scheme of Arrangement</i> ” on page 126
Demerged Undertaking	(a) all the movable and/ immovable properties, tangible or intangible, including all computers and accessories, software, applications and related data, equity shares, preference shares, furniture, fixtures, vehicles, stocks and inventory, leasehold assets and other properties, real, corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, cash in hand, amounts lying in the banks, investments

Term	Description
	(including investment in Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)), escrow accounts, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, engagements, arrangements, rights, credits, titles, interests, benefits, advantages, freehold/ leasehold rights, sub-letting tenancy rights, leave and license permissions, goodwill, other intangibles and rights of any nature whatsoever including know-how, websites, portals, domain names, or any applications for the above, assignments and grants in respect thereof, right to use and avail of telephones, telex, facsimile, email, internet, leased lines and other communication facilities, connections, installations and equipment, electricity and electronic and all other services of every kind, nature and description whatsoever, provisions, funds, and benefits (including all work-in progress), of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other Person including customers, contractors or other counter parties, etc., all earnest monies and/ or deposits, privileges, liberties, easements, advantages, benefits, exemptions, licenses, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company in relation to and pertaining to the wealth management business; (b) any and all memberships and registrations of the Demerged Company in relation to and pertaining to the wealth management business; (c) all receivables, loans and advances, including accrued interest thereon, all advance payments, earnest monies and/ or security deposits, payment against warrants, if any, or other entitlements of the Demerged Company in relation to and pertaining to the wealth management business; (d) all contracts, agreements, purchase orders/ service orders, agreement with customers, purchase and other agreements with the supplier/ service providers, other arrangements, undertakings, deeds, bonds, schemes, insurance covers and claims and clearances and other instruments of whatsoever nature and description including all client registration forms/ KYC (know your customer)/ POA (power of attorney), whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the wealth management business; (e) all tax credits, refunds, reimbursements, claims, concessions, exemptions, benefits under Tax Laws including sales tax deferrals and minimum alternate tax paid under Section 115JB of the Income Tax Act, advance taxes, tax deducted at source, right to carry forward and set-off accumulated losses and unabsorbed depreciation, if any, deferred tax assets, minimum alternate tax credit, sales tax credit, value added tax credit, service tax credit, goods and service tax credit, other indirect taxes credit, deductions and benefits under the Income Tax Act or any other Taxation statute enjoyed by the Demerged Company pertaining to the wealth management business; (f) all debts, borrowings and liabilities, whether present, contingent or deferred tax liabilities, whether secured or unsecured, pertaining to the wealth management business ("Liabilities of the Wealth Management Business") namely: (i) the debts of Demerged Company which arises out of the activities or operations of the wealth management business; (ii) specific loans and borrowings raised, incurred and utilised by Demerged Company for the activities or operations of or pertaining to the wealth management business; and (iii) general or multipurpose borrowings, if any, of the Demerged Company will be apportioned basis the proportion of the value

Term	Description
	of the assets transferred in this demerger of wealth management business to the total value of the assets of Demerged Company immediately before the said demerger; (g) all Permits, licences, approvals, registrations, quotas, incentives, powers, authorities, allotments, consents, rights, benefits, advantages, municipal permissions, designs, copyrights, patents and other intellectual property rights of the Demerged Company pertaining to its wealth management business, whether registered or unregistered and powers of every kind, nature and description whatsoever, whether from the government bodies or otherwise, pertaining to or relating to the wealth management business; (h) entire experience, credentials, past record and market share of the Demerged Company pertaining to the wealth management business; (i) all books, records, files, papers, records of standard operating procedures, computer programs along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, pertaining to the wealth management business of the Demerged Company; and (j) all employees of the Demerged Company engaged in, or in relation to, the wealth management business, on the date immediately preceding the Effective Date.
Restated Consolidated Financial Information	The Restated consolidated financial information of our Company, its subsidiaries and associate (the Company together with its subsidiaries and associate hereinafter referred to as “the Group”) for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 (compiled from our audited consolidated financial statements prepared in accordance with the Indian Accounting Standard (referred to as “Ind AS”) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, the Companies Act, 2013 and restated in accordance with SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) which comprises the restated consolidated statement of assets and liabilities, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of cash flow, the restated consolidated statement of changes in equity, the statement of significant accounting policies and other explanatory information.
Group Company(ies)	In terms of SEBI ICDR Regulations, the term “group companies” includes the companies (other than Promoter and the Subsidiaries) with which our Company had related party transactions, during the period for which financial information is disclosed in this Information Memorandum, as covered under the applicable accounting standards, and any other companies as considered material by our Board. For further details, see “<i>Group Companies</i>” on page 148
Independent Directors	The Independent Directors of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations
Key Managerial Personnel/ KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, together with the key managerial personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as described in “<i>Our Management</i>” on page 129
Materiality Policy	The policy adopted by our Board on June 16, 2023, for identification of material Group Companies, outstanding material litigation, and outstanding material dues to creditors, pursuant to the requirements under the SEBI ICDR Regulations for the purpose of the disclosure in this Information Memorandum
Memorandum of Association / MoA	The memorandum of association of our Company, as amended from time to time

Term	Description
NCL/ NSECL	NSE Clearing Limited
NCLT	The National Company Law Tribunal, Mumbai Bench
Nomination and Remuneration Committee/ NRC	The nomination and remuneration committee of our Company, constituted in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, as described in “Our Management” on page 129
“PAG” or “PAGAC”	PAGAC Ecstasy Pte. Ltd.
Promoter Group	Persons and entities constituting the promoter group of our Company in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in “Our Promoter and Promoter Group” on page 145
Promoter	The promoter of our Company, being PAGAC Ecstasy Pte Ltd. For further details, see “Our Promoter and Promoter Group” on page 145
Record Date	June 2, 2023
Registered Office	The registered office of our Company, situated at 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051
Registrar of Companies / RoC	The Registrar of Companies, Maharashtra at Mumbai
Registrar and Transfer Agent	TSR Consultants Private Limited
Risk Management Committee	The risk management committee of our Company, constituted in accordance with Regulation 21 of the SEBI Listing Regulations and the applicable provisions of the Companies Act, 2013, as described in “Our Management” on page 129
Scheme of Arrangement / Scheme	Scheme of Arrangement under the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013 between Nuvama Wealth Management Limited and Edelweiss Financial Services Limited and their respective shareholders and creditors sanctioned by the NCLT on April 27, 2023 (certified true copy of the order received on May 12, 2023)
Senior Management/SMP	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as further described in “Our Management – Senior Management” on page 138
Shareholders	Shareholders holding Equity Shares of our Company, from time to time
Stakeholders Relationship Committee	The stakeholders relationship committee of our Company, constituted in accordance with Regulation 20 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, as described in “Our Management” on page 129
Subsidiaries	The subsidiaries of our Company as on date being the following: 1. Nuvama Clearing Services Limited; 2. Nuvama Asset Management Limited; 3. Nuvama Wealth Finance Limited; 4. Nuvama Wealth and Investment Limited; 5. Nuvama Capital Services (IFSC) Limited; 6. Nuvama Investment Advisors (Hong Kong) Private Limited; 7. Nuvama Financial Services Inc.; 8. Nuvama Financial Services (UK) Limited; 9. Nuvama Investment Advisors Private Limited; 10. Pickright Technologies Private Limited; and 11. Nuvama Investment Advisors LLC For the purpose of Restated Consolidated Financial Information, subsidiaries would mean subsidiaries as at and during the relevant period

Conventional and General Terms and Abbreviations and Industry Related Terms

Term	Description
₹/ Rs. / Rupee(s)/ INR/ Re	Indian Rupees, the official currency of the Republic of India
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds
AML	Anti-money laundering
APAC	Asia Pacific
AS	Accounting Standards, as issued by the Institute of Chartered Accountants of India

Term	Description
AUM	Assets under management
BFSI	Banking, financial services and insurance
Bn	Billion
BSE	The BSE Limited
CAGR	Compounded Annual Growth Rate
Capital or Share Capital	Share Capital of our Company
CCDs	0.001% Compulsorily Convertible Debentures
CDSL	Central Depository Services (India) Limited
Central Government/Government/Government of India/ GoI	The Government of India
CEO	Chief Executive Officer
CFA	Chartered Financial Analyst
CFO	Chief Financial Officer
Companies Act/ the Act	The Companies Act, 1956 and/or the Companies Act, 2013, as applicable and the rules made thereunder
Companies Act, 1956	Erstwhile Companies Act, 1956, along with relevant rules made thereunder
Companies Act, 2013	The Companies Act, 2013, along with the relevant rules, clarifications and modifications made thereunder
Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company appointed in terms of Regulation 6(1) of the SEBI Listing Regulations, being Sneha Patwardhan
CRM	Client Relationship Management
CrPC	Code of Criminal Procedure, 1973
CSR	Corporate Social Responsibility
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a Pandemic on March 11, 2020
CXO	Chief experience officer
CY	Calendar Year
Demat	Dematerialized
Designated Stock Exchange/ DSE	BSE Limited
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DCM	Debt Capital Markets
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
ECM	Equity Capital Markets
EGM	Extraordinary General Meeting
EPS	Earnings per share
FDI	Foreign direct investment
FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion (<i>formerly, now referred to as the Department of Promotion of Industry and Internal Trade</i>), Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
FEMA	The Foreign Exchange Management Act, 1999 read with rules, regulations, notifications, circulars and directions thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/ Fiscal/ Fiscal Year/ FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
Equity Share(s) or Share(s)	Fully paid-up equity shares of 3,50,74,457 having a face value of ₹10 each unless otherwise specified in the context thereof
FII(s)	Foreign Institutional Investors registered with SEBI under applicable laws
FIR	First information report
FPI(s)	Foreign Portfolio Investors registered with SEBI under applicable laws

Term	Description
Fugitive economic offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
GoI/ Central Government / Government	The Government of India
GST	Goods and Services Tax
HNI	High Net worth Individuals
ICAI	Institute of Chartered Accountants of India
Income Tax Act / IT Act	Income-tax Act, 1961 and amendments thereto
IND AS	Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as notified under Rule 3 of Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP/ IGAAP	In accordance with the accounting principles generally accepted in India, including the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014
IPC	Indian Penal Code, 1860 and amendments thereto
ISIN	International Securities Identification Number allotted by the depository
IT	Information Technology
KYC	Know your customer
Listing Agreement	Equity listing agreements entered into between our Company and the Stock Exchanges post applicability of the SEBI Listing Regulations
LLP	Limited Liability Partnership
M&A	Mergers and acquisitions
MCA	Ministry of Corporate Affairs, GoI
MD	Managing director
MF	Mutual funds
NBFC	Non-banking financial company
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Ministry of Corporate Affairs, Government of India
NR	Non-Resident
NRI(s)	Non-Resident Indian(s)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
PMS	Portfolio Management Services
RBI	The Reserve Bank of India
RM	Relationship manager
SARFAESI Act	The Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002, as amended
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	Securities Contract (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI Circular	SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023
SEBI ICDR Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto
SEBI IFSC Guidelines	Securities and Exchange Board of India (International Financial Services Centres) Guidelines, 2015
SEBI Investment Advisers Regulations	Securities and Exchange Board of India (Investment Advisers) Regulations, 2013, and amendments thereto
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time

Term	Description
SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto
SEBI MF Amendment Regulations	Securities and Exchange Board of India (Mutual Funds) (Amendment) Regulations, 2018 dated March 13, 2018
SPPI	Sole Payment of Principal and Interest
Stock Exchange(s)	BSE and NSE
Takeover Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
UHNI	Ultra High Net worth Individuals
US/USA	The United States of America
Wilful defaulter or a fraudulent borrower	A person or an issuer who or which is categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India, in accordance with regulation 2(1)(III) of the SEBI ICDR Regulations

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

All references in this Information Memorandum to “India” are to the Republic of India. All references to the “Government”, “Indian Government”, “GOI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable. Unless stated otherwise, all references to page numbers in this Information Memorandum are to the page numbers of this Information Memorandum.

Financial Data

Our Company publishes its Restated Consolidated Financial Information in India Rupees in millions. Unless stated otherwise or unless context requires otherwise, the financial data pertaining to the Company, Subsidiaries, and Associates in this Information Memorandum is derived from our Restated Consolidated Financial Information for financial years ended March 31, 2023, March 31, 2022, March 31, 2021, and such Restated Consolidated Financial Information are represented in ₹ million. Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial Year or Fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Information Memorandum are to a calendar year and references to a fiscal/financial year are to the year ended on March 31, of that calendar year.

Unless the context requires or unless indicated otherwise, 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 17, 88 and 351, respectively, and elsewhere in this Information Memorandum have been calculated on the basis of the Restated Consolidated Financial Information of our Company.

Certain figures contained in this Information Memorandum, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from any third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Non-GAAP Financial Measures

In evaluating our business, we consider and use non-GAAP financial measures such as EBITDA and return on net worth to (“**Non-GAAP Measure**”) review and assess our operating performance. These non-GAAP financial measures are supplemental measures of our performance and liquidity, that are not defined by, required by, or presented in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP measures are not standardised terms. Hence, they may not be comparable to similarly titled measures reported by other companies, due to potential inconsistencies in the method of calculation. Other companies may calculate these Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, we have included these non-GAAP financial measures because we believe they are indicative measures of our operating performance and are used by investors and analysts to evaluate companies in the same industry. These non-GAAP financial measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should be considered in addition to, and not as a substitute for, other measures of financial performance and liquidity reported in accordance with Ind AS. These measures should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability, or results of operations derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Information Memorandum has been obtained or derived from the report titled “Research Report on Wealth Management, Asset Management, Capital Markets” dated May 31, 2023 (“**CARE Report**”) which is exclusively prepared for the purpose of the listing and issued by CARE Advisory Research and Training Limited (“**CARE**”) and is commissioned and paid for by our Company.

CARE was appointed by our Company pursuant to engagement letter dated May 03, 2023. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

CARE is an independent agency which has no relationship with our Company, our Promoter, any of our Directors or Key Managerial Personnel.

For details of risks in relation to the CARE Report, see “*Risk Factors – Industry information included in this Information Memorandum has been derived from an industry report commissioned from CARE EDGE and paid by us for such purposes. There can be no assurance that such third-party statistical, financial, and other industry information is either complete or accurate*” on page 30.

Although the industry and market data used in this Information memorandum is reliable, industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which the market and industry data presented in this Information Memorandum is meaningful depends upon the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different market and industry sources.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 17. Accordingly, investment decisions should not be based solely on such information.

Currency and Units of Presentation

Unless otherwise specified or the context otherwise requires, all references to:

- “INR”, “₹”, “Indian Rupees”, “Rupees” and “Rs” are to the legal currency of India; and
- “US\$”, “USD”, “\$” and “U.S. Dollars” are to the legal currency of the United States of America.

In this Information Memorandum, our Company has presented certain numerical information. All figures have been expressed in millions or billions. One million represents ‘0.1 crore’, ‘10 lakhs’ or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Information Memorandum expressed in such denominations as provided in their respective sources.

Exchange Rates

This Information Memorandum may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI Rules and 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 exchange rates of certain currencies used in this Information Memorandum and Restated Consolidated Financial Information into Indian Rupees for the periods indicated are provided below:

S. No.	Name of the Currency	Exchange rates as on		
		March 31, 2023 (in ₹)	March 31, 2022 (in ₹)	March 31, 2021 (in ₹)
1.	United states dollar (USD)	82.18	75.79	73.50
2.	British pound sterling (GBP)	101.64	99.42	99.37
3.	Singapore Dollar (SGD)	61.81	55.96	54.36

Source: Exchange rate as available on Bloomberg and FBIL.

Note: Exchange rate is rounded off to two decimal points.

Note: In the event that any of the abovementioned dates of any of the respective financial years is a public holiday, the previous calendar day not being a public holiday has been considered

FORWARD LOOKING STATEMENTS

This Information Memorandum contains certain “forward-looking statements”. Certain statements contained in this Information Memorandum that are not statements of historical fact constitute forward- looking statements. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “estimate”, “expect”, “future”, “forecast”, “intend”, “likely to”, “may”, “objective”, “plan”, “potential”, “project”, “propose”, “pursue”, “outlook”, “strategy”, “seek to”, “shall”, “should”, “target”, “will”, “will continue”, “will pursue”, “would” or other words or phrases of similar import. Similarly, statements that describe our Company’s objectives, plans or goals are also forward- looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Information Memorandum that are not historical facts.

These forward-looking statements contained in this Information Memorandum (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. This may be due to risks or uncertainties or assumptions associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in the industry and incidence of any natural calamities and/or acts of violence. Important factors that could cause our actual results, performances and achievements to differ materially from any of the forward-looking statements include, among others:

1. We are subject to extensive statutory and regulatory requirements and supervision, which may have a material influence and consequences on our business operations.
2. We face significant competition in our businesses which may limit our growth and prospects.
3. There are operational risks associated with the financial services industry which, if realised, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.
4. Our Company extends loans against securities to our clients as part of our ESOP financing, loan against securities and margin trade financing facilities business. Any default by a client coupled with a downturn in the stock markets could result in substantial losses for our Company.
5. Our financial performance is subject to interest rate risk, and our inability to manage this risk may have a material adverse effect on our business prospects, financial condition, cash flows, and results of operation.
6. A significant decrease in our liquidity could negatively affect our ability to repay our lenders and our businesses.
7. Our Company has also availed borrowings including by way of unsecured loans from banks and other financial institutions, which may be recalled on demand.
8. If research disseminated or advice provided by us contains errors, it could have a material adverse effect on our business, financial condition, or results of operations.
9. Continued growth of our revenues is dependent on our sustained ability to increase clients and clients assets managed / advised by us. Any reduction in the attractiveness of products offered by us to our clients or in our fee structure or otherwise, may result in an adverse effect on our business, financial condition, cash flows or results of operation.
10. If our investment products under asset management business underperform, our AUM could decline and adversely affect our revenues, reputation, and brand.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the section “*Risk Factors*” on page 17.

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.

Forward-looking statements reflect the current views of our Company as on the date of this Information

Memorandum and are not a guarantee of future performance. These statements are based on the 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 are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoter, our Directors, 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.

SECTION II –INFORMATION MEMORANDUM SUMMARY

This section is a summary of specific disclosures included in this Information Memorandum and is not exhaustive nor does it purport to contain a summary of all disclosures or 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 Information Memorandum, including the sections entitled “**Risk Factors**”, “**Industry Overview**”, “**Outstanding Litigation and Material Developments**”, “**Our Promoter and Promoter Group**”, “**Financial Statements**”, “**Our Business**” and “**Main Provisions of the Articles of Association**” on pages 17, 67, 395, 145, 156, 88 and 418, respectively. For additional information and further details with respect to any of the information summarised below, please refer to the relevant sections of this Information Memorandum. Unless otherwise stated or unless context requires otherwise, the financial information in this section is derived from the Restated Consolidated Financial Information.

Summary of primary business of our Company

We are one of the leading integrated wealth management companies in India, with client assets of ₹ 2,297.37 billion and a network of 2,726 employees in more than 90 offices spread across the world, as of March 31, 2023. Our diversified client segments include affluent and high net worth individuals, ultra-high net worth individuals, affluent families and family offices, corporate and institutional clients. We offer a complete suite of wealth management, asset management and capital markets services amongst others. This exhaustive suite of offerings differentiates our platform and enables us to deliver the right solutions to all our clients, harnessing all the capabilities of our platform.

For further details, please refer “*Our Business*” on page 88.

Summary of industry in which our Company operates (Source: CARE Report)

The three segments namely ultra-high net worth individuals (UHNI), high net-worth individuals (HNI) and affluent contribute to more than 80% of India’s wealth. In the medium to long term, UHNI, HNI and affluents segment are likely to see tremendous growth on the back of growth in Indian economic, rising affluence and financialization of assets. India’s HNI population is expected to grow more than double by 2027 over 2022, making it one of the world’s fastest-growing wealth markets. There is a big opportunity for wealth management firms to tap into an underpenetrated market with huge upside growth potential for wealth managers.

Further, AIF as an asset class has grown at a CAGR of 28.5% as against 13.5% for Mutual Funds for fiscal years 2019 to 2023. AUM for AIF still accounts for merely 2.3% of total GDP.

For further details, please refer “*Industry Overview*” on page 67.

Our Promoter

The Promoter of our Company is PAGAC Ecstasy Pte Ltd.

Shareholding of our Promoter and Members of our Promoter Group

As on the date of this Information Memorandum, the shareholding of the Promoter and the members of the Promoter Group are detailed below:

Sr. No.	Name of person/Entity	No. of Equity Shares held	Percentage of the paid-up Equity Share capital (in %)
(A) Promoter			
1.	PAGAC Ecstasy Pte. Ltd (PAGAC)	1,93,92,068*	55.29
	Total (A)	1,93,92,068	55.29
(B) Promoter Group			
1.	Asia Pragati Strategic Investment Fund	3,15,277	0.90
	Total (B)	3,15,277	0.90
	Total (A+B)	1,97,07,345	56.19

* including 4 shares held by nominees of PAGAC

Financial Information

The following information has been derived from the Restated Consolidated Financial Information as at and for the financial years ended March 31, 2023, March 31, 2022, and March 31, 2021:

(in ₹ million, except per share data)

Particulars	For the financial year ended March 31, 2023	For the financial year ended March 31, 2022	For the financial year ended March 31, 2021
Paid up Equity Share capital	350.56	171.71	171.71
Net worth ⁽¹⁾	22,237.12	18,804.36	15,751.72
Revenue ⁽²⁾	22,303.93	17,833.08	13,699.28
Profit after Tax ⁽³⁾	3,050.69	8,573.93	(4,749.83)
Earnings per Equity Share (basic) ⁽⁴⁾	92.07	244.67	(166.81)
Earnings per Equity Share (diluted) ⁽⁴⁾	92.07	244.67	(166.81)
Net asset value per Equity Share ⁽⁵⁾	634.33	536.62	449.51
Total borrowings ⁽⁶⁾	54,131.50	35,489.51	14,276.16

Notes

⁽¹⁾ Net worth = Equity share capital + Instruments entirely equity in nature + Other equity (excluding revaluation reserves)

⁽²⁾ Revenue = Total revenue from operations + other income

⁽³⁾ Profit after tax includes exceptional items and profit after tax from discontinuing operations

⁽⁴⁾ Earnings per share is calculated on Net profit for the period after tax (including profits from discontinuing operations and exceptional items) attributable to the owners of the Company. The Equity shares used for computing earnings per shares includes Compulsorily Convertible Debentures (CCDs)

⁽⁵⁾ Net asset value per Equity Share = Net worth / (Number of equity shares outstanding as at reporting date + number of equity shares to be issued on conversion of Instruments entirely equity in nature (CCDs))

⁽⁶⁾ Total borrowings = Debt securities + borrowing (other than debt securities) + subordinated liabilities

For further details, see “Other Financial Information” on page 345.

Auditor Qualifications or Adverse Remarks

There have been no qualifications or adverse remarks by our Auditor in the Restated Consolidated Financial Information which requires corrective adjustment in the Restated Consolidated Financial Information.

The following modifications as appearing in examination report dated June 16, 2023 issued by the Statutory Auditor do not require any corrective adjustments to Restated Consolidated Financial Information:

CARO:

Our Statutory Auditors have included as an annexure in their auditors report on consolidated financial statements of the Company for the year ended March 31, 2023, a statement on certain matters specified in the Companies (Auditors Report) Order, 2020 (“the Order”) which has unfavourable or adverse remarks by the auditors of subsidiaries companies with respect to clause iii (c) (i.e. loans granted wherein schedule for repayment of principal and interest had not been stipulated in the agreement) and xvii (i.e. Cash losses incurred during the financial year or in the immediately preceding financial year), which do not require any corrective adjustment in the Restated Consolidated Financial Information.

Our Statutory Auditors have included as an annexure in their auditors report on consolidated financial statements of the Company for the year ended March 31, 2022, a statement on certain matters specified in the Companies (Auditors Report) Order, 2020 (“the Order”) which has unfavourable or adverse remarks by the auditors of subsidiaries companies/associate with respect to clause iii (c) (i.e. loans granted wherein schedule for repayment of principal and interest had not been stipulated in the agreement), xvii (i.e. Cash losses incurred during the financial year or in the immediately preceding financial year) and xix (i.e. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the date of balance sheet), which do not require any corrective adjustment in the Restated Consolidated Financial Information.

With respect to Emphasis of matter: -

Our Statutory Auditors have included an emphasis of matter in their reports on our audited consolidated financial statements as at and for year ended March 31, 2022, with respect to the note included in such audited consolidated financial statements on the uncertainty caused by the continuing COVID- 19 pandemic and the related probable events which could impact the Group's carrying value of its assets, estimates of impairment of loans to customers and operations of the Group. Our Statutory Auditors have not modified their opinion in respect of this matter.

Our Statutory Auditors have included an emphasis of matter in their reports on our audited consolidated financial statements as at and for year ended March 31, 2021, with respect to the note included in such audited consolidated financial statements on the uncertainty caused by the continuing COVID- 19 pandemic and the related probable events which could impact the Group's carrying value of its assets, estimates of impairment of loans to customers and operations of the Group. Our Statutory Auditors have not modified their opinion in respect of this matter.

For details of above note see “*Financial Information*” on page 156.

Summary of Outstanding Litigation:

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Group Companies, our Directors and our Promoter as disclosed in the section titled “*Outstanding Litigation and Other Material Developments*” have been set out below:

Name of the Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges	Material Civil Litigation	Aggregate amount involved (₹ in million)
Company						
By our Company	Nil	12	Nil	Nil	Nil	364.53
Against our Company	1	7	Nil	2	Nil	449.85
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	2	Nil	Nil	Nil	1	Nil
Promoter						
By Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By Subsidiaries	8	18	Nil	Nil	Nil	181.29
Against Subsidiaries	17	4	6	Nil	9	7,165.12
Group Companies						
By Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

For further details of the outstanding litigation proceedings, see “*Outstanding Litigation and Other Material Developments*” at page 395.

Risk Factors

For details of the risks associated with our Company, see the section “*Risk Factors*” on page 17.

Contingent Liabilities

The details of the contingent liabilities (as per Ind AS 37) of our Company as at March 31, 2023, March 31, 2022, and March 31, 2021 derived from the Restated Consolidated Financial Information are set forth below:

(in ₹ million)

Contingent Liabilities	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
For taxation matters	4.04	4.13	15.93
Bank Guarantees provided to exchanges for meeting margin requirements	17,000.00	11,450.00	7,150.00
Claims made by the parties not acknowledged as debts	227.98	254.17	78.26
Litigation pending against the Group	6.84	6.84	8.04
Total	17,238.86	11,715.14	7,252.23

Further, the following are the outstanding commitments:

(in ₹ million)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Estimated amount of contracts remaining to be executed on capital account (net of advances)	93.96	144.66	45.18
Sponsor capital commitments (net of investments)	130.4	87.5	-

For further information on our contingent liabilities as per Ind AS 37 as at March 31, 2023, 2022 and 2021, see “Financial Statements - Restated Consolidated Financial Information – Note 46 A.: Contingent Liability” on page 253.

Summary of Related Party Transactions

For details of the related party transactions see “Related party Transaction”, beginning on page 154.

Financing Arrangements

There have been no financing arrangements whereby our Promoter, directors of our Promoter, members of our Promoter Group or 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 business of the financing entity during a period of six months immediately preceding the date of this Information Memorandum.

Weighted average price at which the Equity Shares were acquired by the Promoter in the one year preceding the date of this Information Memorandum

The weighted average price at which Equity Shares were acquired by our Promoter in the one year preceding the date of this Information Memorandum is not applicable as no Equity Shares were acquired by our Promoter in last one year.

Price at which Equity Shares were acquired by the Promoter, members of Promoter Group and other shareholders with right to nominate directors or any other rights in the last three years

The details of the price of acquisition at which Equity Shares of the Company in the last three years from the date of the Information Memorandum were acquired by the Promoter, member of the Promoter Group and shareholders with nomination or other special rights are set out below:

Sr. No.	Name of the acquirer/ shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Price of acquisition per Equity Share (in ₹)	Nature of Acquisition
Promoter					
1.	PAGAC Ecstasy Pte. Ltd	March 19, 2021	9,70,087	1,255.64	Preferential Issue
2.	PAGAC Ecstasy Pte. Ltd	March 23, 2021	16,95,427	1,588.77	Transfer from Kora Investments I LLC
3.	PAGAC Ecstasy Pte. Ltd	March 26, 2021	10,05,023	1,588.77	Transfer from Sanaka Growth SPV I Limited
4.	PAGAC Ecstasy Pte. Ltd	May 10, 2022	1,75,55,986	1255.64	Conversion of 2,20,44,000 - 0.001% Compulsorily Convertible Debentures
Promoter Group					
1.	Asia Pragati Strategic Investment Fund	May 10, 2022	3,15,277	1255.64	Conversion of 3,95,875 0.001% Compulsorily Convertible Debentures

Average cost of acquisition

The average cost of acquisition per Equity Share for the Promoter is ₹ 1,298.32.

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

Our Company has not issued any Equity Shares for consideration other than cash or bonus issue in the one year preceding the date of this Information Memorandum except for the Equity Shares issued pursuant to the Scheme.

Spilt or consolidation

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Information Memorandum.

Exemption under securities laws

Our Company was granted an exemption from the application of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 by the SEBI vide the letter no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/38079/1 dated September 13, 2023

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in our Equity Shares.

To obtain a more detailed understanding of our business and operations, prospective investors should read this section in conjunction with “Our Business”, “Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Key Regulations and Policies in India” and “Outstanding Litigation and Material Developments” on pages 88, 156, 351, 103 and 395, respectively.

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate. In addition, the risks provided in this section may not be exhaustive and additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our businesses, financial condition, results of operations, cash flows and prospects. If any of the following risks (or a combination of them), or other risks that are not currently known or are now deemed immaterial, actually occur, our businesses, financial condition, results of operations, cash flows and prospects could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. 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 particular consequences of investing in the Offer.

Prospective investors should pay particular attention to the fact that we are incorporated under the laws of India and are subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. This Information Memorandum also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Information Memorandum. For details, see “Forward-Looking Statements” on page 12.

Our Company’s Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise stated or the context otherwise requires, references in this section to “we”, “our” or “us” are to the Nuvama.

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Research Report on Wealth Management, Asset Management, Capital Markets” prepared and issued by the CARE Advisory Research and Training Limited (“CARE”), commissioned by and paid for by us. Also see, “Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data” on page 8.

Unless specified in the relevant risk factor below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Unless context requires otherwise the financial information in this section is derived from our Financial Statements unless otherwise stated or unless context requires otherwise.

Internal Risk Factors

1. We are subject to extensive statutory and regulatory requirements and supervision, which may have a material influence and consequences on our business operations.

All our businesses and business activities are subject to extensive scrutiny, periodic inspections, supervision and regulations by the Government and various regulatory authorities, including the SEBI, Stock Exchanges, and RBI, with whom we are registered as an intermediary. For details of our business activities, see “Our Business” and “Key Regulations and Policies in India” on pages 88 and 103, respectively. The changes in regulations and tax laws could have adverse impact on our business volumes and revenues.

Commission from distribution of financial products is also subject to regulations and changes in tax laws. The recent circular of SEBI (ref: SEBI/HO/AFD/PoD/CIR/2023/ 054) dated April 10, 2023 (“Circular”), *inter-alia*, provides for charging of distribution commission on trail basis on Category I and Category II AIFs. We earn a large portion of such revenue from the sale of such products. Pursuant to the Circular, such funds shall pay up to a maximum of one third of total commission in the first year and the remaining fees on equal trail basis over the tenure of the fund. While the aggregate commissions accruing to us from distribution of

such products does not materially change, this pattern of charging of commission would imply lower commissions to us in the initial years compared to the current pattern of charging of commissions and their accruals in our books. This would result in lower reported revenues from such products in the initial years.

Pursuant to the Budget 2023, the Income Tax Act provisions have been amended to provide that returns on investment in 'market linked debentures' (a security, which has an underlying principal component as debt and where the returns are linked to market returns on other underlying securities or indices, which includes any security classified or regulated as market linked debentures by SEBI) will be taxed as short-term capital gains, which might not be favorable for the wealth management clients. Similarly, the Budget 2023 reduced the threshold for tax deductibility for insurance policies from an aggregate annual premium per individual of ₹10 lakhs per annum to ₹5 lakhs per annum. These products may thus become less attractive instruments as investments for investors and would reduce volume of distribution and commission income thereon for us.

If the regulatory changes require the asset management companies and portfolio managers to reduce the total expense ratio it may result in lower distribution fees and commission income from our distribution of such products. Such changes may also adversely impact the management fee earned from our asset management business.

The regulatory limits on the brokerage fee rates are imposed by the Stock Exchanges. Any reduction in the current level of limits on fees, will have a material adverse impact on our revenue and cash flows.

The requirements imposed by these regulators are designed to ensure the integrity of the financial markets and to protect investors' interests. While we attempt to comply with all regulatory provisions applicable to us, in the event we are unable to comply with the observation and directions made by these regulators, we could be subject to supervisory and regulatory actions, which includes issuance of administrative warnings/deficiency letters, fines, penalties, or sanctions and, in certain circumstances, could lead to suspension or revocation of certain of our licenses, which may have a material adverse effect on our business, reputation, financial condition, cash flows and results of operations.

Further, other laws applicable to our businesses continue to evolve and may be amended, revised, or replaced in future by the Government or regulatory authorities, or due to judicial decisions. Such changes may impose onerous conditions on our business activities, or require us to change the systems, policies or procedures established by us for the purposes of compliance with applicable law. Any onerous conditions imposed by, or material changes required in our systems, policies or procedures may increase our compliance cost thereby adversely affecting our business, cash flows, and results of operations.

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

We operate in business segments of financial services, which operate in highly competitive environment.

We face significant competition from dedicated wealth management companies and several other market participants, including established Indian and foreign banks, with wide geographical reach and offer a variety of financial services enabling them to leverage their existing platforms and services to cross-sell their wealth management services. We also compete with a large number of independent financial advisors as a consequence of the fragmented wealth management in India. We are also exposed to risk of delayed or lack of payment of fees by current and prior clients. Further, with the rise in the use of technology, we may face competition from new entrants in the industry who may leverage technology to provide products and services similar to ours or services which our clients would prefer over services provided by us. This increased competition may result in our inability to grow or maintain our market share and to attracting and retain clients.

Some of our competitors may have, amongst others, the following advantages over us:

- substantially greater financial resources;
- well-established branch network;
- longer operating history than us in certain of our businesses;
- greater brand recognition among clients;

- more diversified operations which allow utilisation of funds from profitable business activities to support business activities with lower, or no profitability; and
- robust technology platforms compared to the ones used by us.

Further, some of our products and service offerings can be replicated by others. This increases the risk of competition. Any consolidation in the businesses we operate would also expose us to competitive pressures.

Our brokerage fee in the institutional equities and wealth management business are primarily driven by the volume of trade, and the fee charged by us *vis a vis* our competitors. If we face increased competition on our brokerage fee levels, we may have to provide additional products and services in addition to lowering our brokerage fee, to attract and retain clients.

Similarly, in our investment banking business, we face significant competition from the industry players who may have an advantage over us due to, *inter alia*, larger financial resources, stronger brand recognition, lower costs, and the ability to charge lower fees. Any of the above risks could have a material adverse effect on our business, financial condition, cash flows, and results of operations.

In our asset management business, we operate in a competitive environment and our ability to grow AUM and fees will depend among others on the fees charged by our competitors and performance of our funds and our ability to offer niche products to our clients.

As a result of competition, we may face increased pressures on our revenues across our businesses and will need to provide better and customized services and products to differentiate ourselves and to retain and attract clients and business partners.

These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures. While we believe that with our strong financial position, deep client relationships, large base of relationship managers and strong research capabilities, we are well positioned to retain our clients against any competition, our business, financial condition, cash flows, results of operations and prospects may be adversely affected if we are not able to maintain our market position, sustain our growth, develop new products or target new markets. In addition, competitive pressures may also lead to downward pressures on our brokerage commission rates, which could also affect our financial condition, results of operations and cash flow.

3. *There are operational risks associated with the financial services industry which, if realised, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.*

Similar to other companies in the financial services sector, we are exposed to a number of operational risks that can have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects, including our brokerage business. Such risks could manifest at any time in the future. The key operational risks we are exposed to include:

- human and systems errors, including in the confirmation, entry or settlement of transactions, arising due to the complexity and high volume of transactions;
- dealing with errors including transaction execution errors;
- inadvertent deviations from defined processes and inadvertent errors due to the manual nature of processes;
- delay or failure to timely transfer, pledge or un-pledge securities to and from depository participants;
- failure to establish and maintain an effective controls and compliance oversight failures;
- delay, failure or inability to debit funds or securities blocked from permitted accounts;
- failure of technology in our processes, including risk management and settlement processes, causing errors or disrupting our operations;
- non-confirmation or delayed confirmation of transactions by our institutional brokerage clients;

- inadequate technology infrastructure or inappropriate systems architecture;
- failure to adequately monitor and control sub-brokers, business partners, and IAs;
- failure to implement sufficient information security, including cyber-security, and controls;
- failure to maintain appropriate deposits with exchanges;
- mis-selling or fraud by employees;
- erroneous transactions due to badly designed or malfunctioning algorithms for our institutional brokerage clients;
- an interruption in services by our critical service providers;
- failure to timely report transactions to concerned intermediaries;
- damage to physical assets, either IT assets or non-IT assets;
- failure of our complex automated risk management systems due to incorrect or inadequate algorithms;
- inadequate due diligence, including client verification, non-adherence to anti-money laundering guidelines, KYC processes and client needs analysis, in the sales process; and
- failure to comply with other applicable laws, regulations, accounting norms or regulatory policies, including as a result of the adoption of widely followed market practices.

If any of the foregoing were to occur, it could have a material adverse effect on our reputation, business, financial condition, cash flows, results of operations and prospects. Although we have implemented internal control measures to prevent against the risk of operational failure, we may not be able to completely avoid the occurrence of or timely detect any operational failure.

4. *Our Company extends loans against securities to our clients as part of our ESOP financing, loan against securities and margin trade financing facilities business. Any default by a client coupled with a downturn in the stock markets could result in substantial losses for our Company.*

The loans granted to our clients as part of our ESOP financing, loan against securities and margin trade financing facilities, generally such loans have a maturity of less than one year, are secured against securities held by our clients, whose value is linked to the capital markets. Although we have a well-defined risk management framework on extension of such facilities to clients and portfolio monitoring (which include limits on the amount of margin and assessing the quality of collateral provided by the clients) and pre-determined margin call thresholds, in the event of adverse movement in security prices (stock, bonds etc.) due to adverse market developments or other reasons, the collateral may decrease significantly in value and in an eventuality of liquidation, we may not be able recover the full amount of such loans resulting in a loss. We may also incur credit losses on account of client defaults, which could have an adverse impact on our operations' business, financial condition, cash flows, results of operations and prospects.

5. *Our financial performance is subject to interest rate and market risk, and our inability to manage this risk may have a material adverse effect on our business prospects, financial condition, cash flows, and results of operation.*

Interest rates in India have been volatile in the past. These are highly sensitive, and the fluctuations are dependent upon many factors, *inter alia*, inflation in the economy, monetary policies of the RBI, liquidity position in money markets and domestic as well as international economic and political conditions, which are beyond the control of the Company.

Our results of operations, including our interest income from lending / credit solutions are dependent on our ability to manage our interest rate risk. For Fiscal 2023, our aggregate interest income was 29.62% of our Total revenue and our aggregate interest expenses from borrowings was 21.05% of our total expenses for the Fiscal 2023.

We generally charge interest at a fixed rate on our loan/ credit facilities, such as ESOP loans, margin financing and loans against securities. Our funding arrangements may include both fixed and floating rate borrowings. Due to the profile of interest-bearing assets and liabilities we run asset/ liability maturity mismatch and repricing risk in our asset / liability profile leading to interest rate risk.

Any volatility in interest rates may adversely affect our business, which may reduce the profitability margin on our financing products, or our financing products may become commercially unattractive. Our net interest income from financing activities and net interest margin would be adversely impacted in case of any increase in interest rates if the yield on our interest-earning assets does not increase simultaneously with or to the same extent as our cost of funds. In the event of a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, it could adversely impact our interest income from financing activities and net interest margin, result of operations and cash flows.

Additional risks arising from volatility and increasing interest rates, among others, include, reduction in the volume of loan disbursements as a result of a client's inability to service high interest rate payments and possible default on repayment resulting in credit loss, which can have a material adverse impact on our result of operations and cash flows.

We may also deploy capital in various market linked instruments such as debt products, cash equity, derivatives, funds or any such instrument. Additionally, we may also use derivatives to hedge some of our exposures, particularly in respect of our borrowings by way of market linked debentures. Any material adverse market movement in the market prices of such instruments, inability to maintain an effective hedge or significant poor performance of the invested instruments may have adverse effects on our result of operations and cash flows.

Asia Pragati Strategic Investment Fund, one of the entities of our Promoter Group, has provided a liquidity support arrangement to entities within Nuvama Group by committing to subscribe to non-convertible debentures to be issued by entities within Nuvama Group for an aggregate amount of Rs. 30.00 billion to meet our liquidity requirements in case of contingencies. Nuvama Group has not availed any amounts under the said arrangement as on date. This arrangement was intended to ease the transition of the Nuvama Group from being a part of the Edelweiss group to an independent group and hence, may be terminated prior to listing of the equity shares of the Company. Such termination may have an adverse impact on cost and / or availability of funds for the Nuvama Group.

There can be no assurance that we will be able to adequately manage our market risk and/or interest rate risk.

6. *A significant decrease in our liquidity could negatively affect our ability to repay our lenders and our businesses.*

Maintaining adequate liquidity is crucial to our wealth management and capital market businesses, specifically for lending, brokerage operations, and clearing businesses. Our liquidity position is dependent upon internal accruals, and our timely access to, and costs associated with raising resources. Our funding requirements historically have been met from a combination of term loans, commercial papers, non-convertible debentures, market linked debentures/ bonds, working capital facilities and equity contributions. We face certain additional regulatory restrictions on our ability to obtain financing from the banking sector in respect of certain broking activities and we rely on market sources to fund these requirements.

During periods of disruption in the credit and capital markets or changes in the regulatory environment, potential sources of external financing could be limited, and our borrowing costs could increase. Also, we could face delays in realization from our borrowers in our lending business impacting on our liquidity position. External financing may not be available to us on commercially acceptable terms, or at all, due to disruptions in the credit and capital markets, changes in regulations relating to capital raising activities, general market conditions for capital raising activities, and other economic and political conditions outside our control. Any of the risks highlighted above in relation to a decrease in our liquidity could have a material adverse effect on our business, ability to repay our obligations, results of operation and prospects.

We also use borrowings as collateral with the exchanges and clearing houses. Our results of operations and cash flow might be severely restricted in the event of (i) our inability to borrow from the market; (ii) increase in the borrowing rates; or (iii) any regulatory increase in margins and/or type of collateral permissible as margin.

7. *Our Company has also availed borrowings including by way of unsecured loans from banks and other financial institutions, which may be recalled on demand.*

Our Company has availed credit facilities from banks which are repayable on demand. These facilities are repayable in accordance with agreed repayment terms; however, it may be recalled by the relevant lender at any time. Further, certain of our subsisting loans/ borrowing facilities and borrowing through other instruments may be recalled at the option of the lenders. There can be no assurance that the lenders will not recall such borrowings. In such cases, we may be required to repay the entirety of the loans together with accrued interest.

We may not be able to generate sufficient funds at short notice to be able to repay such loans and may resort to refinancing such loans at a higher rate of interest and on terms not favorable to it. Failure to repay such loans in a timely manner may have a material adverse effect on our business, results of operation, financial condition, and cash flow. If we are unable to pay our debt, affected lenders could also proceed against any collateral granted to them to secure such indebtedness. Further, such covenant defaults could result in cross-defaults in our other debt financing agreements. In the event our lenders accelerate the repayment of our borrowings, there can be no assurance that we will have sufficient assets to repay our indebtedness.

For further details of our borrowings, refer disclosure of borrowings as at March 31, 2023 as required by Schedule III of Companies Act and relevant accounting standards, see “*Financial Information*” on page 156.

8. *If research disseminated or advice provided by us contains errors, it could have a material adverse effect on our business, financial condition, or results of operations.*

Our research team provides our clients with research covering recommendations on various quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives linked to equity markets, commodities currencies, and mutual funds, in addition to macro-economic or industry-related research. Although due care and caution is taken in issuing research recommendations, the accuracy, adequacy, or completeness of such information, which is based on information obtained from sources that we consider reliable, is not guaranteed. Errors or omissions in the information or the results obtained from the use of such information may cause our research findings to be incorrect.

Further, certain industry and market data may be subject to assumptions, and methodologies for assumptions vary widely among different data sources. Additionally, such assumptions may change due to various factors which are beyond our control. Accordingly, there is no assurance that our assumptions, or those relied upon by us, will be accurate, which may affect the accuracy of our research findings. Incorrect research findings may expose us to complaints from clients and have a material adverse effect on our brokerage and distribution businesses, which would have a material adverse effect on our business, financial condition, cash flows, or results of operations. It may also subject us to regulatory action which may harm our reputation and brand.

9. *Continued growth of our revenues is dependent on our sustained ability to increase clients and clients assets managed / advised by us. Any reduction in the attractiveness of products offered by us to our clients or in our fee structure or otherwise, may result in an adverse effect on our business, financial condition, cash flows or results of operation.*

Our revenue from operations have grown from ₹ 12,727.74 million to ₹ 22,147.18 million and our client assets have grown from ₹ 1,669.69 billion to ₹ 2,297.37 billion from Fiscal 2021 to Fiscal 2023 respectively.

Our ability to sustain the growth of our businesses depends on various factors, including our ability to manage our growth and expand our client and business partner’s base. There can be no assurance that we will be able to sustain this growth in the future.

The willingness of investors to make investments in asset classes and financial products in our wealth management business is contingent on our ability to generate returns in line with or more than the client expectations. Any inability on our part to identify, distribute or offer appropriate financial products to clients or if such products underperform either according to their relevant benchmarks, or similar financial products provided by our competitors, for various reasons including general market conditions, investment decisions taken by the concerned fund managers and originators of financial products may result in a

withdrawal of clients and restrict our ability to attract new clients, leading to a potential reduction in client assets and fees/ commissions thereon.

While we believe distribution of our financial products and revenues therefrom are adequately diversified, any reduction in volumes of financial products originated by one or more originators we distribute or any reduction in demand for their financial products could adversely impact our client assets and revenue.

We may not be able to sustain our growth in the light of competitive pressure or other factors, such as not being able to implement business strategies and development plans effectively and efficiently. Any slowdown in our growth, whether in absolute terms or relative to industry trends could adversely affect our market position and a loss of our market position could adversely affect our ability to sustain our growth.

Further, our distribution fees and commission income may be impacted due to the growing technology, regulatory enablement and increase in the ease of investments in such funds, since our existing as well as potential clients may choose to access various financial products directly, thereby reducing or eliminating our involvement and fees.

If we are unable to address the needs of our clients and business partners by offering competitive rates, maintaining high quality client service, continuing product innovation and providing value added services, or if we otherwise fail to meet our clients' and business partners demands or expectations, we may not be able to sustain our historic growth or lose our existing base to our competitors, which may in turn have a material and adverse effect on our business, financial condition, cash flows, results of operations and prospects.

10. *Macroeconomic conditions and fluctuation in securities markets may impact our business, operations, revenues and cash flows.*

Our businesses are directly related to conditions prevailing in Indian securities markets, which are influenced by general economic conditions and macroeconomic factors such as performance of Indian economy, inflation, interest rates and liquidity, monetary and fiscal policies, political situation as well as a condition prevailing in global macroeconomic factors and global financial markets. Any adverse developments in above factors and fluctuations in the underlying markets may impact value of our client assets which are valued on mark to market basis, ability to grow client assets and demand for financial products we distribute and services we provide. This in turn could have adverse effects on our revenues, result of operations and cash flows.

11. *If our investment products under asset management business underperform, our AUM could decline and adversely affect our revenues, reputation, and brand.*

Our asset management business includes investment management for AIFs across multiple strategies and portfolio management services. We endeavour to address the clients' investment objectives by leveraging our research, origination capabilities, underwriting, and risk management efficiencies. As on date, our offerings cover private and public markets through a number of funds. As on March 31, 2023, our AUM stood at ₹ 55.87 billion.

Our revenues from our asset management business are typically in the form of asset management fees and performance incentives linked to returns generated in the funds. Our ability to raise commitments (translating into AUMs) depends on the products we offer and the returns the investors receive on such products. The performance of our funds/schemes and growth of our asset management business AUM is critical to retaining our existing clients and attracting new clients.

The investment strategies of our funds/schemes may lead them to underperform their relevant benchmarks, or similar investment products provided by our competitors for various reasons including investment decisions that we make, our inability to identify appropriate investment opportunities and the performance of the companies in which we invest on behalf of our funds/schemes. Any such periodic underperformance, either on an absolute or relative basis, may cause our AUM to decline, which could adversely affect the investment management fees that we earn and could impair our revenue.

12. *Failure or disruption of our IT systems or of the third-party public cloud providers may adversely affect our business, financial condition, cash flows, results of operations and prospects.*

We have implemented various information technology ("IT") solutions to cover key areas of our internal business operations, client -facing applications and services, execution of trades, client relationship

management (CRM), operations and back office, communication and collaboration, accounting, finance, human resource, governance risk and compliance tools, etc.

These systems are potentially vulnerable to damage or interruption from a variety of sources, which could result in a material adverse effect on our operations. An IT malfunction could disrupt our business or lead to disclosure of sensitive company information. Our ability to maintain our business operations depends on the proper and efficient operation and functioning of various IT systems, which are susceptible to malfunctions and interruptions (including those due to equipment damage, power outages, computer viruses and a range of other hardware, software, and network problems).

IT infrastructure covering all the key areas mentioned above includes variety of hardware, software, and networking components that support its operations, such as servers, routers, switches, other networking components, operating systems, databases, firewalls, end point security, intrusion detection systems, web application firewall, security incident and event management tool, and other security components, software programs that perform specific functions, such as email, document management.

Any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to plan, track, record and analyse work in progress and sales, process financial information, meet business objectives based on IT initiatives, or otherwise conduct our normal business operations, which may increase our costs and otherwise adversely affect our business, financial condition, results of operations and prospects.

Further, we use technology in almost every aspect of our business, including sales, risk management, client service and settlement. The Indian financial services industry (including securities industry) is undergoing rapid and significant technological and other changes. Our competitors could utilise better technology and improve the client experience, increase efficiencies, redesign products, improve client targeting, alter business models more effectively than or to effect disruptive changes in the Indian financial services industry. If we do not anticipate, innovate, keep pace with, and adapt to, technological and other changes impacting the Indian financial services industry, it could harm our ability to compete in the market, decrease the attractiveness of our products to clients and materially and adversely affect our business, financial condition, and results of operations.

Our services are hosted on third-party public cloud provider and such cloud services are key to our business continuity. In the event, the third-party public cloud provider fails to perform their contractual or other obligations satisfactorily, we may be unable to successfully carry out our operations or our clients and partners may face difficulties in their operations which could result in reduced profits or, in some cases, losses. Any of the foregoing could have a material adverse effect on our business, results of operations, cash flows, financial condition, and reputation.

13. The Nuvama brand is in the process of being registered. Any reputational damage to this brand name or logo could have an adverse effect on our financial condition, cash flows and results of operations.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) has applied for the registration of 23 trademarks in India under Class 36 of the Trade Marks Act, 1999 to the Controller General of Trade Marks, Mumbai ('Appropriate Authority'). We have filed applications for trademark registration of logo and device 'Nuvama', other associated logos for each of our businesses carried out through our Subsidiaries, Nuvama tune (sound mark) and Nuvama - lets do it right (logo and device) with tagline with the Appropriate Authority. The certificates of registration for trademarks are under process and will be issued by the Appropriate Authority in due course of time.

The "Nuvama" name, and logo ("Nuvama Brand") and related reputation is key to our business. Any negative publicity or perception about the Nuvama Brand business practices, whether true or not, could damage the Nuvama reputation, which could adversely affect our ability to attract and retain clients, and employees. This could result in a loss of revenue and market share, as well as increased legal, regulatory, and public relations costs, if not immediately and sufficiently remedied, which may have an adverse effect on our financial condition, cash flows and results of operations.

14. There are outstanding litigation proceedings against our Company and our Subsidiaries, which if determined adversely, could affect our business and the results of operations.

In the ordinary course of our business, our Company, and our Subsidiaries, are involved in certain legal proceedings, pending at varying levels of adjudication before various courts, tribunals, and appellate authorities.

A summary of outstanding material litigation proceedings involving our Company and Subsidiaries is set out below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in million)
Company						
By the Company	Nil	12	Nil	Nil	Nil	364.53
Against the Company	1	7	Nil	2	Nil	449.85
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	2	Nil	Nil	Nil	1	Nil
Promoter						
By Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By Subsidiaries	8	18	Nil	Nil	Nil	181.29
Against Subsidiaries	17	4	6	Nil	9	7,165.12
Group Companies						
By Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

As on date of this Information Memorandum, there are no outstanding litigations involving the Group Companies, which may have a material impact on our Company.

Given the uncertainties and complexities of many of these regulatory or legal proceedings, their outcome generally cannot be predicted with any reasonable degree of certainty.

We cannot assure you that any of the outstanding legal proceedings will be settled in our favour, or that no additional liability will arise out of these proceedings. We may incur significant expenses and managements' time in such legal proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. An adverse outcome in any of these proceedings could have an adverse effect on our business, financial condition, results of operations, and prospects.

Moreover, even if claims are withdrawn, or if we ultimately prevail in a relevant litigation, regulatory action, or investigation, we could suffer significant harm to our reputation, which could materially affect our prospects and future growth, including our ability to attract new contracts, retain current contracts and recruit and retain employees and agents.

For details, see "Outstanding Litigation and Material Developments" on page 395.

15. We are highly dependent on our management team, relationship managers and key personnel in our business. Any loss of such team members or the inability to attract or retain management personnel may have a material adverse effect on our business performance.

Our business and the implementation of our strategy are dependent upon our management team, who oversee our day-to-day operations, strategy, and growth of our business, and also on our Relationship Managers, who are integral for our Company to manage existing client relationships as well as establish new client relationships. Similarly, our asset management business relies on investment and product specialists, and our capital market business depends on our investment banking, research, and sales personnel among others. These resources are critical to our success.

If one or more members of our management team are unable or unwilling to continue in their present positions, such persons would be difficult to replace and our business, prospects and results of operations could have material adverse effect.

Competition in our industry for talent is high, and we cannot assure that members of our management team or high performing Relationship Managers will not leave our Company and join our competitors, and that we will be able to find suitable replacements for them, in a timely manner or at all. This could result in an increase in our expenses, a decline in the performance of our business, or damage to our reputation. In addition, we may need to increase employee compensation levels in order to retain our existing team and attract any additional personnel we may require.

While we believe our scale, client reach, comprehensive suites of products and services across our businesses, technology platform and infrastructure, and alignment of economic interests enable us to attract and retain such critical resources, our success in expanding our business will also depend, in part, on our ability to attract, retain and motivate mid-to-senior management personnel and trained and skilled employees, to maintain a high standard of client service. We may be unable to successfully manage our personnel needs, which could adversely affect our business prospects and results of operations. These risks could be heightened to the extent we invest in businesses or geographical regions in which we have limited experience. If we are not able to address these risks, our business, results of operations and financial condition could be materially adversely affected.

16. *We require certain approvals and licenses in the ordinary course of business, and the failure to obtain or retain them in a timely manner may have material adverse effects on our operations.*

We require certain approvals, licenses, registrations, and permissions for operating our business. As on date of this Information Memorandum, we have all the licenses and approvals that are required. However, there will be certain approvals which may expire and for which we will have to make an application to obtain the approval for its renewal. While we have procured all material approvals for our operations, we are in the process of renewing/procuring certain approvals and licenses as may be applicable and due for renewal. If we are unable to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, our business may be adversely affected. Furthermore, our regulatory approvals and licenses are subject to numerous conditions, some of which may be onerous and require us to make substantial compliance-related expenditure. If we are unable to comply or a regulator claim that we have not complied with these conditions, our business, prospects, financial condition and results of operations may be adversely affected. For details see “Government Approvals” on page 406.

17. *The examination report dated June 16, 2023, issued by the Statutory Auditor, in relation to the Restated Consolidated Financial Information contains certain emphasis of matter.*

There have been no qualifications or adverse remarks by our Auditor in the Restated Consolidated Financial Information which requires corrective adjustment in the Restated Consolidated Financial Information.

The following modifications as appearing in examination report dated June 16, 2023, issued by the Statutory Auditor do not require any corrective adjustments to Restated Consolidated Financial Information, :

CARO:

Our Statutory Auditors have included as an annexure in their auditors report on consolidated financial statements of the Company for the year ended March 31, 2023, a statement on certain matters specified in the Companies (Auditors Report) Order, 2020 (“the Order”) which has unfavourable or adverse remarks by the auditors of subsidiaries companies with respect to clause iii (c) (i.e. loans granted wherein schedule for repayment of principal and interest had not been stipulated in the agreement) and xvii (i.e. Cash losses incurred during the financial year or in the immediately preceding financial year), which do not require any corrective adjustment in the Restated Consolidated Financial Information.

Our Statutory Auditors have included as an annexure in their auditors report on consolidated financial statements of the Company for the year ended March 31, 2022, a statement on certain matters specified in the Companies (Auditors Report) Order, 2020 (“the Order”) which has unfavourable or adverse remarks by the auditors of subsidiaries companies/associate with respect to clause iii (c) (i.e. loans granted wherein schedule for repayment of principal and interest had not been stipulated in the agreement), xvii (i.e. Cash losses incurred during the financial year or in the immediately preceding financial year) and xix (i.e. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the

date of balance sheet), which do not require any corrective adjustment in the Restated Consolidated Financial Information.

With respect to Emphasis of matter: -

Our Statutory Auditors have included an emphasis of matter in their reports on our audited consolidated financial statements as at and for year ended March 31, 2022, with respect to the note included in such audited consolidated financial statements on the uncertainty caused by the continuing COVID- 19 pandemic and the related probable events which could impact the Group's carrying value of its assets, estimates of impairment of loans to customers and operations of the Group. Our Statutory Auditors have not modified their opinion in respect of this matter.

Our Statutory Auditors have included an emphasis of matter in their reports on our audited consolidated financial statements as at and for year ended March 31, 2021, with respect to the note included in such audited consolidated financial statements on the uncertainty caused by the continuing COVID- 19 pandemic and the related probable events which could impact the Group's carrying value of its assets, estimates of impairment of loans to customers and operations of the Group. Our Statutory Auditors have not modified their opinion in respect of this matter.

For details of above note see “Financial Information” on page 156.

The opinion of our Statutory Auditors is not modified in respect of these matters. There can be no assurance that any similar emphasis of matters will not form part of our financial statements for the future fiscal periods, which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected.

18. Security breaches of clients’ confidential information that we store may harm our reputation and expose us to liability.

We store clients’ bank information, credit information and other sensitive data. While we have measures and systems in place to protect clients’ confidential data, any accidental or wilful security breach or other unauthorised access could cause the theft and criminal use of this data. Security breaches or unauthorised access to confidential information could also expose us to liability related to the loss of the information, time-consuming and expensive litigation, and negative publicity.

Our employees are exposed to sensitive data in relation to companies, including material non-public information and any unauthorized dissemination of such information, or its use for illicit trading purposes, by our employees could subject us to fines and regulatory actions, damage our client relationships and harm our reputation.

If security measures are breached because of third party action, employee error, malfeasance or otherwise, or if design flaws in our software are exposed and exploited, and, as a result, a third party obtains unauthorised access to client data, our relationships with clients will be severely damaged, and we could incur significant liability and reputational damage.

Further, we engage with certain third-party service providers, and although our contracts with them restrict the usage of client data and impose protective precautions, there can be no assurance that they will abide by such contractual terms or that the contracts will be found to be in compliance with data protection laws.

The techniques used to obtain unauthorised access or to sabotage systems change frequently and generally are not recognised until they are launched against a target, we and our third-party hosting facilities may be unable to anticipate these techniques or to implement adequate preventive measures. In addition, we may be required under applicable regulations to notify individuals of data security breaches involving their personal data. These mandatory disclosures regarding a security breach are costly to implement and often lead to widespread negative publicity, which may cause clients to lose confidence in the effectiveness of our data security measures. Further, we will be responsible for determining non-compliances under the legislation and imposing penalties.

19. *We may not be able to fully comply with anti-money-laundering, insider trading and anti-terrorism rules and regulations, which could result in criminal and regulatory fines and severe reputational damage.*

Although we have implemented comprehensive AML, KYC and insider trading policies and procedures and seek to adhere to all requirements under Indian law, there can be no assurances that these policies and procedures will be completely effective. If, in the future, we are unable to comply with reporting requirements or other AML, KYC or insider trading regulations, or are associated with money laundering or terrorist financing, our reputation, ability to continue our business, financial condition, results of operations or prospects could be adversely affected. In addition, involvement in such activities may carry criminal or regulatory fines and sanctions.

20. *We are dependent on third party public cloud providers and any disruption in the cloud provider end will have an impact on our business.*

Our services are hosted on third party public cloud provider and such cloud services are key to our business continuity. In the event, the third-party public cloud providers fail to perform their contractual or other obligations satisfactorily, we may be unable to successfully carry out our operations or our clients and partners may face difficulties in their operations which could result in reduced profits or, in some cases, losses. Any of the foregoing could have an adverse effect on our business, results of operations, financial condition, and reputation.

21. *We are dependent on our partner network or other third-party service providers for the distribution of products. We could be subject to claims by clients or actions by regulators or both for alleged mis-selling.*

We sell our third-party products through our partner network of more than 20,000 partners, in addition to our employees. Our intermediaries and employees aid our clients in choosing the correct product, explaining the benefits of such product, and disclosing product features. Under certain circumstances, the above processes may be considered inadequate or there may be misconduct on part of our employees or intermediaries or both. Such misconduct could include activities such as making non-compliant or fraudulent promises of high returns on investments and recommending inappropriate products or fund management strategies. Any case of mis-selling, or recurring cases of mis-selling, could result in claims and fines against us and could have a material adverse effect on our business, financial condition, cash flows, results of operations and reputation. It is also possible that a third party aggregates a number of individual complaints against us with the intention of obtaining increased negotiating power. Further, persons have misrepresented, and in the future may misrepresent, themselves as our authorised intermediaries to defraud clients. Such aggrieved clients may file complaints against us. This could result in significant financial losses as well as loss of our reputation.

22. *We may introduce new products for our clients, and we cannot assure you that such products will be profitable in the future.*

We introduce new products and services in our existing lines of business. We may incur costs to expand our range of products and cannot guarantee that such new products will be successful once offered. Such failure may be due to factors outside of our control, such as general economic conditions, competition, changing client demands, or our own errors in judgment of client demands and product features. If we fail to develop and launch these products successfully, we may lose a part or all of the costs incurred in development and promotion or discontinue these products entirely, which could in turn increase our expenses without a corresponding increase in revenue.

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

Our operations are subject to various risks inherent in the businesses, as well as fire, theft, data crash, hacking, robbery, earthquake, flood, acts of terrorism and other force majeure events. As per our assessment we have maintained adequate insurance cover for various risks on our assets including against incidents such as fire and special perils, earthquake, & burglary, etc. We also have D&O insurance and cover for trade errors by our employees. While we have taken insurance cover as per our internal risk assessment, the coverage may not always be adequate to cover losses against all events. We may also not have identified every risk and further may not be insured against every risk, including operational risks that may occur. In addition, we may not be able to renew certain of our insurance policies upon their expiration, either on commercially acceptable terms or at all.

The occurrence of any such event may cause losses to us on account of risks not covered by insurance policies or due to the cover being inadequate. Further, there can be no assurance that any claims filed will be settled fully or timely under our insurance policies. Our financial condition may be affected to the extent we suffer any loss or damage that is not covered by insurance, or which exceeds our insurance coverage. This could materially harm our operations, financial condition, and cash flow.

- 24. We have entered into related party transactions. We will continue to enter into such transactions and there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.**

We have entered into transactions with several related parties which were conducted in compliance with applicable laws. It is likely that we will enter into related party transactions in the future and there can be no assurance that such future transactions, individually or in the aggregate, will not have an adverse effect on our financial condition, results of operations and cash flows. Furthermore, if any relevant regulatory authority disagrees with our views of such related party transactions, we may be required to expend senior management time to defend our positions on such matters and may have to face additional pay-outs and penalties. For more information regarding our related party transactions, see “Related Party Transactions” page 154.

- 25. Our Company has experienced negative cash flows in some prior periods and may do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.**

Our Company has experienced negative cash flows in the last three years ended March 31, 2023, March 31, 2022, and March 31, 2021:

(in ₹ million)

Particulars	For the year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Net cash used in operating activities -A	(18,649.12)	(14,252.50)	(11,076.79)
Net cash used in investing activities -B	(1,772.38)	(821.79)	(1,230.27)
Net cash generated from financing activities – C	18,251.62	21,385.21	8,771.23
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(2,169.88)	6,310.92	(3,535.83)
Change in foreign exchange translation reserve	46.85	16.67	(7.17)
Cash and cash equivalent as at the beginning of the year	10,004.98	3,677.39	7,220.39
Cash and cash equivalent as at the end of the year	7,881.95	10,004.98	3,677.39

For details on the cash flows for the last three Fiscals, please refer the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 351. We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, cash flows, results of operations and financial condition.

- 26. Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.**

The amount of our future dividend payments, if any, will be at the sole discretion of our Board of Directors and will depend on, inter-alia, our future earnings, cash flows, financial condition, business requirements, pursuing growth opportunities, capital expenditures, and applicable Indian legal restrictions and other factors. There can be no assurance that we will pay dividends. We may decide to retain all of our earnings to finance the development of our business and, therefore, may not declare dividends on our Equity Shares. Our historical payment of dividends is not indicative of any payments of dividends in the future. We may be unable to pay dividends in the near or medium term and our future dividend policy will depend on our capital requirements, financial condition, cash flows, and results of operations. For details, see “Dividend Policy” on page 150.

- 27. We have undertaken and may continue to undertake strategic investments and alliances, acquisitions, and mergers in the future, which may be difficult to integrate and manage. These may expose us to uncertainties and risks, any of which could adversely affect our business, financial conditions, cash flows, and result of operations.**

We have pursued and may continue to pursue strategic investments and alliances in India as a mode of expanding our operations. Going forward, we may undertake acquisitions, mergers, investments, and expansions to enhance our operations and technological capabilities. There can be no assurance that we will be able to raise sufficient funds to finance such strategies for growth. Further, expansion and acquisitions may require us to incur or assume new debt, expose us to future funding obligations, legal claims, past liabilities, regulatory probes or integration risks and we cannot assure you that such expansion or acquisitions will contribute to our profitability.

Furthermore, the return on capital deployed in such acquisitions will depend on the price of the acquisitions and efficiency of integration of acquired business employees and assets. We may also face numerous risks and uncertainties combining, transferring, separating, or integrating the relevant businesses and systems, including the need to align accounting and data-processing systems and management controls and to integrate relationships with clients, trading counterparties and business partners. We may not be able to realise the benefits we might anticipate from any such acquisitions, which may adversely affect our growth prospects and cash flows, results of operations. Moreover, we may expend significant management attention trying to do so but may not see results. In addition, there can be no assurance that we will be able to consummate our expansions, acquisitions, mergers, or alliances in the future on terms acceptable to us, or at all.

Additionally, factors such as competition, regulatory regimes, introducing new products, business practices and client preferences and requirements in the markets that we may target differ from those in our current markets and our experience in our current markets may not be applicable to these new markets. In addition, as we enter new markets and geographical regions, we are likely to compete with well entrenched players in our various businesses who already have a presence in these jurisdictions and markets. As these players are more familiar with local regulations, business practices and customs, they may have developed stronger relationships with clients. Our business expansion may be exposed to various additional challenges, including obtaining the necessary governmental approvals, identifying and collaborating with local business and partners with whom we may have no previous working relationship, successfully gauging market conditions in the local markets in which we have no previous familiarity, attracting potential clients in a market in which we do not have significant experience or visibility, being susceptible to local laws, including taxation in additional geographical areas in India and overseas, and adapting our marketing strategy and operations to the different regions. Due to the aforementioned challenges, if we are unable to expand our current operations on favourable terms or at all it may adversely affect our business prospects, financial condition, cash flows, and results of operations.

28. *Industry information included in this Information Memorandum has been derived from an industry report commissioned from CARE EDGE and paid by us for such purposes. There can be no assurance that such third-party statistical, financial, and other industry information is either complete or accurate.*

Certain information in the sections entitled “Our Business” “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 88, 67 and 351 respectively includes information that is derived from a report dated May 31, 2023, titled “Research Report on Wealth Management, Asset Management, Capital Markets” prepared by CARE Advisory Research and Training Limited (“CARE”) (“CARE Report”), being appointed by the Company. We have commissioned and paid for this report for the purpose of confirming our understanding of the industry. CARE has advised that while it has taken due care and caution in preparing the report based on information obtained from sources which it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the CARE Report or the data therein and is not responsible for any errors or omissions or for the results obtained from the use of CARE Report or the data therein. The CARE Report highlights certain industry and market data relating to our Company and our competitors. Such data is subject to many assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CARE Report’s assumptions are correct or will not change and accordingly our position in the market may differ from that presented in this Information Memorandum. Further, the CARE Report is not a recommendation to invest or disinvest in our Company or any company covered in the CARE Report. CARE Report has stated that it is not responsible for any loss or damage arising from the use of the CARE Report.

We have not independently verified third party and industry related data obtained from official and industry publications and other sources referred to in this Information Memorandum and therefore, while

we believe them to be true, we cannot assure you that they are complete or reliable. Such data may also be produced on different bases from those used in the industry publications we have referenced. Therefore, discussions of matters relating to India, its economy, and the industries in which we currently operate are subject to the caveat that the third-party and statistical data upon which such discussions are based may be incomplete or unreliable. For details, see “Industry Overview” on page 67.

29. Our risk management, as well as the risk management tools available to us, may not be adequate or effective in identifying or mitigating risks to which we are exposed.

We have implemented a risk management system that includes an organizational framework, policies, risk management tools, and procedures that we believe are appropriate for our business operations. However, we recognize that there are inherent limitations in the design and implementation of our risk management system, risk identification and evaluation, risk control effectiveness, and information communication, which may not be sufficient or effective in identifying or mitigating our risk exposure in all market environments or against all types of risks. Our methods for managing risk exposure, estimating market volatility, and determining margins for our products may not always accurately predict our risk exposure, and could be significantly greater than our estimates.

Our risk assessment methods rely on historical market behavior and statistics, evaluation of publicly available or accessible information regarding financial markets, clients, or other relevant matters. However, such information may not be accurate, complete, or properly evaluated. Furthermore, our historical data and experience may quickly become obsolete due to market and regulatory developments and may not adequately reflect emerging risks in the future. Inaccurate estimates of margin levels for transactions conducted by clients could result in a shortfall of margins deposited with us, which could adversely impact on our financial condition.

We anticipate offering a broader range of products and investing in a wider range of assets in the future. Failure to timely adapt our risk management policies and procedures to our developing business could have a significant adverse effect on our business, financial condition, cash flows, results of operations, and prospects.

30. We have certain contingent liabilities, which, if they materialize, may adversely affect our results of operations, financial condition, and cash flows.

The following table sets forth certain information relating to our contingent liabilities as per Ind-AS 37, as of March 31, 2023:

(₹ in millions)	
Particulars	As of March 31, 2023
Bank guarantees given to exchanges for meeting margin requirements	17,000.00
Taxation matters in respect of which appeal is pending	4.04
Claims not acknowledged as debt	227.98
Pending litigation against the Company	6.84
Total	17,238.86

Further, the following are the outstanding commitments:

(₹ in millions)	
Particulars	As of March 31, 2023
Estimated amount of contracts remaining to be executed on capital account (net of advances)	93.96
Sponsor capital commitments (net of investments)	130.4

If a significant portion of these liabilities materialize, it could have an adverse effect on our results of operations, cash flows and financial condition.

31. Certain of our Promoters, Directors and Key Management Personnel may be interested in our Company other than remuneration and reimbursement of expenses.

Certain of our Directors and Key Management Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding, direct and indirect, and stock options in our Company and benefits arising therefrom. Our Promoters are also interested in our Company to the extent of their shareholding in our Company. Our Directors

may also be deemed to be interested to the extent of their shareholding in our Group Companies on account of related party transactions entered into by our Company with such Group Companies. There can be no assurance that our Promoters and our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Directors may also be interested to the extent of any transaction entered into by our Company with any other company/firm/entity in which they are director/promoter/partner. For details, see “*Our Promoters and Promoter Group*”, “*Our Management*”, “*Our Group Companies*” and “*Related Party Transactions*” on pages 145, 129, 148 and 154 respectively.

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

Some of our offices are on premises that have been leased by us from third parties through lease or leave and license or tenancy arrangements for fixed terms, typically for 36-60 months. Upon expiration of the term of the relevant agreement for each such premise, we will be required to negotiate the terms and conditions on which the lease agreement may be renewed. We cannot assure you that we will be able to renew these agreements on commercially reasonable terms in a timely manner, or at all. Further, some of our Subsidiaries and Group Companies use our Registered Office as their respective registered offices. In the event that these existing leases are terminated, or they are not renewed on commercially acceptable terms or at all, it may have a limited impact on our operational activities for the time being.

33. *We may be unable to detect and deter misconduct of our employees which could harm our brand and our reputation, or lead to regulatory fines or litigation against us.*

We operate in an industry in which we deal with the financial assets of the clients, and in which personal relationships, integrity and the confidence of our clients are of critical importance. As a result, we are subject to the risk that our employees and other third parties whom we deal with could engage in misconduct that may adversely affect our business. For example, if an employee were to engage in illegal or suspicious activities, we could be subject to regulatory fines and suffer serious harm to our reputation (because of the negative publicity resulting in such activities), financial position, client relationships and ability to attract new clients. While we have internal processes to detect, prevent and monitor our employees, agents, distributors and other third parties and have not faced such a situation so far, we may not be successful in our endeavours. Such misconduct could include, engaging in mis-selling, misrepresentation or fraudulent, deceptive or otherwise improper activities when marketing or selling products, binding us to transactions, hiding unauthorised or unsuccessful activities, such as insider trading, improperly using or disclosing confidential information, making illegal or improper payments, falsifying documents or data, recommending products, services or transactions that are not suitable for our clients; misappropriation of funds, engaging in unauthorised or excessive transactions detrimental to our clients or not complying with applicable laws or our internal policies and procedures.

Misconduct by our employees, or even unsubstantiated allegations of misconduct, could result in an adverse effect on our reputation and our business. While we have implemented specific initiatives to reduce the likelihood of such situations occurring in future through enhanced due diligence measures for high-risk cases and additional verification measures during the client on-boarding process, there can be no assurance that we will not be subjected to fraudulent claims in the future. We may be also subjected to fraudulent behavior and disclosures by client and third parties in respect of other areas of operations, including money laundering and forgery, which may negatively impact our ability to comply with applicable regulations, which could result in us being subjected to regulatory action, and have an adverse impact on our results of operations, cash flows, profitability, and reputation.

34. *Our Promoters and Promoter Group have a significant shareholding in our Company, which will allow them to exercise significant influence over us.*

Our Promoters and Promoter Group holds a significant shareholding in our Company. Accordingly, they will exercise significant influence over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the approval of mergers, strategic acquisitions, or the sales of substantially all our assets, and the policies for dividends, lending, investments, and capital expenditures. This concentration of ownership may also delay, defer, or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our Promoters and Promoter Group. Further, the Takeover Regulations may limit the ability of a third party to acquire control of our Company. The interests of our Promoters, as our Company's controlling shareholder, could conflict with our Company's interests, your interests, or the interests of our other

shareholders.

35. *Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA have been included in this Information Memorandum. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.*

These non-GAAP financial measures are supplemental measures of our performance and liquidity that is not defined under Ind AS and are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP measures are not standardised terms. Hence, they may not be comparable to similarly titled measures reported by other companies due to potential inconsistencies in the method of calculation. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards. We have included these non-GAAP financial measures because we believe they are indicative measures of our operating performance and are used by investors and analysts to evaluate companies in the same industry. These non-GAAP financial measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should be considered in addition to, and not as a substitute for, other measures of financial performance and liquidity reported in accordance with Ind AS. These measures should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability, or results of operations derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information.

External Risk Factors

36. *Our operations are dependent on the performance of the Indian economy*

Our businesses are significantly affected by market fluctuations and general economic conditions, particularly macroeconomic conditions in India, where we conduct most of our businesses. Our businesses depend on the general economic conditions, as well as overall economic growth rates, household savings rates and clients' attitudes towards financial savings, particularly within India. Adverse economic conditions or adverse market fluctuations in India or globally may result in decrease in client assets, investment management and advisory fee.

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

There are numerous factors which drive our revenue, inter alia, macroeconomic factors, the general capital markets environment, and the market appetite for mergers and acquisitions. Changes in financial or economic conditions may lead to an increase or decrease in the number and size of transactions we manage, and it may impact the opportunity to provide our services, which in turn will impact our revenue.

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

37. *Political, economic, and social developments in India could adversely affect our business.*

Our current operations are conducted primarily in India and are subject to special considerations and significant risks typical for India. These include risks associated with, among others, the political, economic, and legal environments and foreign currency exchange rate fluctuations.

Our results may be adversely affected by changes in the political and social conditions in India, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things. Volatility in social and political conditions in India may interrupt, limit, or otherwise affect our operations. We continue to experience sporadic disruptions and disturbances at our branches located in certain states in India which tend to be more prone to protests or union activity involving persons other than our employees. Additionally, we cannot ensure that our employees may not join such unions in future. This could have an adverse effect on our business, cash flows, and results of operations in those states.

The central and state governments serve multiple roles in the Indian economy, including as producers, consumers, and regulators, which have significant influence on the financial services sector and us. Economic liberalisation policies have encouraged foreign investment in the financial sector, and changes in these governmental policies could have a significant impact on the business and economic conditions in India in general and the financial sector in particular, which in turn could adversely affect our business, future financial condition, cash flows, and results of operations. In addition, any military activity, terrorist attacks or other adverse social, economic, and political events could adversely impact our business prospects. The occurrence of any of these events may result in a loss of investor confidence, which could potentially lead to economic recession and generally have an adverse effect on our business, cash flows, results of operations and financial condition. Our insurance policies do not cover loss of business from terrorist attacks, war, or civil unrest. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares.

38. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by unfavourable changes in our interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. For details of the laws currently applicable to us, see “*Key Regulations and Policies in India*” on page 103.

There can be no assurance that the Government of India will not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. For example, SEBI has amended the SEBI (Investment Advisers) Regulations, 2013, wherein it has introduced client level segregation of advisory and distribution activities which prescribes that an individual investment adviser shall not provide distribution services and a non-individual investment adviser shall maintain an arm’s length relationship between its activities as investment adviser and distributor by providing advisor services through a separately identifiable department or division. Furthermore, the same client cannot be offered both advisory and distribution services within the group of the non-individual entity and a client can either be an advisory client where no distributor consideration is received at the group level or distribution services client where no advisory fee is collected from the client at the group level. Any such changes and the related uncertainties with respect to the applicability, interpretation, and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition, cash flows, and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm the results of operations and cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

The application of various Indian tax laws, rules, and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules, and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties.

We may be particularly affected by claims from tax authorities on account of income tax assessment, or service tax and GST assessment. In addition, the tax consequences of the General Anti-Avoidance Rules

("GAAR"), which came into effect from April 1, 2017, being applied to an arrangement could result in denial of tax benefit among other consequences. In the absence of any substantial precedents on the subject, the application of these provisions is uncertain and may or may not have an adverse tax impact on us.

In addition, unfavourable changes in or interpretations of existing laws, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows, and prospects. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

39. *Foreign investors are subject to foreign investment restrictions under Indian law, which may adversely affect the market price of the Equity Shares.*

Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the valuation and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Indian Rupee proceeds from sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/tax clearance certificate from the income tax authority. Further, in accordance with press note 3 of 2020, dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, all foreign direct investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India and shall have to be in conformity with the applicable provisions of the FEMA Rules. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all.

40. *Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.*

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing at interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

41. *Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, cash flows, results of operations and prospects.*

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. It is not possible for us to predict the extent and duration of this volatility and adverse impact on the global or Indian securities markets, including any possible impact on our Equity Shares. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance, and the price of our Equity Shares.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Furthermore, economic developments globally can have a significant impact on India. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. The sovereign rating downgrades for Brazil and Russia (and the imposition of sanctions on Russia in connection with the Russia-Ukraine war) have also added to the growth risks for these markets. These factors may also result in a slowdown in India's export growth. Any significant financial disruption could have a material adverse effect on our business, financial condition, cash flows and results of operation.

Such developments, or the perception that any of them could occur, have had, and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition, cash flows and results of operations and reduce the price of the Equity Shares.

42. *Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.*

Natural disasters (such as typhoons, flooding, and earthquakes), epidemics, pandemics such as COVID - 19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India could have a negative effect on us. Such incidents could also create a perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine, and more recently, the COVID-19 virus. Certain countries in Southeast Asia have reported cases of bird-to-human transmission of avian and swine influenza, resulting in numerous human deaths. A worsening of the current outbreak of COVID-19 virus or future outbreaks of COVID-19 virus, avian or swine influenza or a similar contagious disease could adversely affect the Indian economy and economic activity in the region and in turn have a material adverse effect on our business and the trading price of the Equity Shares.

Risks relating to our Equity Shares

43. *Any future issuance of our Equity Shares may dilute your shareholdings and sales of our Equity Shares by our Promoters may adversely affect the trading price of our Equity Shares.*

Any future issuance by us may lead to dilution of the Shareholders' holding in our company. In addition, any sales of substantial amounts of our Equity Shares in the public market after listing, including by our Promoters, or the perception that such sales could occur, could adversely affect the market price of our Equity Shares, and could impair the future ability of our Company to raise capital through offerings of our Equity Shares. We cannot predict the effect, if any, that the sale of our Equity Shares held by our Promoters or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

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

Earlier, any capital gains realized on the sale of listed equity shares on a stock exchange held for more than 12 months were not subject to capital gains tax in India if security transaction tax ("STT") had been paid on the transaction. STT is levied on and collected by a domestic stock exchange on which the equity shares are sold. However, the Finance Act, 2018 amended the Income-tax Act, 1961 to levy taxes on such long-term capital gains exceeding ₹ 100,000 arising from sale of listed equity shares on a recognized stock exchange, on or after April 1, 2018. However, for listed equity shares held on or before January 31, 2018, unrealized capital gains earned up to January 31, 2018, on such equity shares continue to be exempt. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale

of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

In addition, 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 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.

45. Being denominated in the Rupee, the value of our shares may decline based on the value of the Rupee vis-à-vis other currencies.

Our Equity Shares are denominated, and once listed will be traded, in Rupees. Fluctuation in the exchange rate between the Rupee and foreign currencies or erosion in the value of the Rupee may have an adverse effect on the value of our Equity Shares, independent of our operating results, and could result in a loss of your investment. Further, any dividends on our Equity Shares will also be paid in 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.

46. The price of our Equity Shares may be volatile.

The market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors, risks stated in this section, market conditions specific to the financial services industry, perception in the market about investments in or estimates by financial analysts of us and our industry, developments relating to India, and volatility in the stock exchanges and securities markets elsewhere in the world.

47. There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and if they are listed you may not be able to immediately sell the Equity Shares.

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until certain actions have been completed in relation to this Offer and until Allotment of Equity Shares. There can be no guarantee that these actions will be completed in a timely manner or at all and as a result our Equity Shares may not be listed on the Stock Exchanges in a timely manner or at all.

We cannot assure you that the trading in our Equity Shares will commence in a timely manner. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

48. Disruption in the electronic brokerage platform of the Indian exchanges and intermediaries.

The brokerage offerings rely on the Indian exchanges, such as NSE, BSE, MCX, MSEI and NCDEX, and the clearing corporations to execute and settle all clients' transactions. The electronic brokerage platform and systems for broking clients are connected to the Indian exchanges and all orders placed by the clients are fulfilled through the Indian exchanges. Further, we also rely on depositories and clearing corporations for settlements of the orders placed on the Indian exchanges. Any disruption in the functioning of the Indian exchanges or the depositories and clearing corporations could have a material adverse effect on our business, results of operations and cash flows.

SECTION IV – INTRODUCTION

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Consolidated Financial Information. The summary financial information presented below should be read in conjunction with “Financial Information” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 156 and 351, respectively.

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SUMMARY BALANCE SHEET (IN ₹ MILLION)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Assets			
Financial assets			
(a) Cash and cash equivalents	7,881.95	10,004.98	3,353.45
(b) Bank balances other than cash and cash equivalents	45,396.52	36,489.38	42,182.78
(c) Derivative financial instruments	6,127.00	2,126.47	625.19
(d) Securities held for trading	13,099.57	8,895.81	2,074.37
(e) Trade receivables	8,900.34	8,924.38	2,720.30
(f) Loans	35,533.36	29,530.64	14,832.58
(g) Investments	1,696.66	701.97	246.61
(h) Other financial assets	3,651.32	4,303.90	4,130.64
	122,286.72	100,977.53	70,165.92
Non-financial assets			
(a) Current tax assets (net)	570.78	740.34	437.74
(b) Deferred tax assets (net)	5.49	8.65	524.18
(c) Investment property	147.34	155.10	-
(d) Property, plant and equipment	2,290.25	1,631.63	1,260.45
(e) Capital work in progress	-	-	0.46
(f) Intangible assets under development	250.93	177.59	223.47
(g) Goodwill	99.64	-	-
(h) Other intangible assets	302.46	400.90	359.79
(i) Other non- financial assets	1,203.21	868.34	778.52
	4,870.10	3,982.55	3,584.61
Assets classified as held for sale / distribution	-	1,022.44	761.24
Total assets	127,156.82	105,982.52	74,511.77
Liabilities			
Financial liabilities			
(a) Derivative financial instruments	1,090.01	653.34	104.42
(b) Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises	80.73	51.00	17.25
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	17,485.18	16,327.63	11,685.45
(c) Debt securities	46,552.01	32,027.43	10,265.47
(d) Borrowings (other than debt securities)	7,427.74	3,308.68	3,850.69
(e) Subordinated liabilities	151.75	153.40	160.00
(f) Other financial liabilities	30,548.24	32,288.68	30,610.99
	103,335.66	84,810.16	56,694.27
Non-financial liabilities			
(a) Current tax liabilities (net)	200.85	91.70	214.03
(b) Provisions	120.76	148.98	123.58
(c) Other non-financial liabilities	911.56	780.76	725.12
	1,233.17	1,021.44	1,062.73
Liabilities included in disposal group held for sale / distribution	-	1,022.44	659.93
Total Liabilities	104,568.83	86,854.04	58,416.93
Equity			
(a) Equity share capital	350.56	171.71	171.71
(b) Instruments entirely equity in nature	-	22,439.88	22,439.88
(c) Other equity	22,191.85	(3,483.11)	(6,516.75)
Equity attributable to owners of the company	22,542.41	19,128.48	16,094.84
Non-controlling interests	45.58	-	-
Total Equity	22,587.99	19,128.48	16,094.84
Total Liabilities and Equity	127,156.82	105,982.52	74,511.77

SUMMARY PROFIT & LOSS (IN ₹ MILLION)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Continuing operations			
Revenue from operations			
Interest income	6,606.69	5,120.12	3,901.87
Fee and commission income	13,229.53	10,551.97	7,882.83
Dividend income	8.26	10.50	0.51
Net gain on fair value changes	2,302.70	2,049.25	942.53
Total revenue from operations	22,147.18	17,731.84	12,727.74
Other income	156.75	101.24	971.54
Total Income	22,303.93	17,833.08	13,699.28
Expenses			
Finance costs	3,964.07	2,779.08	2,463.31
Employee benefits expense	7,287.02	6,004.02	5,016.28
Impairment on financial instruments	82.44	57.95	98.39
Goodwill written off	-	-	433.52
Depreciation, amortisation and impairment	885.82	713.24	501.11
Other expenses	6,033.17	5,254.05	3,750.89
Total expenses	18,252.52	14,808.34	12,263.50
Profit before share of profit of associates, exceptional items and tax	4,051.41	3,024.74	1,435.78
Share of profit of associates	9.53	10.03	(0.93)
Profit before exceptional items and tax	4,060.94	3,034.77	1,434.85
Exceptional items - Provision for investment in associate	-	5,779.22	(5,779.22)
Exceptional items - Provision for investment in subsidiary	-	537.10	(587.55)
Profit / (Loss) before tax from continuing operations	4,060.94	9,351.09	(4,931.92)
Tax expenses			
Current tax	1,006.82	263.86	524.88
Deferred tax	3.43	515.90	57.16
Profit / (Loss) from continuing operations	3,050.69	8,571.33	(5,513.96)
Discontinuing operations			
Profit from discontinuing operations before tax	-	3.48	791.95
Tax expense of discontinuing operations	-	(0.88)	(27.82)
Profit from discontinuing operations	-	2.60	764.13
Profit / (Loss) for the year	3,050.69	8,573.93	(4,749.83)
Other comprehensive income			
(a) Items that will not be reclassified to profit or loss			
Remeasurement loss on defined benefit plans	(17.38)	(20.38)	30.90
Tax (charge) / benefit	1.96	1.46	45.08
Share in other comprehensive income of associates	(0.30)	(0.15)	-
Total	(15.72)	(19.07)	75.98
(b) Items that will be reclassified to profit or loss			
Exchange differences in translating the financial statements of foreign operations	46.85	16.67	(5.18)
Total	46.85	16.67	(5.18)
Other comprehensive income	31.13	(2.40)	70.80
Total comprehensive income/(Loss)	3,081.82	8,571.53	(4,679.03)
Profit/loss for the year attributable to:			
Owners of the Company	3,050.91	8,573.93	(4,749.83)
Non-controlling interest	(0.22)	-	-
Other comprehensive income for the year attributable to:			
Owners of the Company	31.13	(2.40)	70.80
Non-controlling interest	(0.00)	-	-
Total comprehensive income for the year attributable to:			
Owners of the Company	3,082.04	8,571.53	(4,679.03)
Non-controlling interest	(0.22)	-	-
Earnings per equity share (Face value of ₹ 10 each)			

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
for profits from continuing operations:			
Basic (₹) (Without considering CCDs)	92.07	499.18	(195.71)
Basic (₹) (With CCDs)	92.07	244.60	(193.65)
Diluted (₹) (Without considering CCDs)	92.07	244.60	(195.71)
Diluted (₹) (With CCDs)	92.07	244.60	(193.65)
Earnings per equity share (Face value of ₹ 10 each) for profits from discontinuing operations:			
Basic (₹) (Without considering CCDs)	-	0.15	27.12
Basic (₹) (With CCDs)	-	0.07	26.84
Diluted (₹) (Without considering CCDs)	-	0.07	27.12
Diluted (₹) (With CCDs)	-	0.07	26.84
Earnings per equity share (Face value of ₹ 10 each) for profits from continuing operations and discontinuing operations:			
Basic (₹) (Without considering CCDs)	92.07	499.33	(168.59)
Basic (₹) (With CCDs)	92.07	244.67	(166.81)
Diluted (₹) (Without considering CCDs)	92.07	244.67	(168.59)
Diluted (₹) (With CCDs)	92.07	244.67	(166.81)

SUMMARY CASH FLOW (IN ₹ MILLION)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
A.	Operating activities			
	Profit / (Loss) before tax from			
	Continuing operations	4,060.94	9,351.09	(4,931.92)
	Discontinued operations	-	3.48	791.95
	Profit / (Loss) before tax including Discontinued operations	4,060.94	9,354.57	(4,139.97)
	Adjustments to reconcile profit before tax to net cash flows:			
	Depreciation, amortisation and impairment expenses	885.82	713.24	501.11
	Impairment on financial instruments	82.44	57.95	98.39
	Goodwill written off	-	-	433.52
	Provision for compensated absences	18.20	12.86	0.10
	Provision for gratuity	57.49	56.59	53.47
	Share of profit of associates	(9.53)	(10.03)	(454.00)
	Profit on sale of property, plant and equipment	(3.67)	(0.06)	(0.32)
	Profit on termination of leases	(40.17)	(18.91)	(47.79)
	Gain on sale of investments	-	-	(878.30)
	Interest income on investments	(39.87)	(5.77)	(4.53)
	Loss on sale of investments	-	-	142.15
	Fair value of financial instruments (net)	(285.72)	(239.86)	-
	Impairment of investments	-	(6,316.31)	6,316.31
	Interest expenses on lease liabilities	121.42	99.87	63.60
	Share based payment expenses	233.12	105.79	-
	Operating cash flow before working capital changes	5,080.47	3,809.93	2,083.74
	Adjustment for:			
	(Increase) / decrease in trade receivables	(49.82)	(6,223.00)	1,596.08
	Increase in loans	(6,011.30)	(14,728.97)	(7,475.48)
	(Increase) / decrease in securities held for trading	(3,960.35)	(6,613.68)	27.89
	Decrease/ (increase) in bank balances other than cash and cash equivalents	(7,884.17)	3,209.38	(17,621.48)
	(Increase) / decrease in other financial assets	(2,791.36)	(1,091.06)	2,892.82
	Increase in other non- financial assets	(349.34)	(62.88)	(270.87)
	Increase in trade payables	1,185.40	5,986.25	2,044.29
	Increase in other financial liabilities	(3,164.09)	2,185.81	5,832.99
	(Decrease) / increase in non financial liabilities and provisions	23.92	(34.25)	230.85
		(17,920.64)	(13,562.47)	(10,659.17)
	Income taxes paid	(728.48)	(690.03)	(417.62)
	Net cash used in operating activities -A	(18,649.12)	(14,252.50)	(11,076.79)
B.	Investing activities			
	Purchase of property, plant and equipment, investment property and intangible assets (including Intangible assets under development and Capital work in progress)	(788.82)	(513.37)	(234.62)
	Sale of property, plant and equipment and intangible assets	17.41	17.62	42.13
	Consideration received on Slump sale of custody business	-	101.16	-
	Purchase of infinity business	-	(15.00)	-
	Acquisition of subsidiary, net of cash acquired	(57.18)	-	(3,681.65)
	Purchase of Equity shares of Associate	-	(14.70)	(254.80)
	Purchase of other investment (net)	-	(235.00)	(178.56)
	Purchase of investment in units of AIF	(22.21)	(162.50)	-
	Interest received on debt securities	14.70	-	-
	Purchase of investment in debt securities	(966.28)	-	-
	Proceeds from repayment from investment	30.00	-	-
	Proceeds from sale of subsidiary, net of cash given	-	-	852.45
	Proceeds from sale of investments	-	-	2,224.78
	Net cash used in investing activities -B	(1,772.38)	(821.79)	(1,230.27)
C.	Cash flow from financing activities			

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	Proceeds from issuance of equity share capital (including securities premium)	18.25	-	7,057.05
	Outflow in Subordinated liabilities	(1.65)	(6.60)	(225.33)
	Increase in debt securities	14,524.58	21,761.96	6,983.74
	Increase / (decrease) in Borrowings (other than debt securities)	4,119.06	(542.01)	(4,323.37)
	Movement on account of composite scheme of arrangement	-	500.00	-
	Proceeds from issuance of Compulsorily Convertible Debentures	-	-	395.88
	Finance cost paid	-	-	-
	Dividend paid on equity shares	-	-	(924.13)
	Proceeds from share application money pending allotment	1.02	-	-
	Repayment of lease liabilities	(409.64)	(328.14)	(192.61)
	Net cash generated from financing activities - C	18,251.62	21,385.21	8,771.23
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	(2,169.88)	6,310.92	(3,535.83)
	Change in foreign exchange translation reserve	46.85	16.67	(7.17)
	Cash and cash equivalent as at the beginning of the year			
	Included in Cash and cash equivalent as per the balance sheet	10,004.98	3,353.45	7,220.39
	Included in the assets of the disposal group classified as held for sale	-	323.94	-
	Cash and cash equivalent as at the end of the year			
	Included in Cash and cash equivalent as per the balance sheet	7,881.95	10,004.98	3,353.45
	Included in the assets of the disposal group classified as held for sale	-	-	323.94

GENERAL INFORMATION

Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*) (the “**Company**” or “**Resulting Company**”) was incorporated as a private limited company under the Companies Act, 1956 with the name and style of ‘Kayjay Financial Research Services Private Limited’, pursuant to a certificate of incorporation dated August 20, 1993, issued by the Registrar of Companies, Maharashtra at Mumbai. The name of the Company was changed to KJS Securities Private Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated January 15, 1998, and a fresh certificate of incorporation dated February 13, 1998, was issued, by the Registrar of Companies, Maharashtra at Mumbai. The name of the Company was further changed to Rooshnil Securities Private Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated April 29, 1998, and a fresh certificate of incorporation dated May 4, 1998, was issued by the Registrar of Companies, Maharashtra at Mumbai. The name of the Company was further changed to Edelweiss Securities Private Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated April 28, 2004, and a fresh certificate of incorporation dated May 12, 2004, was issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, the Company was converted from a private limited company to a public limited company and consequently renamed as Edelweiss Securities Limited and a fresh certificate of incorporation dated June 8, 2007, was issued by the Registrar of Companies, Maharashtra at Mumbai. Further the name of Edelweiss Securities Limited was changed to Nuvama Wealth Management Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated July 27, 2022, and a fresh certificate of incorporation dated August 18, 2022, was issued by the Registrar of Companies, Maharashtra at Mumbai.

Registered Office of our Company

Nuvama Wealth Management Limited

801- 804, Wing A, Building No. 3,
Inspire BKC, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai – 400 051

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are as follows:

- (a) Registration Number: 344634
- (b) Corporate identity number: U67110MH1993PLC344634

Registrar of Companies

Our Company is registered with the RoC, Maharashtra at Mumbai which is situated at the following address:

Registrar of Companies, Maharashtra at Mumbai

Everest, 5th Floor, 100 Marine Drive
Mumbai 400 002
Maharashtra, India

Board of Directors

The Board of Directors of the Company as on the date of this Information Memorandum are as under:

Name	Designation	DIN	Address
Birendra Kumar	Chairman and Independent Director	00163054	3C, Tower D, Viceroy Park, Thakur Village, Kandivali (East), Mumbai – 400 101.
Ashish Kehair	Managing Director & CEO	07789972	Wing M, 1401, Jade Garden, Gandhinagar, Bandra (East), Mumbai – 400 051
Shiv Sehgal	Executive Director	07112524	B-4301, Oberoi Esquire, Mohan Gokhale Road, Goregaon East Mumbai – 400 063
Anisha Motwani	Independent Director	06943493	E-Space 261, Nirvana Country, Sector 50, South City 2, Gurugram – 122 018

Name	Designation	DIN	Address
Anthony Murray Miller	Non – executive Nominee Director (Nominee of PAGAC Ecstasy Pte. Ltd.)	08926326	Room 1631, Four Seasons Place, No. 8 Finance Street, Central Hong Kong
Aswin Vikram	Non-executive Nominee Director (Nominee of PAGAC Ecstasy Pte. Ltd.)	08895013	B-1203, Lodha Parkside, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013
Kamlesh Shivji Vikamsey	Independent Director	00059620	Kalpataru Habitat, 194-A, Dr. S.S. Rao Road, Near Gandhi Hospital, Parel East, Mumbai, Parel, Maharashtra, 400012.
Navtej S. Nandra	Independent Director	02282617	22 West 15 Street, 18A, New York – 10011, USA
Nikhil Kumar Srivastava	Non – executive Nominee Director (Nominee of PAGAC Ecstasy Pte. Ltd.)	07308617	B 2601, Omkar 1973, Worli Colony, Worli, Mumbai – 400 030
Ramesh Abhishek	Non – executive Nominee Director (Nominee of PAGAC Ecstasy Pte. Ltd.)	07452293	72, Ground Floor, E Block, Greater Kailash Part 2, New Delhi – 110 048.
Sameer Kaji	Independent Director	00172458	5/D, IL – Palazzo, Ridge Road, Malabar Hill, Mumbai – 400 006

For further details, see “Our Management” on page 129.

Company Secretary and Compliance Officer

Sneha Patwardhan

801-804, Wing A, Building No. 3, Inspire BKC,
G Block, Bandra Kurla Complex, Bandra East,
Mumbai – 400 051.

Email: Sneha.Patwardhan@nuvama.com

Registrar and Transfer Agent

TSR Consultants Private Limited

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai - 400083

Tel: +91 22 6656 8484

Email: csg-unit@tcplindia.co.in

Website: <https://www.tcplindia.co.in>

Investor grievance E-mail: nnair@tcplindia.co.in

Contact Person: Nandini Nair

SEBI Registration No: INR000004009

Statutory Auditors

S. R. Batliboi & Co. LLP

14th Floor, The Ruby, 29, Senapati Bapat Marg
Dadar (West),
Mumbai – 400 028

Tel: + 91 22 6819 8000

E-mail: srbc@srb.in

Firm registration number: 301003E/E300005

Peer review number: 013326

Legal advisor to the Company

Khaitan & Co

10th & 13th Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg

Mumbai – 400 013
Maharashtra, India
Telephone: +91 22 6636 5000

Changes in Auditors

No change in Auditors in last three years.

Filing

A copy of this Information Memorandum has been filed with BSE and NSE.

Authority for Listing

The NCLT, through its order dated April 27, 2023 (certified true copy of the order was received on May 12, 2023), sanctioned the Scheme. In accordance with the Scheme, the Equity Shares of our Company (including the shares issued pursuant to the Scheme) shall be listed and admitted to trading on the Stock Exchanges. Such admission and listing are not automatic and will be subject to fulfilment of the respective listing criteria of NSE and BSE by our Company and also subject to such other terms and conditions as may be prescribed by the Stock Exchanges at the time of the application made by our Company to the Stock Exchanges for seeking approval for listing.

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria prescribed under the SEBI ICDR Regulations are not applicable. However, SEBI *vide* its letter no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/38079/1 dated September 13, 2023, granted relaxation of Rule 19(2)(b) of the SCRR to our Company pursuant to an application made by our Company to SEBI under sub-rule (7) of Rule 19 of the SCRR as per the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended. Our Company has submitted this Information Memorandum, containing information about our Company, making disclosures in line with the disclosure requirement for public issues, as applicable to NSE and BSE and the Information Memorandum shall be made available to public through the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. Our Company shall also publish an advertisement in the newspapers containing the details in terms of Annexure I Para III (A)(5) of the SEBI Circular. The advertisement shall draw specific reference to the availability of the Information Memorandum on our Company's website.

General Disclaimer from our Company

Our Company accepts no responsibility for statements made otherwise than in this Information Memorandum or in the advertisements to be published in terms of the SEBI Circular or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public at large and no selective or additional information would be available for a section of the investors in any manner.

CAPITAL STRUCTURE

Equity Share capital

A. Equity Share Capital of our Company prior to the Scheme of Arrangement

	Particulars	Aggregate nominal value (₹)
I	AUTHORIZED SHARE CAPITAL	
	79,95,40,000 Equity Shares of ₹ 10 each	7,995,400,000
	1,20,00,000 Preference Shares of ₹ 1,000 each	12,000,000,000
	4,60,000 Preference Shares of ₹ 10 each	4,600,000
	Total	20,000,000,000
II	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
	3,50,58,371 Equity Shares of ₹ 10 each	350,583,710
III	SECURITIES PREMIUM	
	As of March 31, 2023 (in ₹ million)	27,206.56

Note: The Pre- Scheme capital structure is as on June 9, 2023, except for the Securities Premium Balance.

B. Equity Share Capital of our Company post Scheme of Arrangement

	Particulars	Aggregate nominal value (₹)
I	AUTHORIZED SHARE CAPITAL	
	79,95,40,000 Equity Shares of ₹ 10 each	7,995,400,000
	1,20,00,000 Preference Shares of ₹ 1,000 each	12,000,000,000
	4,60,000 Preference Shares of ₹ 10 each	4,600,000
	Total	20,000,000,000
II	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
	3,50,74, 457 Equity Shares of ₹ 10 each	350,744,570
III	SECURITIES PREMIUM (post making adjustments pursuant to the Scheme)	
	As on March 31, 2023 (in ₹ million)*	14,666.24

Note: The post- Scheme capital structure is as on date of this Information Memorandum post making adjustments of the Scheme except for Securities Premium Balance.

* Securities Premium post making adjustments pursuant to the Scheme is determined as at March 31, 2023. This will undergo change once effect of assets and liabilities related to Demerged Undertaking to be transferred to the Company and the financial statements as on the Appointed Date are given effect to.

Notes to the capital structure

1. Equity Share capital history of our Company

The history of the Equity Share capital of our Company is provided in the following table:

Date of Allotment	No. of Equity Shares allotted	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative paid-up Equity Share capital (₹)
Incorporated on August 20, 1993 (Subscription)	20 ¹	10	10	Cash	Subscriber to the MOA/AOA	20	200
October 5, 1993	60,000 ²	10	10	Cash	Further Issue	60,020	6,00,200
January 30, 1995	1,39,980 ³	10	10	Cash	Further Issue	2,00,000	20,00,000
March 10, 1998	12,03,100 ⁴	10	10	Cash	Further Issue	14,03,100	1,40,31,000
June 30, 1998	20,96,900 ⁵	10	10	Cash	Further Issue	35,00,000	3,50,00,000
August 13,	10,00,000 ⁶	10	10	Cash	Further Issue	45,00,000	4,50,00,000

Date of Allotment	No. of Equity Shares allotted	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative paid-up Equity Share capital (₹)
2002							
August 14, 2012	15,49,310 ⁷	10	-	Other than Cash	Pursuant to scheme of Arrangement	60,49,310	6,04,93,100
August 14, 2012	2,01,64,366 ⁸	10	-	-	Bonus Issue	2,62,13,676	26,21,36,760
November 7, 2019	100 ⁹	10	1,046	Cash	Private Placement	2,62,13,776	26,21,37,760
December 27, 2019	100 ¹⁰	10	1,165	Cash	Preferential Issue	2,62,13,876	26,21,38,760
June 24, 2020	26,65,235 ¹¹	10	1,165	Cash	Rights Issue	2,88,79,111	28,87,91,110
March 19, 2021	31,47,462 ¹²	10	1,255.64	Cash	Preferential Issue	3,20,26,573	32,02,65,730
March 19, 2021	16,95,327 ¹³	10	1,046	Cash	Conversion of CCPS to Equity Share	3,37,21,900	33,72,19,000
March 23, 2021	10,04,923 ¹⁴	10	1,165	Cash	Conversion of CCPS to Equity Share	3,47,26,823	34,72,68,230
Cancellation of 1,75,55,986 Equity Shares held by Edelweiss Global Wealth Management Limited in the Company pursuant to Composite Scheme of Arrangement sanctioned by NCLT on effective date 2 i.e., April 26, 2022							
April 27, 2022	100 ¹⁵	10	-	Other than Cash	Pursuant to Composite Scheme of Arrangement	1,71,70,937	17,17,09,370
May 10, 2022	1,78,71,263 ¹⁶	10	1,255.64	Cash	Conversion of CCDs into Equity Shares	3,50,42,200	35,04,22,000
December 9, 2022	6,008 ¹⁷	10	1,298.40	Cash	Allotment pursuant to ESOP Plan 2021	3,50,48,208	35,04,82,080
January 13, 2023	2,426 ¹⁸	10	1,298.40	Cash	Allotment pursuant to ESOP Plan 2021	3,50,50,634	35,05,06,340
February 8, 2023	4,621 ¹⁹	10	1,298.40	Cash	Allotment pursuant to ESOP Plan 2021	3,50,55,255	35,05,52,550
March 27, 2023	1000 ²⁰	10	1,298.40	Cash	Allotment pursuant to ESOP Plan 2021	3,50,56,255	35,05,62,550
April 6, 2023	873 ²¹	10	1,298.40	Cash	Allotment pursuant to ESOP Plan 2021	3,50,57,128	35,05,71,280
May 5, 2023	145 ²²	10	1,298.40	Cash	Allotment pursuant to ESOP Plan 2021	3,50,57,273	35,05,72,730
June 6, 2023	1,098 ²³	10	1,298.40	Cash	Allotment pursuant to ESOP Plan 2021	3,50,58,371	35,05,83,710
Cancellation of 1,05,12,660 Equity Shares held as on June 9, 2023, by Edelweiss Financial Services Limited in the Company pursuant to the Scheme of Arrangement sanctioned by NCLT							
June 9, 2023	1,05,28,746 ²⁴	10	-	Other than Cash	Pursuant to Scheme of Arrangement	3,50,74,457	35,07,44,570

- (1) 10 equity shares of face value of ₹10 each allotted individually to both Nilesh Kirtilal Shah and Kirtilal Kantilal Shah.
- (2) 30,000 equity shares of face value of ₹10 each allotted individually to both Nilesh Kirtilal Shah and Kirtilal Kantilal Shah.
- (3) 69,990 equity shares of face value of ₹10 each allotted individually to both Nilesh Kantilal Shah and Roopa Nilesh Shah.
- (4) 7,31,300 equity shares of face value of ₹10 each allotted to Nilesh Kirtilal Shah; 1,89,000 equity shares of face value of ₹10 allotted to Roopa Nilesh Shah; and 2,82,800 equity shares of face value of ₹10 allotted to Nilesh Kirtilal Shah, Karta of HUF.
- (5) 15,71,100 equity shares of face value of ₹10 each allotted to Nilesh Kirtilal Shah; and 5,25,800 equity shares of face value of ₹10 allotted to Roopa Nilesh Shah.
- (6) 100,000 equity shares of face value ₹10 each allotted to Edelweiss Financial Services Limited (formerly Edelweiss Capital Limited).
- (7) 15,49,310 equity shares of face value of ₹10 each allotted to Edelweiss Financial Services Limited pursuant to scheme of arrangement between the Company and Edelweiss Trading & Holdings Limited as approved by the Hon'ble High Court of Andhra Pradesh at Hyderabad.
- (8) 2,01,64,366 equity shares of face value of ₹10 each allotted to Edelweiss Financial Services Limited as bonus shares in the ratio of 10:3.
- (9) 100 equity shares of face value of ₹10 each allotted to Kora Investments I LLC.
- (10) 100 equity shares of face value of ₹10 each allotted to Sanaka Growth SPV I Limited.
- (11) 26,65,235 equity shares of face value of ₹10 allotted to ECap Equities Limited.
- (12) 9,70,087 equity shares of face value of ₹10 each allotted to PAGAC Ecstasy Pte. Ltd; and 21,77,375 equity shares of face value of ₹10 allotted to Edelweiss Global Wealth Management Limited.
- (13) 16,95,327 equity shares of face value of ₹10 each allotted to Kora Investments I LLC (KORA) upon conversion of 17,73,313 compulsorily convertible preference shares of ₹1,000 each held by KORA.
- (14) 10,04,923 equity shares of face value of ₹10 each allotted to Sanaka Growth SPV I Limited (SANAKA) upon conversion of 11,70,736 compulsorily convertible preference shares of ₹1,000 each held by SANAKA.
- (15) 100 equity shares of face value of ₹10 each allotted to Edelweiss Financial Services Limited pursuant to the composite scheme of arrangement amongst the Company, Edelweiss Securities and Investments Private Limited and Edelweiss Global Wealth Management Limited and their respective shareholders and creditors.
- (16) 1,75,55,986 equity shares of face value of ₹10 allotted to PAGAC Ecstasy Pte. Ltd upon conversion of 2,20,44,000 0.001% compulsorily convertible debentures of ₹1,000 each held by PAGAC; and 3,15,277 equity shares of face value of ₹10 allotted to Asia Pragati Strategic Investment Fund (APSIF) upon conversion of 3,95,875 0.001% compulsorily convertible debentures of ₹1,000 each held by APSIF.
- (17) 87 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Sandeep Dhanuka, 1,732 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Salil Thanawala, 1,560 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Kuldeep Sikarwar, 231 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Parvez Qazi, 87 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Jignesh Patel, 1,444 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Vinay Khattar, 289 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Ajay Amin and 578 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Om Prakash Jain.
- (18) 404 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Ravi Tela, 809 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Vicky Harjani, 231 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Saurabh Paleja and 982 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Prashant Mody.
- (19) 231 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Swarnim Maheshwari, 693 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Dipesh Shah, 982 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Rashmi Nagori, 982 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Atul Bapna, 289 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Pralhad Shinde, 231 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Udit Sureka, 58 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Aanond Eleagity and 1,155 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Biren Shah.
- (20) 1,000 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Riyaz Marfatia.
- (21) 289 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Hemendra Damania, 116 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Jimmy Thakur, 289 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Mukesh Italiya, 92 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Mehul J Dekhtawala and 87 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Parth Kanakia.
- (22) 58 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Kishor Phulara and 87 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Jagannath Shelar.
- (23) 578 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Vishal Ved and 520 equity shares of face value of ₹10 allotted pursuant to ESOP Plan 2021 to Nitin Patnia.
- (24) 1,05,28,746 equity shares of face value of ₹10 each allotted to the shareholders of Edelweiss Financial Services Limited (EFSL) pursuant to the Scheme of Arrangement amongst the Company, and EFSL and their respective shareholders and creditors. Pursuant to the Scheme, all the fractional entitlement and the shares held by physical shareholders of EFSL have been allotted to Trustee, appointed pursuant to the provisions of the Scheme. The shares will be sold by the Trustee as per the provisions of the Scheme.

2. **Equity Shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves**

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

- (b) Except as stated below, our Company has not issued any Equity Shares for consideration other than cash or by way of bonus issue, as on the date of this Information Memorandum.

Date of allotment	Number of Equity Shares	Face value per Equity Share (₹)	Issue price/Buy Back Price per Equity Share (₹)	Reason/ Nature of allotment	Details of benefits accrued to our Company, if any
August 14, 2012	2,01,64,366 ¹	10	-	Bonus Issue of Equity shares in the ratio of 10:3	-
August 14, 2012	15,49,310 ²	10	-	Pursuant to scheme of arrangement	-
April 27, 2022	100 ³	10	-	Pursuant to composite scheme of arrangement	-
June 9, 2023	1,05,28,746 ⁴	10	-	Pursuant to Scheme of Arrangement	-

- (1) 2,01,64,366 equity shares of face value of ₹10 each allotted to Edelweiss Financial Services Limited as bonus shares in the ratio of 10:3.
- (2) 15,49,310 equity shares of face value of ₹10 each allotted to Edelweiss Financial Services Limited pursuant to scheme of arrangement between the Company and Edelweiss Trading & Holdings Limited as approved by the Hon'ble High Court of Andhra Pradesh at Hyderabad.
- (3) 100 equity shares of face value of ₹10 each allotted to Edelweiss Financial Services Limited pursuant to the composite scheme of arrangement amongst the Company, Edelweiss Securities and Investments Private Limited ("ESIPL") and Edelweiss Global Wealth Management Limited ("EGWML") and their respective shareholders and creditors.
- (4) 1,05,28,746 equity shares of face value of ₹10 each allotted to the shareholders of Edelweiss Financial Services Limited (EFSL) pursuant to the Scheme of Arrangement amongst the Company, and EFSL and their respective shareholders and creditors.

3. Issue of Equity Shares pursuant to Scheme of Arrangement

Except as stated below, our Company has not issued any Equity Shares pursuant to a scheme of arrangement, as on the date of this Information Memorandum.

Date of allotment	Number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason/ Nature of allotment	Details of benefits accrued to our Company, if any
August 14, 2012	15,49,310 ¹	10	-	Pursuant to scheme of arrangement	-
April 27, 2022	100 ²	10	-	Pursuant to composite scheme of arrangement	-
June 9, 2023	1,05,28,746 ³	10	-	Pursuant to Scheme of Arrangement	-

- (1) 15,49,310 equity shares of face value of ₹10 each allotted to Edelweiss Financial Services Limited pursuant to scheme of arrangement between the Company and Edelweiss Trading & Holdings Limited as approved by the Hon'ble High Court of Andhra Pradesh at Hyderabad.
- (2) 100 equity shares of face value of ₹10 each allotted to Edelweiss Financial Services Limited pursuant to the composite scheme of arrangement amongst the Company, Edelweiss Securities and Investments Private Limited ("ESIPL") and Edelweiss Global Wealth Management Limited ("EGWML") and their respective shareholders and creditors.
- (3) 1,05,28,746 equity shares of face value of ₹10 each allotted to the shareholders of Edelweiss Financial Services Limited (EFSL) pursuant to the Scheme of Arrangement amongst the Company, and EFSL and their respective shareholders and creditors.

For further details of the Scheme of Arrangement, see "Scheme of Arrangement" on page 126.

4. Shareholding pattern of our Company prior and post Scheme

(a) The Shareholding pattern of our Company prior to the allotment of Equity Shares under the Scheme is as under:

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 Equity Shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	Promoter and Promoter Group	6*	1,97,07,345	0	0	1,97,07,345	56.21	1,97,07,345	0	1,97,07,345	56.21	0	56.21	0	0	0	0	1,97,07,345
(B)	Public	33	1,53,51,026	0	0	1,53,51,026	43.79	1,53,51,026	0	1,53,51,026	43.79	0	43.79	0	0	0	0	1,53,51,026
(C)	Non-Promoter-Non-Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C1)	Equity Shares underlying DRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C2)	Equity Shares held by Employee Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (A+B+C)	39	3,50,58,371	0	0	3,50,58,371	100	3,50,58,371	0	3,50,58,371	100	0	100	0	0	0	0	3,50,58,371

*Note: includes 4 nominees who hold shares on behalf of PAGAC Ecstasy Pte. Ltd

(b) The Shareholding pattern of our Company post allotment of Equity Shares under the Scheme is as under:

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 Equity Shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total number of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	Promoter and Promoter Group	6*	1,97,07,345	0	0	1,97,07,345	56.19	1,97,07,345	0	1,97,07,345	56.19	0	56.19	1,97,07,345	100	0	0	1,97,07,345
(B)	Public	95,063	1,48,65,980	0	0	1,48,65,980	42.38	1,48,65,980	0	1,48,65,980	42.38	0	42.38	1,48,65,980	32.55	0	0	1,48,65,980
(C)	Non-Promoter-Non-Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C1)	Equity Shares underlying DRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C2)	Equity Shares held by Employee Trusts	2	5,01,132	Nil	Nil	5,01,132	1.43	5,01,132	Nil	5,01,132	1.43	Nil	1.43	5,01,132	Nil	Nil	Nil	5,01,132
	Total	95,071	3,50,74,457	0	0	3,50,74,457	100	3,50,74,457	0	3,50,74,457	100	0	100	0	0	0	0	3,50,74,457

*Note: includes 4 nominees who hold shares on behalf of PAGAC Ecstasy Pte. Ltd

5. **Major Shareholders of our Company two years prior to date of this Information Memorandum:**

Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of our Company, as of September 21, 2021:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-Scheme Equity Share Capital	% of the pre-Scheme Equity Share Capital on a fully diluted basis
1.	Edelweiss Global Wealth Management Limited (EGWML)	1,75,55,986	50.55	50.55
2.	Edelweiss Financial Services Limited	1,35,00,300	38.88	38.88
3.	PAGAC Ecstasy Pte. Ltd (PAGAC)	36,70,537*	10.57	10.57
Total		3,47,26,823	100	100

* Including 4 shares held by Nominees of PAGAC

6. **Major Shareholders of our Company one year prior to the date of this Information Memorandum**

Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of our Company, as of September 21, 2022:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-Scheme Equity Share Capital	% of the pre-Scheme Equity Share Capital on a fully diluted basis
1.	PAGAC Ecstasy Pte. Ltd (PAGAC)	1,93,92,068*	55.34	55.34
2.	Edelweiss Financial Services Limited	1,05,12,660	30.00	30.00
3.	ECap Equities Limited	29,87,740	8.53	8.53
4.	Edel Finance Company Limited	18,34,455	5.23	5.23
Total		3,47,26,923	99.10	99.10

* Including 4 shares held by Nominees of PAGAC

7. **Major Shareholders of our Company 10 days prior to the date of this Information Memorandum:**

Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of our Company, as of September 11, 2023, i.e., 10 days prior to date of this Information Memorandum:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-Scheme Equity Share Capital	% of the pre-Scheme Equity Share Capital on a fully diluted basis
1.	PAGAC Ecstasy Pte. Ltd*	1,93,92,068	55.31	55.29
2.	ECap Equities Limited	29,87,740	8.52	8.52
3.	Edel Finance Company Limited	18,34,455	5.23	5.23
4.	Rashesh Shah	16,25,191	Nil	4.63
5.	Venkatchalam Ramaswamy	6,64,987	Nil	1.90
6.	Mabella Trustee Services Private Limited	4,32,523	Nil	1.23
7.	Nikhilesh Natwarlal Panchal as Trustee of Edelweiss Employee Welfare Trust	4,19,634	Nil	1.20
8.	Bih Sa	4,11,658	Nil	1.17
9.	Baron Emerging Markets Fund	3,86,540	Nil	1.10
Total		2,81,54,796	69.06	80.27

* Including 4 shares held by Nominees of PAGAC

8. **Major Shareholders of our Company as on the date of this Information Memorandum**

Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of our Company, as on date of this Information Memorandum:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-Scheme Equity Share Capital	% of the post-Scheme Equity Share Capital
1.	PAGAC Ecstasy Pte. Ltd (PAGAC)*	1,93,92,068	55.31	55.29
2.	ECap Equities Limited	29,87,740	8.52	8.52
3.	Edel Finance Company Limited	18,34,455	5.23	5.23
4.	Rashesh Shah	16,25,191	Nil	4.63
5.	Venkatchalam Ramaswamy	6,64,987	Nil	1.90
6.	Mabella Trustee Services Private Limited	4,32,523	Nil	1.23
7.	Nikhilesh Natwarlal Panchal as Trustee of Edelweiss Employee Welfare Trust	4,19,634	Nil	1.20
8.	Bih Sa	4,11,658	Nil	1.17
9.	Baron Emerging Markets Fund	3,86,540	Nil	1.10
Total		2,81,54,796	69.06	80.27

*Including four shares held by nominees of PAGAC

9. Details of Equity Shares held by our Directors and Key Managerial Personnel

Except as disclosed below, there are no Directors or Key Managerial Personnel who hold Equity Shares in our Company as on the date of this Information Memorandum.

Name of Director	Designation	No. of equity shares held
Ashish Kehair	Managing Director & CEO	56
Navtej S. Nandra	Independent Director	89,007

10. Shareholding of our Promoter

As on the date of this Information Memorandum, our Promoter holds 1,93,92,068 Equity Shares, equivalent to 55.29% of the issued, subscribed and paid-up Equity Share capital of our Company and the members of our Promoter Group (except those named as Promoter) hold 3,15,277 Equity Shares, equivalent to 0.90% of the issued, subscribed and paid-up Equity Share capital of our Company. Together, our Promoter and the remaining members of our Promoter Group hold 1,97,07,345 Equity Shares, equivalent to 56.19% of the issued, subscribed and paid-up Equity Share capital of our Company.

The build-up of the Shareholding of our Promoter since incorporation of our Company is set forth in the table below:

Date of Allotment / Transfer	Nature of allotment / transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue Price/ Transfer Price per Equity Share (₹)	Percentage of the pre-Scheme capital (%)	Percentage of the post-Scheme capital (%)
PAGAC Ecstasy Pte. Ltd (PAGAC)							
March 19, 2021	Preferential Basis	9,70,087	Cash	10	1,255.64	2.77	2.77
March 23, 2021	Transfer of Equity Shares	16,95,427	Cash	10	1,588.77	4.84	4.83
March 26, 2021	Transfer of Equity Shares	10,05,023	Cash	10	1,588.77	2.87	2.87
December 6, 2021	Transfer of Equity Shares	(18,34,455)	Cash	10	1,255.64	(5.23)	(5.23)
May 10, 2022	Conversion of CCD into Equity Shares	1,75,55,986	Cash	10	1,255.64	50.08	50.05
Total		1,93,92,068				55.31	55.29
*Including 4 shares held by nominee of PAGAC.							
PAGAC Ecstasy Pte. Ltd. holds 1,93, 92, 068 Equity Shares of the Company aggregating to 55.29 % of the total paid up Equity Share capital of the Company.							

As on the date of this Information Memorandum, all of the Equity Shares held by our Promoter are fully paid up and none of such Equity Shares have been pledged in any manner. Further, all Equity shares held by our Promoter are in dematerialized form.

11. Details of Equity Shares held by the members of our Promoter Group

Name of person	No. of Equity Shares held	Percentage of the paid-up Equity Share capital (in %)
Promoter Group		
Asia Pragati Strategic Investment Fund	3,15,277	0.90
Total	3,15,277	0.90

12. Details of Equity Shares held by the directors of our Promoter

There are no directors of our Promoter who hold Equity Shares in our Company as on the date of this Information Memorandum.

13. Details of Pledged Shares

As on the date of this Information Memorandum, none of the Equity Shares held by our Promoter are pledged.

14. The Promoter Group, the Promoter, directors of our Promoter, the Directors of our Company and their relatives have not purchased or sold Equity Shares during the period of six months immediately preceding the date of this Information Memorandum.

15. Employee Stock Option Schemes of our Company

As on the date of this Information Memorandum, our Company has in place the Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) - Employee Stock Option Plan 2021 (“ESOP 2021” or “Plan”).

Our Company, pursuant to the resolutions passed by our Board on October 22, 2021, and amended *vide* circular resolution on December 9, 2022, and our Shareholders on October 23, 2021 adopted the Plan and amended the Plan on December 16, 2022. As on the date of this Information Memorandum, there are 1,07,341 outstanding options which are to be granted under ESOP 2021

Set forth below are the details in respect of the ESOP 2021:

Particulars	Details			
	Fiscal 2021	Fiscal 2022	Fiscal 2023	April 1, 2023, until September 21, 2023
Total options granted	Nil	Plan A – 761,872 Plan B – 1,384,160	Plan A – 181,559 Plan B – 198,315 Plan OP – 164,086	Plan A – 114,370 Plan B – 44,284 Plan OP – 11,125
Pricing formula	The fair value of stock options is estimated at the date of grant using option pricing model taking into account the terms and conditions upon which the share options were granted			
Exercise price of options in ₹ for the options granted during the year (as on the date of grant of options)	Not applicable	₹ 1,298.40	₹ 1,298.40	₹ 1,298.40
Vesting period	Options granted would vest within a maximum period of eight years, subject to a minimum period of one year from the date of grant of such options.			
Total options vested during the year	Nil	Nil	Plan A – 101,152 Plan B – 187,651 Plan OP – Nil	Plan A – 1,01,583 Plan B – 187,651 Plan OP – Nil
Options exercised	Nil	Nil	Plan A – 13,841 Plan B – 1,000 Plan OP – Nil	Plan A – 1,330 Plan B – Nil Plan OP – Nil
The total number of Equity Shares arising as a result	Nil	Nil	14,841	1,330

Particulars	Details			
	Fiscal 2021	Fiscal 2022	Fiscal 2023	April 1, 2023, until September 21, 2023
of exercise of granted options (including options that have been exercised)				
Options forfeited/lapsed/cancelled	Nil	Plan A – 17,136 Plan B – 133,160	Plan A – 80,286 Plan B – Nil Plan OP – Nil	Plan A – 29,822 Plan B – Nil Plan OP – Nil
Variation of terms of options	Not Applicable			
Money realized by exercise of options (in ₹)	Nil	Nil	₹ 19,269,554	₹ 17,26,872
Total number of options outstanding in force (as at the end of the fiscal)	Nil	Plan A – 744,736 Plan B – 1,251,000	Plan A – 832,168 Plan B – 1,448,315 Plan OP – 164,086	Plan A – 9,15,386 Plan B – 14,92,599 Plan OP – 1,75,211
Employee wise details of options granted to:	Fiscal 2021			
(i) Key Managerial Personnel	Name of employee		Details of options	
			Granted	Exercised
	Ashish Kehair		-	-
	Shiv Sehgal		-	-
	Fiscal 2022			
	Name of employee		Details of options	
			Granted	Exercised
	Ashish Kehair		4,20,505	-
	Shiv Sehgal		1,89,227	-
	Fiscal 2023			
	Name of employee		Details of options	
			Granted	Exercised
	Ashish Kehair		1,25,707	-
	Shiv Sehgal		25,030	-
	Mihir Nanavati		11,552	-
	From April 1, 2023, until September 21, 2023			
	Name of employee		Details of options	
			Granted	Exercised
	Ashish Kehair		-	-
	Shiv Sehgal		-	-
	Mihir Nanavati		-	-
	Sneha Patwardhan		-	-
	Details of ESOPs held by Directors of NWML or Ashish, Mihir, Shiv and Sneha as on date:			
	Name of Director / KMP		Number of ESOPs held as on date	
	Ashish Kehair		5,46,212	
	Shiv Sehgal		2,14,257	
	Mihir Nanavati		11,552	
	Sneha Patwardhan		-	

Particulars	Details			
	Fiscal 2021	Fiscal 2022	Fiscal 2023	April 1, 2023, until September 21, 2023
(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year	Fiscal 2022			
	Name of employee	Details of options		Entity
		Granted	Exercised	
	Rahul Jain	2,10,252	-	Nuvama Wealth And Investment Limited
	Alok Saigal	1,89,227	-	Nuvama Wealth And Investment Limited
	Riyaz Marfatia	1,22,647	-	Nuvama Wealth Management Limited
	Anshu Kapoor	1,08,630	-	Nuvama Asset Management Limited
	Fiscal 2023			
	Name of employee	Details of options		Entity
		Granted	Exercised	
	Rahul Jain	80,374	-	Nuvama Wealth And Investment Limited
	Alok Saigal	60,072	-	Nuvama Wealth And Investment Limited
	Anshu Kapoor	31,890	-	Nuvama Asset Management Limited
(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	Fiscal 2022			
	Name of employee	Details of options		
		Granted	Exercised	
	Ashish Kehair	4,20,505	-	
	Fiscal 2023			
	Name of employee	Details of options		
Granted		Exercised		
Nil	-	-		
Vesting schedule (and conditions for vesting)	Duration from grant date	% options vesting Plan-A	% options vesting Plan-B	
	365 days from the grant date	15%	15%	
	641 days from the grant date	15%	15%	
	1007 days from the grant date	20%	15%	
	1372 days from the grant date	25%	25%	
	1737 days from the grant date	25%	30%	
	Plan OP – Performance based stock options 100% vesting after 4 years			
Fully diluted earnings per share (with CCDs) pursuant to issue of Equity Shares	Fully diluted EPS as per Restated Consolidated Financial Information: (₹ per share)			
	(166.81)	244.67	92.07	-

Particulars	Details			
	Fiscal 2021	Fiscal 2022	Fiscal 2023	April 1, 2023, until September 21, 2023
on a pre-Scheme basis on exercise of options in accordance with the applicable Accounting Standard (AS) 'Earning Per Share' (in ₹)				
Where our Company has calculated the employee compensation cost using the intrinsic value of stock options, difference, if any, between employee compensation cost calculated according using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and impact of this difference on the profits of our Company and on the earnings per share of our Company	[Not applicable. Our Company has determined employee compensation based on the fair value of employee stock options granted.]			
Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock for options granted during the year	Weighted average exercise price: NA Weighted average fair value of options: NA	Weighted average exercise price: ₹ 1,298.40 Weighted average fair value of options: Plan A - ₹ 438.05 Plan B - ₹ 297.43	Weighted average exercise price: ₹ 1,298.40 Weighted average fair value of options: Plan A - ₹ 513.92 Plan B - ₹ 373.13 Plan OP - ₹ 10.40	Weighted average exercise price: ₹ 1298.40 Weighted average fair value of options: Plan A - ₹ 725.56 Plan B - ₹ 518.38 Plan OP - ₹ 10.40
Method and significant assumptions used to estimate the fair value of options granted during the year including weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in market at the time of grant of the option	Assumptions used at the time of grant of options granted during Fiscal 2022			
	Options granted during Fiscal 2022	Plan A	Plan B	
	Expected volatility	19.12% - 21.40%	19.29% - 23.56%	
	Risk free interest rate	5.21% - 6.36%	3.84% - 5.74%	
	Expected dividend yield	0%	0%	
	Expected life of options	3.50 - 7.26 years	1 - 5 years	
	Exercise price on the date of grant of options	1,298.40	1,298.40	
	Assumptions used at the time of grant of options granted during the Fiscal 2023			
	Plan A	Plan B	Plan OP	

Particulars	Details			
	Fiscal 2021	Fiscal 2022	Fiscal 2023	April 1, 2023, until September 21, 2023
Options granted during the Fiscal ended March 31, 2023 Expected volatility Risk free interest rate Expected dividend yield Expected life of options Exercise price on the date of grant of options				
	Expected volatility	23.09% - 28.83%	20.81% - 29.89%	22.87%
	Risk free interest rate	6.84% - 7.26%	6.46% - 7.16%	7.04%
	Expected dividend yield	0%	0%	0%
	Expected life of options	3.5 - 7.51 years	1 - 5 years	3.8 years
	Exercise price on the date of grant of options	1,298.40	1,298.40	1298.40
	Assumptions used at the time of grant of options granted during April 2023 till July 2023			
	Options granted during the Fiscal ended March 31, 2023	Plan A	Plan B	Plan OP
	Expected volatility	22.59% - 27.93%	19.79% - 28.70%	22.87%
	Risk free interest rate	6.92% - 7.16%	7.03% - 7.13%	7.04%
	Expected dividend yield	0%	0%	0%
	Expected life of options	3.55 - 7.55 years	1.33 – 3.33 years	3.8 years
	Exercise price on the date of grant of options	1,298.40	1,298.40	1298.40
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies prescribed in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as applicable had been followed, in respect of options granted in the last three years. (₹ in million)	Our Company has complied with the accounting standard issued by the Institute of Chartered Accountants of India which is in line with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021			
Intention of the holders of Equity Shares allotted on exercise of options granted to sell their shares within three months after the date of listing of Equity Shares pursuant to the filing of	Not Applicable			

Particulars	Details			
	Fiscal 2021	Fiscal 2022	Fiscal 2023	April 1, 2023, until September 21, 2023
Information Memorandum				
Intention to sell Equity Shares arising out of the ESOP Scheme within three months after the listing of Equity Shares by Directors, Senior Management and employees having Equity Shares arising out of the ESOP Scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Not Applicable			

Set forth are the details of the issue of Equity Shares under ESOP 2021 and the price range within which the Equity Shares have been issued each quarter in the last three years:

Quarter ending	Equity Shares issued during the quarter	Price range within which the Equity Shares have been issued during the quarter
Quarter ending 30 June 2023	2,116	1,298.40
Quarter ending 31 March 2023	8,047	1,298.40
Quarter ending 31 December 2022	6,008	1,298.40
Quarter ending 30 September 2022	Nil	NA
Quarter ending 30 June 2022	Nil	NA
Quarter ending 31 March 2022	Nil	NA
Quarter ending 31 December 2021	Nil	NA
Quarter ending 30 September 2021	Nil	NA
Quarter ending 30 June 2021	Nil	NA
Quarter ending 31 March 2021	Nil	NA
Quarter ending 31 December 2020	Nil	NA
Quarter ending 30 September 2020	Nil	NA
Quarter ending 30 June 2020	Nil	NA

16. Except to the extent required to comply with applicable law and any ESOP grants envisaged and disclosed in this Information Memorandum, our Company, presently, does not intend nor does it propose to alter its capital structure for a period of 6 (six) months from the date of this Information Memorandum, by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, if our Company enters into acquisitions, joint ventures, or other arrangements (including significant project expansion), our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures. Our Company may split or consolidate the denomination of Equity Shares subject to necessary approvals.
17. Our Promoter, directors of our Promoter, members of our Promoter Group, our Directors and their relatives have not financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of this Information Memorandum.
18. There is no lead manager appointed to the listing of the Equity Shares, thereby the disclosure requirement to disclose the shareholding of the lead manager and their respective associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) in our Company is not applicable.

19. As on the date of this Information Memorandum, except ESOPs granted, there are no outstanding warrants, options or convertible securities, including any outstanding warrant or rights to convert debentures, loans, or other instruments into Equity Shares.
20. Our Company, our Directors and our Promoter have not entered into any buy-back, standby, or similar arrangements to purchase Equity Shares of our Company from any person.
21. There shall be only one denomination of Equity Shares of our Company, subject to applicable regulations and our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.
22. Other than the options issued pursuant to ESOP 2021 and the exercise of the aforesaid options issued pursuant to ESOP 2021, which may also result in an increase in the issued, subscribed and paid-up share capital of the Company, there shall be no further issue of capital by our Company whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of approval of the Scheme till listing of the Equity Shares allotted as per the Scheme.
23. Our Company has 95,071 Shareholders as on date of filing of this Information Memorandum.

STATEMENT OF TAX BENEFITS

To

The Board of Directors

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

8th Floor, Inspire BKC,
G Block, BKC Main Road,
Bandra Kurla Complex,
Bandra East
Mumbai 400 051
Maharashtra
India

Dear Sirs,

Subject: Statement of possible special tax benefits available to Nuvama Wealth Management Limited (“the Company”) and its shareholders and its material subsidiaries under direct and indirect tax laws prepared in accordance with the requirement of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended

We refer to the Information Memorandum and Information Memorandum (collectively called the “IM”) proposed to be filed by the Company with the Securities Exchange Board of India (“SEBI”), the National Stock Exchange of India Limited (the “NSE”) and the BSE Limited (the “BSE”, and together with the NSE, the “Stock Exchanges”). We enclose herewith the Annexure stating the possible special tax benefits available to the Company and to its shareholders and also to the material subsidiaries of the Company (which is defined in Annexure I (List of Material Subsidiaries considered as part of this statement of tax benefits) under the provisions of the Income-tax Act, 1961 (the “IT Act”), (i.e. including amendments made by Finance Act 2023, i.e. applicable for the financial year 2023-2024, relevant to the assessment year 2024-2025) and indirect tax laws presently in force in India, for inclusion in the IM.

The benefits discussed in the enclosed Annexure cover only the special tax benefits available to the Company and its shareholders and also to the material subsidiaries of the Company as defined under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Nuvama Wealth and Investment Limited, (ii) Nuvama Wealth Finance Limited, and (iii) Nuvama Clearing Services Limited and do not cover general tax benefits. Special tax benefits are benefits which are generally not available for all companies. We are informed that this Statement of Tax Benefits is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the nature of individual tax consequences and the changing tax laws, each of the investor is advised to consult his or her or their own tax consultant with respect to the specific tax implications arising out of listing of equity shares of the Company.

We conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India

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

- the Company or its shareholders or its material subsidiaries will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable, have been/would be met with;

The contents of the enclosed Annexure are based on information, explanations and representations obtained from the Company, its material subsidiaries and on the basis of our understanding of the business activities and operations of the Company and its material subsidiaries.

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 law 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 shall not be liable for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially

determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this statement of tax benefits, except as per applicable law.

The enclosed annexure is intended for your information and for inclusion in the IM to be filed with SEBI and the Stock Exchanges. We hereby consent to the use of our name and other details including this statement of tax benefits and including reference to our firm in the IM. We further consent to be named as an expert in the IM, as defined under the provisions of the Companies Act, 2013 and the rules framed thereunder.

Yours faithfully,
For Tejas Sampat & Associates Chartered Accountants
ICAI Firm Registration Number: 128507W

Tejas Sampat
Proprietor
Membership No.: 127397
UDIN: 23127397BGSLIA7576
Place: Mumbai
Date: 1 June, 2023

ANNEXURE I TO THE STATEMENT OF TAX BENEFITS

LIST OF MATERIAL SUBSIDIARIES CONSIDERED AS PART OF THE STATEMENT

- (i) Nuvama Wealth and Investment Limited,
- (ii) Nuvama Wealth Finance Limited, and
- (iii) Nuvama Clearing Services Limited

Note 1: Material subsidiaries identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

ANNEXURE II TO THE STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO NUVAMA WEALTH MANAGEMENT LIMITED (“THE COMPANY”) AND ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES (“TAX LAWS”)

Outlined below are the Possible Special Tax Benefits available to the Company, its shareholders and its Material Subsidiaries under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company, its shareholders and its Material Subsidiaries fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders and its Material Subsidiaries to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill

The information provided below sets out the possible special tax benefits available to the Company and its shareholders and its material subsidiaries under the Income Tax Act 1961 as amended by the Finance Act 2023, i.e. applicable for the Financial year 2023-2024 relevant to the assessment year 2024-2025, presently in force in India (the “IT Act”) and under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017 and the respective State Goods and Services Tax Act, 2017 as amended from time to time (collectively referred to as “**Indirect tax laws**”).

I. Special tax benefits available to the Company

There are no special tax benefits available to the Company.

II. Special tax benefits available to the Material Subsidiaries

There are no special tax benefits available to the Material Subsidiaries.

III. Special tax benefits available to Shareholders

There are no special tax benefits available to the shareholders for investing in the shares of the Company.

Notes:

1. This statement does not discuss any tax benefits in the 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 special tax benefits and consequences that apply to them.
2. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
3. All the above benefits are as per the current Tax laws. Accordingly, any change or amendment in the laws /regulations, which when implemented would impact the same.

SECTION V – ABOUT US

INDUSTRY OVERVIEW

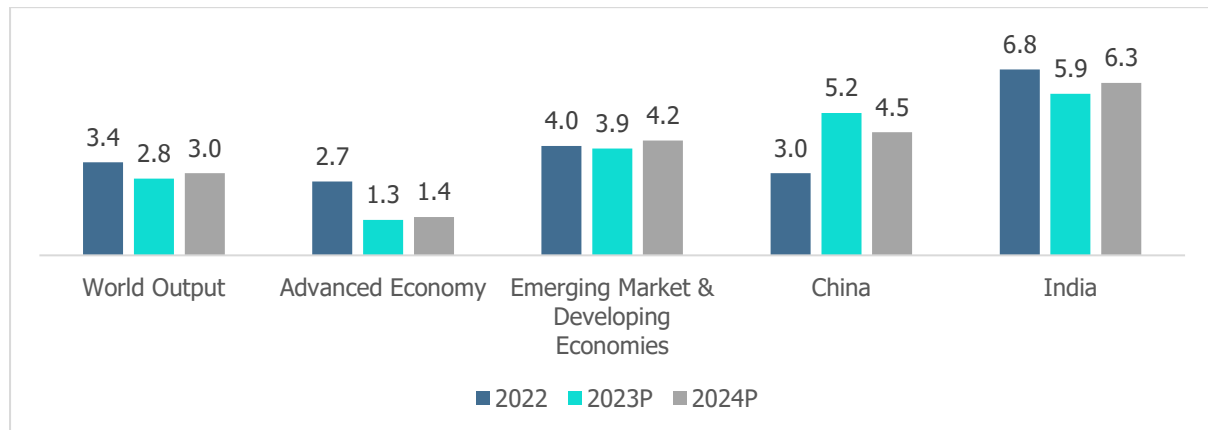
Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Research Report on Wealth Management, Asset Management, Capital Markets”, dated May 31, 2023, and released by CARE Advisory Research & Training Limited, a wholly-owned subsidiary of CARE Ratings Limited (“**CARE Report**”). We commissioned and paid for the CARE Report for the purposes of confirming our understanding of the industry specifically for the purpose of the listing of the equity shares of our Company (“**Listing**”), as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company’s services, that may be similar to the CARE Report. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year, refers to such information for the relevant year. Also, see “*Risk Factors - Industry information included in this Information Memorandum has been derived from an industry report commissioned from CARE EDGE and paid by us for such purposes. There can be no assurance that such third-party statistical, financial, and other industry information is either complete or accurate.*” on page 30. Unless otherwise indicated, all references to years in this section are to calendar years.

Economic Outlook

Global economy outlook

As per the International Monetary Fund (IMF)’s World Economic Outlook growth projections released in April 2023, for CY22, global economic growth is estimated at 3.4%, down from 6.3% in CY21 citing disruptions due to the Russia-Ukraine conflict and higher-than-expected inflation worldwide. The global economic growth for CY23 is projected to slow down further to 2.8%, mainly due to tightening global financial conditions, expectations of steeper interest rate hikes by major central banks to fight inflation, a sharper slowdown in China and spill over effects from the war in Ukraine with gas supplies from Russia to Europe tightening. Growth in CY24 is projected to pick up to 3.0%, with expected gradual recovery from the effects of the war in Ukraine and subsiding of inflation. For the next 5 years, the IMF projects world economy growth in the range of 3.0%-3.2% on year on year (Y-o-Y) basis.

Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



Notes: P-Projection, *For India, GDP from 2011 onward is based on GDP at market prices with fiscal year 2011/12 as a base year
Source: IMF – World Economic Outlook, April 2023

Emerging market to lead the growth story

For the Emerging market and developing economies group, GDP growth is estimated to rise modestly to 4.0% in CY22, as compared to 6.9% in CY21, with projected growth of 3.9% in CY23 and 4.2% in CY24. Growth is expected to pick up to 5.2% in **China** with the full reopening in CY23. Overall, the expected growth in CY24 is on account of anticipation of gradual recovery.

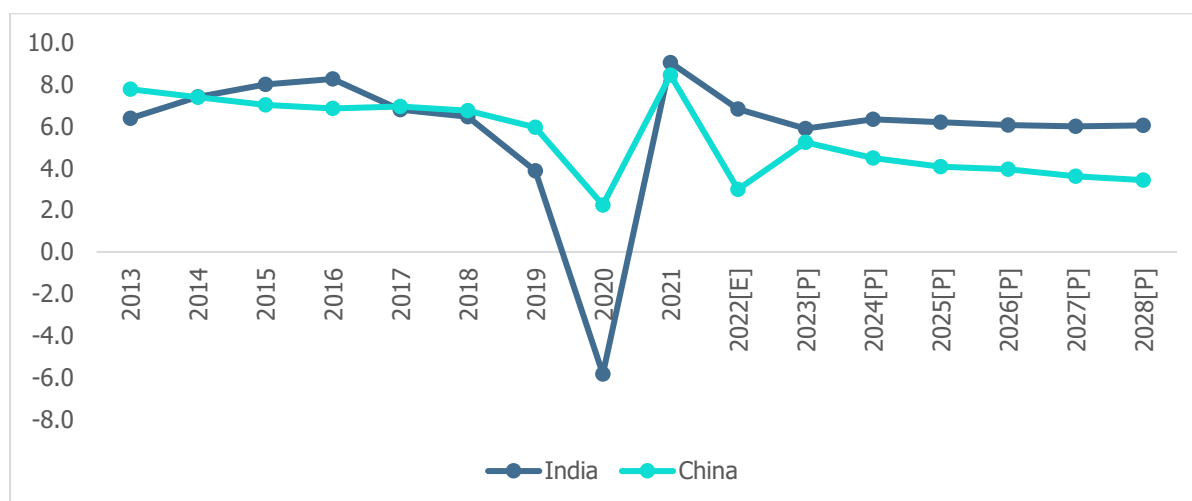
India’s GDP growth is estimated at 6.8% in CY22 by IMF. While, projection for CY23 and CY24 stand at 5.9% and 6.3%, respectively with resilient domestic demand despite external headwinds. Emerging economies such as India are likely to grow faster than developed countries and narrow the gap with the developed world.

Additionally, emerging economies are expected to contribute significantly to the global wealth growth in the coming decade.

India to remain fastest growing economy transcending China

Despite the turmoil in last two-three years, India bears good tidings for becoming USD 5 trillion economy by CY27. According to the IMF dataset on Gross Domestic Product (GDP) at current prices for India, the current GDP is estimated to be at USD 3.4 trillion for CY22 and projected to reach USD 5.2 trillion by CY27. The expected GDP growth rate of India for coming years is almost double compared to the world economy.

GDP growth trend comparison - India and China (Real GDP, Y-o-Y change in %)



P- Projections; Source: IMF, World Economic Outlook Database (October 2022)

Besides this, India stands out as the fastest growing economy amongst the major economies. Outshining the growth rate of China, the Indian economy is expected to grow at more than 6% in the period of CY24-CY28.

Indian economy is paving its way towards becoming largest economy in the world. Currently, India is the third largest economy globally in terms of Purchasing Power Parity (PPP) with ~7% share in global economy, with China [~18%] on the top and United states [~15%] being second. Purchasing Power Parity is an economic performance indicator denoting price of an average basket of goods and services that a household needs for livelihood in each country. In spite of the pandemic and the geo-political tensions in Europe, India has been one of the major contributors to world economic growth.

Indian Economy Outlook

Resilience to external shocks remains critical for near-term outlook

In broader sense, the pandemic resulted in 5.8% negative growth for the Indian economy in FY21. The Indian economy bounced back strongly in Q1FY22 with 21.6% y-o-y growth due to lower base effect. The easing of lockdowns and restrictions across states since June coupled with the decline in Covid-19 cases and higher vaccination rate facilitated higher economic activity as reflected in the GDP for the Q2FY22, which grew annually by 9.1%. The dip in Q3FY22 of 5.2% can be attributed to the fading base effect. India's economy recorded modest growth of 4.1% in Q4FY22, down from previous quarter. The economy was hit by the third wave of Covid-19 pandemic during the quarter. Global supply bottlenecks due to the Russia-Ukraine dispute and higher input costs slowed down the pace of recovery in the last quarter. Overall, India is expected to have witnessed 9.1% growth in FY22.

In Q1FY23, India recorded 13.2% growth in GDP which can be largely attributed to better performance by agriculture and services sectors. Following this double-digit growth, Q2FY23 witnessed 6.3% growth, while, Q3FY23 registered 4.4% growth. This slowdown in growth of Q2FY23 and Q3FY23 compared to the Q1FY23 can be attributed to the normalization of the base and a contraction in the manufacturing sector's output. The investments as announced in the Union Budget 2022-23 on boosting public infrastructure through enhanced capital expenditure has augmented growth and encouraged private investment through large multiplier effects in

FY23. However, heightened inflationary pressures and resultant policy tightening may pose risk to the growth potential.

GDP growth outlook

RBI's GDP Growth Outlook (Y-o-Y %)

FY23 (complete year)	FY24 (complete year)	Q1FY24	Q2FY24	Q3FY24	Q4FY24
7	6.5	7.8	6.2	6.1	5.9

Source: Reserve Bank of India

Stronger prospects for agricultural and allied activities are likely to boost rural demand. Rebound in contact-intensive sectors and discretionary spending is expected to support urban consumption. Strong credit growth, resilient financial markets, and the government's continued thrust on capital spending and infrastructure create a congenial environment for investment. On the other hand, external demand is likely to be dented by a slowdown in global activity, with adverse implications for exports.

Taking all these factors into consideration, in April 2023, the RBI in its bi-monthly monetary policy meeting estimated the real GDP growth to be at 7.0% for FY23 and 6.5% for FY24 with Q1FY24 at 7.8%, Q2FY24 at 6.2%, Q3FY24 at 6.1% and Q4FY24 at 5.9%.

Concluding Remarks

Despite the global growth uncertainties, Indian economy is relatively better placed. The major headwinds to economic growth are escalating geopolitical tensions, volatility in global commodity prices and shortages of key inputs. However, the bright spots for the economy are continued healthy domestic demand, support from government capital expenditure and improving business confidence. Various high-frequency growth indicators including purchasing managers index, auto sales, bank credit, GST collections have shown improvement in FY23.

Despite high food and fuel inflation pressure, the normalizing employment situation after the opening up of economy is expected to improve and provide support to consumption expenditure.

Public investment is expected to exhibit healthy growth as the government has budgeted for strong capital expenditure in FY24. Private sector's intent to invest is also showing improvement as per the data announced on new investment projects. However, the volatility in commodity prices and the economic uncertainties emanating from global turbulence may slow down the improvement in private capex and investment cycle.

Amongst sectors, the industrial segment is expected to be negatively impacted due to high input prices. Nonetheless, with flagship programmes like 'Make in India' and the Production Linked Incentive (PLI) schemes, the government is continuing to provide the support to boost the industrial sector. Service sector is expected to see continued revival in FY24 with healthy economic growth. However, some segments like information technology in the services sector would feel the pinch of slowdown in the US and European economies.

India Economy is expected to become a 10 Trillion USD economy by 2030-32 propelled by confluence of mega trends like increasing financialization, growing digitization and favourable demographic dividend amongst emerging markets. The target market for wealth management business constitutes approximately 80% of India's wealth thereby presenting a significant untapped market for wealth management companies to cater to.

I. WEALTH MANAGEMENT

Global overview of wealth management industry

Overview

Between 2022-2027, the UHNI population is expected to further grow by around 28.5% thereby growing nearly double in a decade and reaching around 7.5 lakhs in 2027 compared to around 4.0 lakhs UHNIs in 2017.

The HNI (Individuals whose net worth is USD 1 million or more, including their primary residence are High Net Worth Individuals) populations is expected to grow by around 57% between 2022-27 reaching around 1,090 lakhs by 2027.

Emerging trends in the global wealth management industry

- **Regulation and compliance**

Increasing regulatory complexity-The global financial crisis paved the way for increased regulatory scrutiny and tighter oversight of the wealth management industry. It is not just the sheer volume of new regulations, but also uncertainties regarding the interpretation of regulations, delayed timelines and inconsistencies between regulators that are materially increasing the risk of non-compliance as well as challenging existing business models. One of the biggest challenges that wealth managers will continue to face is keeping up with the dynamic regulatory environment in their home jurisdictions and in international markets.

Focus on international tax transparency-The overall stance on tax transparency is becoming more intense, with supranational organizations driving regulatory initiatives. Going forward, international efforts to reduce tax arbitrage and improve transparency will accelerate and it will become harder to avoid taxation. Going forward, there will be more regulatory requirements that wealth managers will need to meet. The stream of new and revised regulations will continue, triggered by efforts to harmonize national regulations globally to ensure a level playing field.

- **Changing client needs**

New generation of client- The wealth management industry is witnessing a phase of change as its largest investor segment, the baby boomers (born between 1946 and 1965), is in the retirement phase and assets are being transferred to the next generation of investors: Gen-X (born between 1966 and 1980) and Gen-Y/millennials (born after 1980). Currently, millennials are the largest and fastest-growing adult segment across the globe and represent the greatest opportunity for the wealth management industry. Millennials are not only growing in number, but also accumulating assets at an impressive rate. In fact, millennials are entering their prime earnings years and also have the prospect of large inheritances. They have the potential to become the wealthiest generation in history. Notably, this group of investors is different from their predecessors in terms of attitudes toward managing their finances and expectations in relation to client experience. While baby boomers were keener on investing in stocks and particularly interested in diversifying their assets, millennials tend to hold more cash (40% of assets are in cash) and are distrustful of the stock market (90% of millennials are intimidated by the stock market) mainly on account of their experience with the global financial crisis. Moreover, millennials' investment objectives are diverse and vary across asset classes as well as regions.

Empowered clients- Client needs and expectations are changing dramatically with regards to client experience, quality of service and delivery channels. The industry is witnessing a change in demand for products and services as well as preferred channels for client engagement. Digital capabilities are at the top of the list of wealth management clients' must-haves. Clients are increasingly demanding that wealth management firms offer more interactions — from account opening to the provision of advice — through digital channels. The new wave of empowered clients is challenging the status quo in wealth management.

Reducing customer loyalty - Customer loyalty is declining as clients have become wary of their financial service providers following the financial crisis and barriers in switching between financial firms have reduced. According to industry data, 73% of wealth management clients have relationships with multiple wealth managers and 4 out of 10 clients are open to switching wealth managers. This represents incremental revenue opportunity of US\$ 175b–US\$ 200b (based on the fact that global wealth managers manage client assets worth ~US\$ 120t) for firms willing to make strategic investments to improve their client experience. Moreover, trust and price sensitivity issues have led some new generation investors to explore do-it-yourself investing. This trend is supported by the rise of automated invested platforms (robo-advisors).

Clients are eager for a new level of public transparency- Investors have overwhelmingly identified transparency of portfolio performance and fees as one of the key requisites in the rapidly transforming wealth management space. However, the traditional views of transparency are no longer enough and investors are demanding a new level of public transparency. Clients are eager to rate their advisors and connect with like-minded clients in public forums to exchange ideas and share positive and negative experiences. For instance, social media can be used as a platform to review or rate advisors.

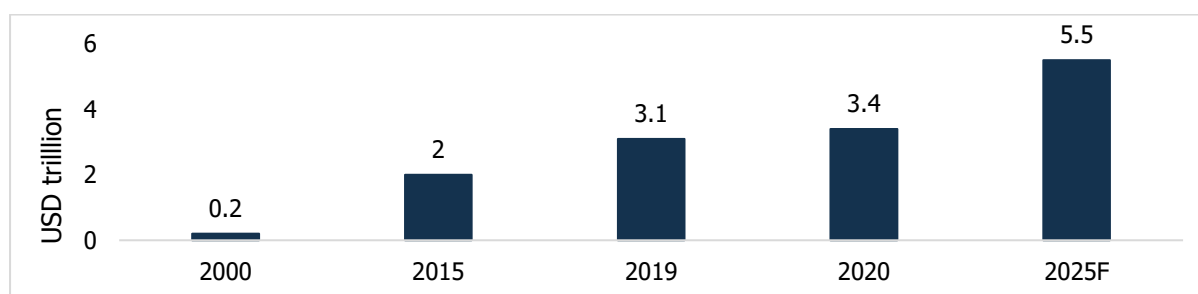
Changing fee-structure preferences- Currently, the global wealth management industry follows a transaction-based (i.e., commissions) or an asset-based compensation model. However, client preference for fixed fees is rising, while preference toward both asset-based fees and commissions is on the decline. Furthermore, clients are becoming less sure about how they want to be charged in every single region.

- **Competitive environment**

The competitive landscape for wealth managers is multidimensional, involving traditional and non-traditional players. A majority of respondent wealth managers agree that the industry is facing significant competitive pressures.

Traditional players rebalancing structures- Several players are rebalancing their international wealth management operations. While some wealth management players are focusing on high-growth markets, such as Asia-Pacific, others are exiting the international wealth management industry entirely.

India's Financial Wealth



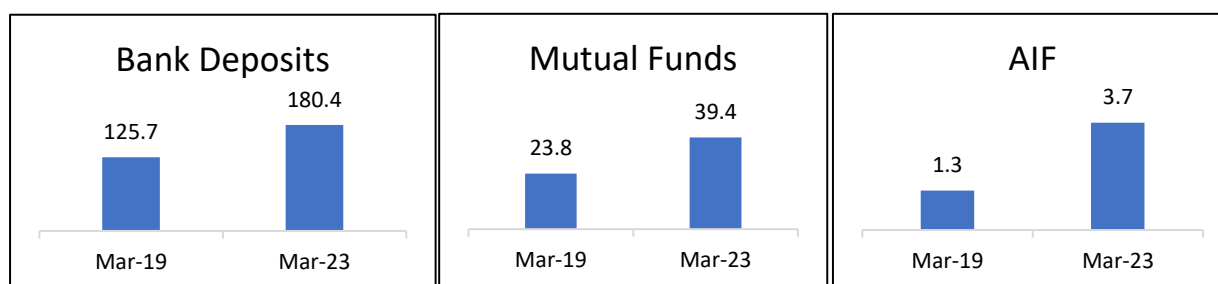
Source: Industry Reports, CareEdge Research

Note: Financial wealth includes investments in assets class such as bonds, insurance, stocks, cash and bank deposits

Given India's long-term economic prospects, positive demographics, rising income levels, and current low penetration, Indian wealth management market is on a steady upward trajectory. While India's wealthy individuals are less in comparison with established markets, the country's wealth is expected to expand rapidly in the future. The key factors for growth in wealth management business in India are large and young mass affluent segment, an increase in wealth of global Indians', the Indian government's push to regulate illegal channels of funds and tightening of capital market regulations.

In the coming years, financial wealth is expected to see continued growth and investment asset class is likely to grow at a higher pace.

Trend in asset class (Figures in Rs. Lakh crores)



Source – RBI, AMFI, SEBI, CMIE, CareEdge Research

Note: Data are provisional, AIF figures indicate funds raised

Asset Class	AUM - 2019-23 CAGR	AUM-GDP Ratio
Bank Deposits	9.5%	113.0%
Mutual Funds	13.5%	24.7%
AIF	28.5%	2.3%

Source – RBI, AMFI, SEBI, CMIE, CareEdge Research

Note: Data are provisional, AIF figures indicate funds raised

The demographic difference presents an opportunity to create new products to address the needs of a young population and leverage new technologies, such as social and software-based investing applications as a key

differentiator. Indian wealth management industry is largely focused on the urban segment, leaving untapped majority of Indian population. One of the key factors for advisors is to develop trust with the potential investors where advisors constantly need to build its brand, focus on overcoming trust barriers, invest in technology and focus on transparency and compliance.

With increase in start-ups, rising income levels and friendly macro factors with ease of doing business, young HNI population in India is expected to rise. There is a big opportunity for a wealth management firm to tap into an underpenetrated market with huge upside growth potential for wealth managers.

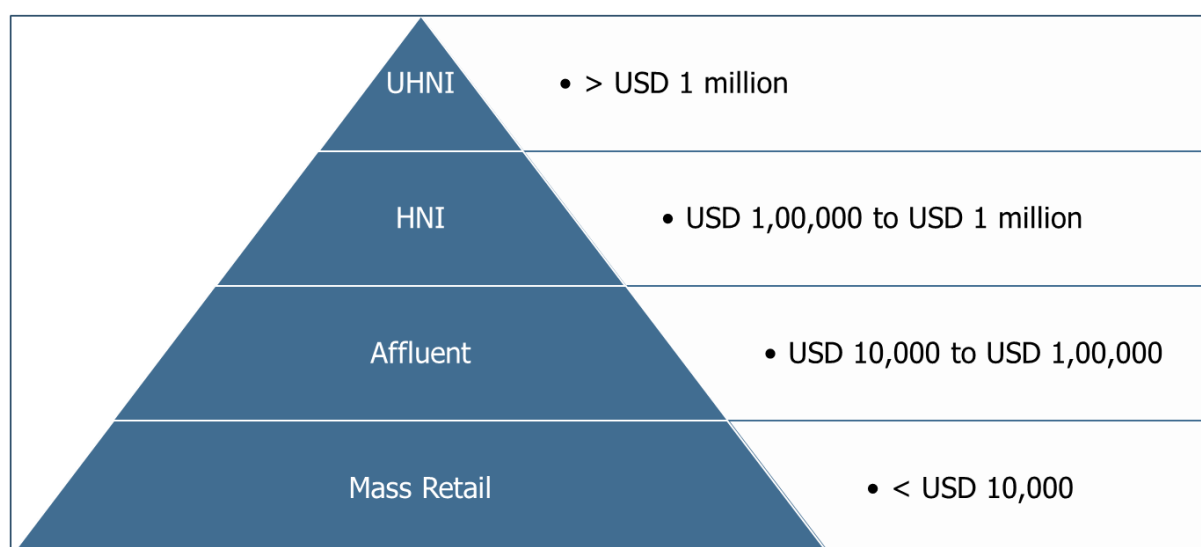
There is steady growth in number of client's interest towards:

- 1) Access to Mutual Fund / Other financial Product Distribution
- 2) Financial Planning (specific short term and long-term goals) Advice
- 3) Tax Planning Advice
- 4) Estate Planning Advice
- 5) Wealth Management Advice

The Indian wealth management market is on a sustained path of growth, given India's long-term economic prospects, positive demographics, rising income levels and current low penetration.

Based on the investment corpus available with the individuals, CareEdge Research has grouped individuals in following four categories -

Wealth Pyramid



Source: CareEdge Research

The first three segments of the wealth pyramid namely ultra-high net worth individuals (UHNI), high net-worth individuals (HNI) and affluent contribute to more than 80% of India's wealth. A large base of low-wealth holders underpins higher tiers occupied by progressively fewer adults. The inequality has also increased due to the rise in the value of financial assets during the Covid-19 pandemic. Over the years, there has been significant ramp-up in the affluent segment supported by the emerging economy and expansion of middle-class population.

In the medium to long term, UHNI, HNI and affluents segment are likely to see tremendous growth on the back of growth in Indian economic, rising affluence and financialization of assets. India's HNI population is expected to grow more than double by 2027 over 2022, making it one of the world's fastest-growing wealth markets.

Key trends of the wealth management industry in India

- Need for Advisory

Financial markets have become complex due to a wide variety of investment options available in the market today. Investors are often confused as to which products to invest in and how to determine the suitability of the investment based on their risk-return profile. As a result, the demand for an unbiased wealth manager who guide them appropriately has increased significantly. Investors value holistic advice on how to achieve multiple, often conflicting, financial goals using a range of investment techniques and funding strategies.

While this means new opportunities for the wealth managers, excessive competition has also posed new challenges to sustain, grow, and thrive in the market. This is a challenging macro environment for investors and their advisors to find the right return-risk combination. Increasing regulatory burdens and rising costs of risk pose new challenges to wealth management firms.

- **Goal Based Planning over Wealth maximization**

Investors are becoming increasingly aware of milestone-based planning and want to plan ahead for them. These goals can be short-term, such as purchasing the latest phone or taking a vacation, or long-term, such as a child's education, retirement, and so on. In order to keep up with the changing investor behaviour, wealth managers are rethinking their wealth management strategies beyond wealth maximisation and offer financial planning solutions that cater investor's goals.

- **Digitization of wealth management**

Investors have been exposed to the world of technology thanks to the rise of smartphones and internet access. Investors are increasingly gravitating towards platforms with simple user interfaces that allow them to make investments with the swipe of a finger. The need for wealth management infrastructure to be digitalized has never been greater. Digital wealth management is more than just providing digital channels for transacting. It also includes employing technology to provide higher value, professional service, and an improved investment experience for customers, all while remaining objective.

The rise of digitalization has also given rise to robo-advisors, which are automated, Algo-based systems that provide wealth management advice. These user-friendly platforms have made the whole investment process accessible and affordable to a large section of people, thus bringing science and human combination in advisory models.

Big data and advanced analytics are transforming the industry with new ways to engage with new clients, manage client relationships and manage risks. Collaborating with wealth tech providers can help the traditional wealth advisory firms expand their capabilities and enhance digitalization faster and in a cost-effective manner.

Key players in wealth management industry

360 ONE WAM Limited (formerly known as IIFL Wealth Management Limited)

360 ONE WAM Limited (erstwhile IIFL Wealth Management Limited part of the IIFL Group), founded in 2008, is among the largest private wealth management firms in India. The Group mainly acts as a wealth manager and provides financial products distribution, transaction advisory, asset management, portfolio management, lending; credit and investment, trustee services by mobilising funds and assets of various classes of investors including high net worth individuals and ultra-high net worth individuals. The consolidated AUM (assets under management includes annual recurring revenue assets, transactional or broking revenue assets and custody AUM) of 360 ONE WAM Limited reached Rs. 3.4 lakh crores as of Mar-23.

Nuvama Wealth Management Limited (NWML)

Nuvama Wealth Management Limited, erstwhile Edelweiss Securities Limited, was incorporated in 1993. It was earlier a wholly-owned subsidiary of Edelweiss Financial Services Limited. NWML has a wholly owned subsidiary Nuvama Wealth and Investment Limited, also a Stock Broker.

Incorporated in 1993, NWML is a public limited company incorporated under the provisions of the Companies Act. PAG is the holding company. The company is registered as a Trading cum Clearing Member with the National Stock Exchange of India Limited and the BSE Limited. Also NWML is registered as a Trading Member with Metropolitan Stock Exchange of India Ltd, Multi Commodity Exchange of India Limited and National Commodity Exchange of India Limited. NWML through its subsidiaries provides wealth management, asset management and custody services to its clients along with trading in securities and derivatives.

Nuvama is one of the leading integrated wealth management platforms and established player straddling across diversified client segments. They are among the top few private players in India serving Ultra HNI and they are one of the key private managers that cater to affluent & HNI segments which is large, fast growing and significantly under serviced segments. NWIL is a technology driven securities company in India that offers a variety of financial services such as broking services, depository services, distribution of financial products, short term funding for employee stock option schemes and margin trading facility. As of FY23, NWML's had around Rs. 1,80,610 crores in client assets.

Anand Rathi Wealth Limited

Anand Rathi Global Finance Ltd (ARGFL), the NBFC arm of Anand Rathi Group (ARG) is in the business of offering product like SME Lending, Construction Finance, Loan against Securities such as Equity, Bonds and Mutual Funds and also engaged in treasury activities.

Anand Rathi provides various services such as wealth management, investment banking, corporate finance & advisory, brokerage & distribution in of equities, commodities, mutual funds, structured products, insurance, corporate deposits, bonds & loans to institutions, corporations, high net worth individuals and families. As on September 30, 2022, Anand Rathi Financial Services Ltd (ARFSL) held 92%, whereas Anand Rathi Wealth Services Ltd (ARWSL) held 8% stake in the company. ARGFL has two wholly owned subsidiaries: Anand Rathi Advisors Ltd & Anand Rathi Housing Finance Ltd. As of Mar-23, Anand Rathi Wealth Limited's consolidated AUM reached Rs. 38,993 crores indicating a year on year growth of 18% compared to Rs. 32,906 crores as of Mar-22.

ICICI Securities

ICICI Securities Limited (I-Sec), a subsidiary of ICICI Bank Limited is the broking arm of the ICICI Group. The company's business offerings include broking (retail and institutional broking including allied services of extending margin trade finance and ESOP finance), distribution of financial products. I-Sec also distributes public issues to corporates and high-net-worth individuals, and has presence in wealth management and investment banking. It has a client base of around 84 lakh customers (as on September 30, 2022) across business segments. I-Sec distributes many financial market products, including insurance, mutual funds and digital loans, for the ICICI group, as well as of other players. The company's loan book stands at Rs. 6,547 crores as of Mar-23.

ASK Investment Managers (ASK IM)

ASK Investment Managers Limited ("ASK IM") has entered into an agreement with the Blackstone Group, whereby an entity within the Blackstone Group has acquired approximately 71% of ASK IM, resulting in an indirect "change in control" of ASK Wealth Advisors Private Limited (ASK WA) under the SEBI (Portfolio Managers) Regulations, 2020.

ASK WA is Private Limited is the part of ASK Group. ASK Wealth Advisors Private Limited was established in 2006 as an independent Wealth Advisory and Family Office firm providing wealth management solutions. The company offers a variety of services such as portfolio management, real estate investment and advisory and wealth advisory services and caters to HNI and UHNI clients. In FY23, the company managed around Rs. 39,620 crores of assets of around 3,239 HNI and Ultra-HNI families spread across India.

Outlook for wealth management Industry

The Indian wealth management industry witnessed a structural shift over the past few years on account of changing demographics, increase in the number of millennials focusing on investing, and increased penetration of digitization. The pandemic-led 2021 accelerated the shift from traditional investing avenues such as bank deposits to equities.

Cumulatively, both the depositories (NSDL and CDSL) have added 21 lakh new accounts in FY23 (April to February), with CDSL itself accounting for 17 lakhs new demat accounts, indicating that renewed optimism surrounding growth and the resultant exuberance in stock markets drew many first-time investors.

The increase in focus on wealth management comes as investors are more aware and attuned to current events and are actively planning their finances to meet their financial goals or to plan for the difficult times. Additionally, there is a growing trend towards achieving financial self-reliance for meeting discretionary spends and maintaining lifestyle.

Indian household savings have also been witnessing some considerable structural shifts of late.

Households in India have historically been quite risk-averse and wary of investing their savings into volatile or uncertain return-based assets. A pursuit of safe bets has always driven India towards making investments in assets like gold which are considered to have limited downside risk. This pattern has changed over time, especially since demonetization in November 2016. Also, the country has seen a major shift in attitude from capital preservation to wealth creation from FY17.

In FY24, the growth of the wealth management industry is likely to be stable on account of growing engagement of millennials towards investing coupled with higher disposable income, increased savings and uplift in confidence among retail investors.

Furthermore, increase in start-ups, rising income levels and friendly macro factors with ease of doing business will drive the growth of the young HNI population in India, this is likely to create huge opportunity for a wealth management firms to tap into an underpenetrated market with huge upside growth potential for wealth managers. CareEdge Research expects the following trend to drive the growth of the wealth management industry.

Need for reliable advice – The complexity of the financial markets can be a deterrent due to the many investment options at hand. A lay investor is likely to face headwinds due to the inability to understand the suitability of options with his/her own risk appetite and goals. This gives rise to need of a knowledgeable and reliable wealth manager who can guide the investor through many goals click using different investment and funding strategies.

Increase in wealth advisory platforms – The advent of the internet and rise in smartphone penetration has opened up newer wealth advisory platforms for investors. This has resulted in investors accessing platforms having easy-to-use interfaces where investments are made at the tip of the finger.

Digital wealth management also includes using technology to offer more value, better services and enhance the customer's investor experience. Wealth advisory platforms also make the investment process accessible and affordable to a large section of people, thus increasing the reach of the wealth management industry.

Financial planning to achieve goals – Investors today are focusing on milestone-based planning and want to invest for them adequately. These investment goals can be short-term and related to purchases or longer-term goals such as education or retirement. Wealth managers need to rethink their strategies to not only focus on wealth maximization but also on financial planning solutions covering the different timelines.

Shift from traditional asset classes – Retail investors are moving beyond traditional asset classes like fixed deposits due to their sub-optimal real returns. They are looking for access to asset classes and investment strategies deployed by HNIs and want to explore alternative assets. Wealth managers are therefore offering products beyond those that are conventional in nature to attract greater participation from this stratum of clientele. Additionally, wealth management is moving from being a one-product-fits-all to more customized advisory based on the risk appetite, goals and time horizons of the customers.

In sum, a change in the perception of investing of customers, increased participation of millennials in investing and newer developments in technology will aid the growth of the wealth management industry, going forward.

II. ASSET MANAGEMENT

Overview of various products

- **Structured Products / market-Linked debentures (MLD)**

Structured products are a blend of fixed-income and derivative instruments. Its layer of derivatives gives it the flexibility needed to blend with a portfolio and enhance its risk-to-return performance while matching an investor's objectives.

Market-Linked Debentures (MLD) is a debt instrument that differs from a standard fixed-income security in the sense that the coupon on the instrument is linked to a variable market indicator such as an equity index, commodity price such as gold, etc. Structured Products / MLDs are generally close ended hybrid instruments which could be either with principle protection or without principle protection. The underlying security is generally a non-convertible debenture of the issuer linked to an equity index (nifty 50, bank nifty etc.), 10-year G-Sec, gold index etc. The tenure of MLDs ranges between 13 to 60 months depending upon issuers funding requirement. Unlike a bond that pays a fixed interest either monthly, quarterly, half yearly or

annually, MLDs do not pay any regular income, it comes only at maturity. Theoretically these MLDs can be considered to be a zero-coupon bond and an embedded customized payoff that could be an equity option.

MLDs are primarily of two types i.e. principal protected (PP) and non-principal protected (NPP).

Principal protected MLDs: A principal-protected instrument designed to return 100% of the original investment at maturity subject to credit risk of the issuer. While a portion of the capital may be invested by the issuer in debt instruments to bring in the feature of capital protection, the return may be linked to an external market indicator such as equity index to capture the market upside.

Non-principal protected MLDs: MLD wherein the issuers may also issue non-principal protected instruments wherein both the principal as well as coupon are linked to performance of external market indices.

Demand drivers of MLDs

- Higher participation from corporates in addition to existing HNIs,
- Increase in ticket size
- Acceptance of MLDs with underlying other than Nifty (i.e. G-sec, corporate bonds etc.)
- Investors' emphasis on downside protection in volatile market conditions.

The supply side of market grew on the back of rise in number of issuers and - Increase in number of distributors.

- **Portfolio Management Services**

Portfolio Management Services (PMS) offer a tailor-made investment portfolio managed by professionals to suit the investment objective and needs of the investor. With the support of fund managers, researchers and analysts, an investment portfolio in stocks, fixed income, debt, cash, structured products and other individual securities is carefully constructed to capture long-term value while minimizing potential loss to the client.

The Investment solutions provided by PMS cater to a niche segment of clients. The clients can be Individuals or Institutions entities with high net worth. Depending on the market condition, clients are offered customized products focusing on the objective of delivering consistent long-term performance while controlling risk.

Services under Portfolio Management Services

Discretionary: Services where the choice and the timings of the investment decisions rest solely with the Portfolio Manager are termed as discretionary service.

Non-Discretionary: Services where the Investor is responsible to choose the investment and the time of investment. While the role of portfolio manager is only to suggest the investment ideas and execute the trade are termed as Non-Discretionary Services.

Advisory: Services where the role of portfolio manager is only to suggest the investment ideas. While the Investor is responsible to choose the investment and execute his investment decisions.

As of Mar-23, the AUM of the portfolio management industry stood at Rs. 27.8 lakh crore of which discretionary service category contributed the most followed by non-discretionary services. While the Advisory service contributed to Rs. 2.2 lakh crore of the total AUM which is 7.9% of the AUM of portfolio management industry.

There were 1.4 lakh clients in portfolio management industry as of Mar-23. Of these, 94.9% clients were of discretionary services category 3.9% clients in non-discretionary services category and 1.2% clients availed advisory services of portfolio managers.

- **Alternative Investment Fund (AIF)**

Alternative Investment Fund (AIF) is a fund established or incorporated in India which is a privately pooled

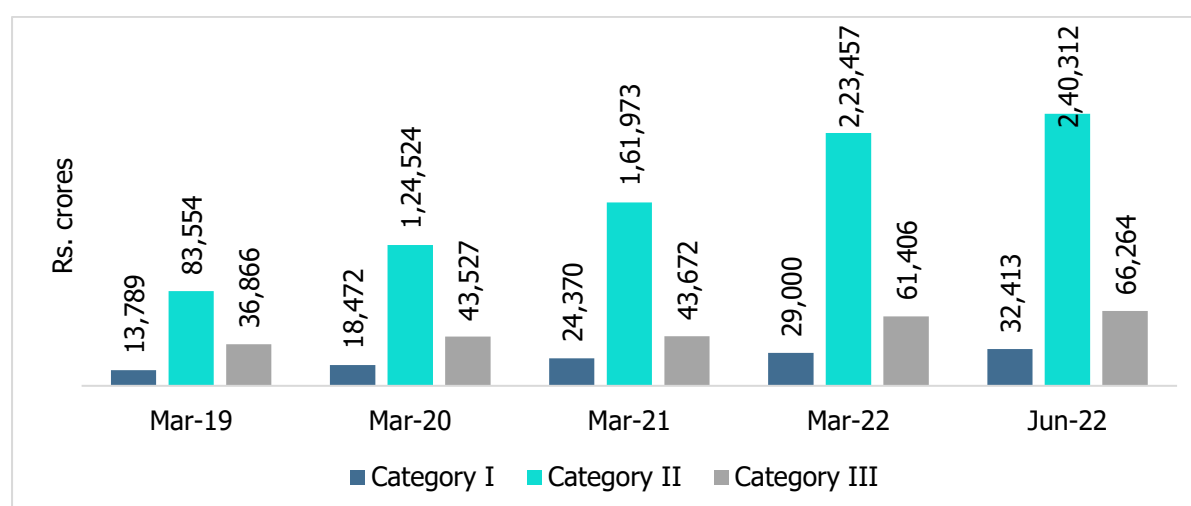
investment vehicle collecting funds from sophisticated investors, whether Indian or foreign, for investing in accordance with a defined investment policy for the benefit of its investors. These investments do not belong to any of the traditional or conventional investment categories.

The different categories of funds included under the Alternative Investment Fund are as follows:

CATEGORY I	CATEGORY II	CATEGORY III
- Venture Capital Funds - SME Funds - Social Venture funds - Infrastructure Funds - And other such other funds which may be prescribed under the regulation. “Angel Investment Funds” introduced by SEBI in 2013, under the head of Venture Capital.	- Funds which is not included under “Category 1” and “Category 3” - And other funds which are not used for borrowing and only for carrying day to day operation - Private Equity Funds and Debt Funds.	- Hedge Funds - Funds which trade for the intention of making short term returns. - Other open funds which are specified by the Regulation. - Other funds provided that no incentives or concessions were given by the Government and Regulations as mentioned.

The AIF market in India is at a very nascent stage. Since SEBI regulations came into effect in 2012, the number of AIFs registered in India has grown to 1,102 as of 10th April 2023. Funds raised have increased significantly from Rs 3,13,863 crores as of March 2022 to around Rs 3,38,990 crores as of June 2022 which is around 47% of growth over March 2021, indicating the rapid growth in demand for alternative investments in India.

Alternative Fund Investment (Rs. Crores)



Source-SEBI

Way Forward

The shift in trend from traditionally managed funds to passive investment funds such as ETFs, PMS, AIFs will continue to witness a steady growth in the wealth industry. Investors are now looking for cost-effective and sustainable investment options. Moreover, advancement in technology such as machine learning and artificial intelligence is also evolving rapidly. The increased usage of robo-advisors across variety of fund products by the individuals is also a result of emerging technology in wealth management space. In addition, clients have the freedom to choose their own customized investment portfolios based on their preferences and risk associated with it. The rising demand in discretionary portfolio management services is contributing towards the growth of portfolio management.

Along with this, AIFs are gaining swiftness in the industry. Investment in derivatives, hedge funds, real estate and commodity products such as metals, energy etc., has increased over the past years. The urge to earn good returns while mitigating risk at the same time has made the investors more focused on diversifying their portfolio in various alternate investment options which also helps them protect their capital and achieve growth in long term.

III. CAPITAL MARKETS

- **Institutional Equities**

Broking Services

A broker is an individual or firm that acts as an intermediary between an investor and a securities exchange. Because securities exchanges only accept orders from individuals or firms who are members of that exchange, individual traders and investors need the services of exchange members. Brokers provide that service and are compensated in various ways, either through commissions, fees or through being paid by the exchange itself. Investors trade in equities in the cash-delivery, cash-intraday, futures and options, indices – derivatives segment through various order types, including market orders, stop-loss orders and valid till cancelled orders.

i) **Products:** The broking business primarily comprises broking services that offer retail clients trading in equities, equity derivatives, commodities and currency derivatives. The products for broking services for clients to trade in are as follows:

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

ii) **Client Acquisition:** Broking business is anchored by a retail client. Acquisition of clients is done either directly by the broking firm itself or through its exclusive sub-broker network. This may be done through organic leads, paid leads or dedicated sales teams through both online and offline channels.

iii) **Platforms:** Broking services are provided through various web, digital and exe. platforms. Almost all broking companies have their websites on which clients do trading on the stock market. Nowadays, mobile applications have also become a necessary platform for all brokers as people prefer trading in stock through their smartphones.

1. Research Services

Broking companies have a dedicated research team that publishes research reports on a daily, weekly and monthly basis for their clients, to enable them to make informed investment decisions across equity, commodity and currency segments.

2. Investment Advisory

Brokers provide investment advisory services to their retail clients with customized investment recommendations which assist their clients in achieving their investment goals across various investment avenues such as equities, debt, currency, commodities, derivatives, mutual funds and insurance products.

3. Investor Education

The website of various broking companies is a knowledge centre that aims to empower investors, including their clients, with an understanding in respect of trading and investments products.

4. **Other Financial Services:** In addition to broking and advisory services, various brokers also provide the following financial services that enable their clients to achieve their financial goals:

- **Margin Trading Facility:** They provide a margin trading facility to the clients for leveraging their eligible collaterals by funding their requirements on the cash delivery segment of equities. Such funding is subject to exposure against margins that are mandated by the stock exchanges, with the securities forming a part of the collateral for such funding.

- **Distribution:** They undertake the distribution of third-party financial products such as mutual funds, and health and life insurance products, according to their clients' requirements. Such distribution is undertaken through both offline channels and digital platforms.
- **Loans against shares:** Few broking companies, which are registered as an NBFC, provide loans against shares to their retail clients.

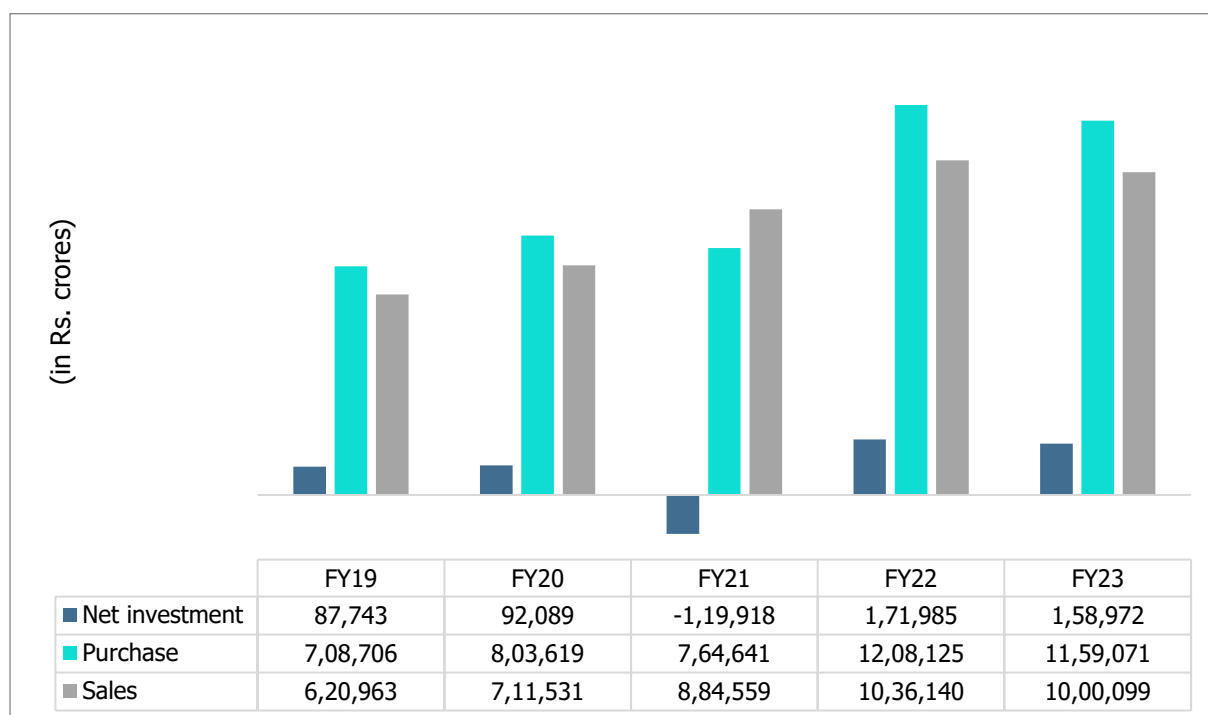
Digital trading platforms provide brokerages with enhanced scalability

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

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

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

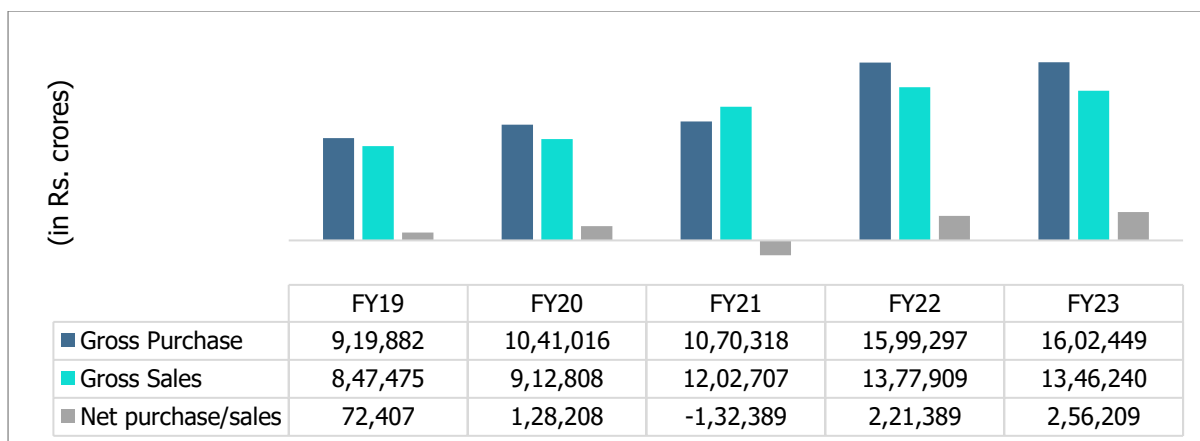
Investments in Indian Equities by Mutual Funds



Source: CMIE, CareEdge Research

During the first half of FY21, as the uncertainty surrounding the Covid-19 pandemic led to lack of stability in financial market and increased market fluctuations, the net investments declined. In FY22, the markets began to recover with resumption of economic activity and correction of market led to rise in net investments. During FY23, the net investments in Indian equities by Mutual funds decreased marginally by 7.6% to nearly Rs. 1.6 lakh crores from around Rs. 1.7 lakh crores in FY22.

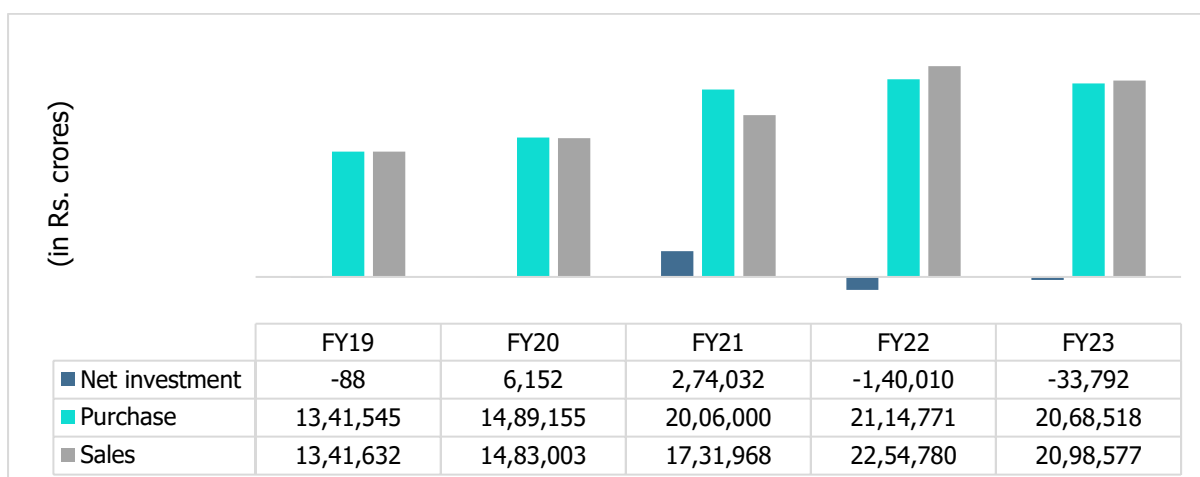
Trends in trading activity of Domestic Institutional Investors



Source: NSE, CareEdge Research

Over the years, the net purchase/sales of domestic institution investors in the cash segment have increased by more than three-fold. This grip of domestic institutional investor at a time when the net investments of foreign institutional investments are waning, is making the Indian capital market less susceptible to external influences. The domestic institutional investors are expected to see continued growth as they march towards Atmanirbharta (self-reliance) of Indian capital markets.

Investments in Indian Equities by Foreign Institutional Investors



Source: CMIE, CareEdge Research

In FY21, investments in Indian equities by foreign institutional investors were at all time high over since 2017 on account of excess liquidity in the global financial system, high valuation of Indian equity markets and rise in global inflation. In FY22, investments in Indian equities by foreign institutional investors declined significantly amid rising expectations of US-fed rates to combat inflation and high volatility in the market led by the ongoing geo-political tensions in the later part of 2021-22.

During FY23, investments by foreign institutional investors in Indian equities continued to decline. This decline is mainly on account of currency volatility, rising inflation and fear surrounding the likelihood of global economy slipping into recession.

Outlook of Stock Broking Industry

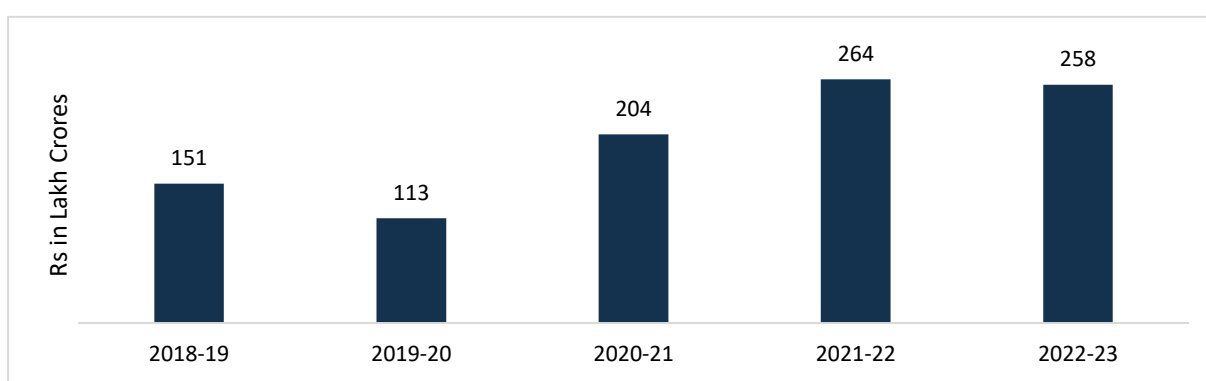
Indian brokerage industry is likely to see moderate growth in the near term owing to volatility in the financial market, rising inflation, and rising crude oil prices. Additionally, the uncertainty surrounding the geo-political tensions between Russia and Ukraine which has impacted various sectors such as oil sector, automobiles, edible oil and agriculture sector has affected the financial market and is likely to further hamper the growth of stock broking industry in the near term.

Indian stock broking industry is expected to face operational as well as funding challenges as the global economy is under fears of recession, which could have a bearing on their performance in terms of growth and profitability. Along with this, the collapse of global banks facing liquidity crunch and insolvency issues may affect the stability in the economy. Moreover, soaring interest rates by central banks around the world to combat inflation post the Covid-19 pandemic, has impacted and will continue to dampen the sentiments of the investors thereby further impacting growth of the stock market industry.

Brokerage firms are likely to see moderate growth in new client additions. This growth is likely to be supported by untapped market in the retail segment, coupled with favourable demographics, rising financial literacy. Further, deeper penetration smartphone faster internet, and simplification of trading applications will make it possible for an increasing percentage of people across age groups to trade with ease. However, this growth can be hampered on account of continued market fluctuations, rising inflation, currency volatility, that is affecting investor sentiments and impacting the growth of the stock market industry.

Market Capitalisation of India and its Historic Trend

Market Capitalisation of India



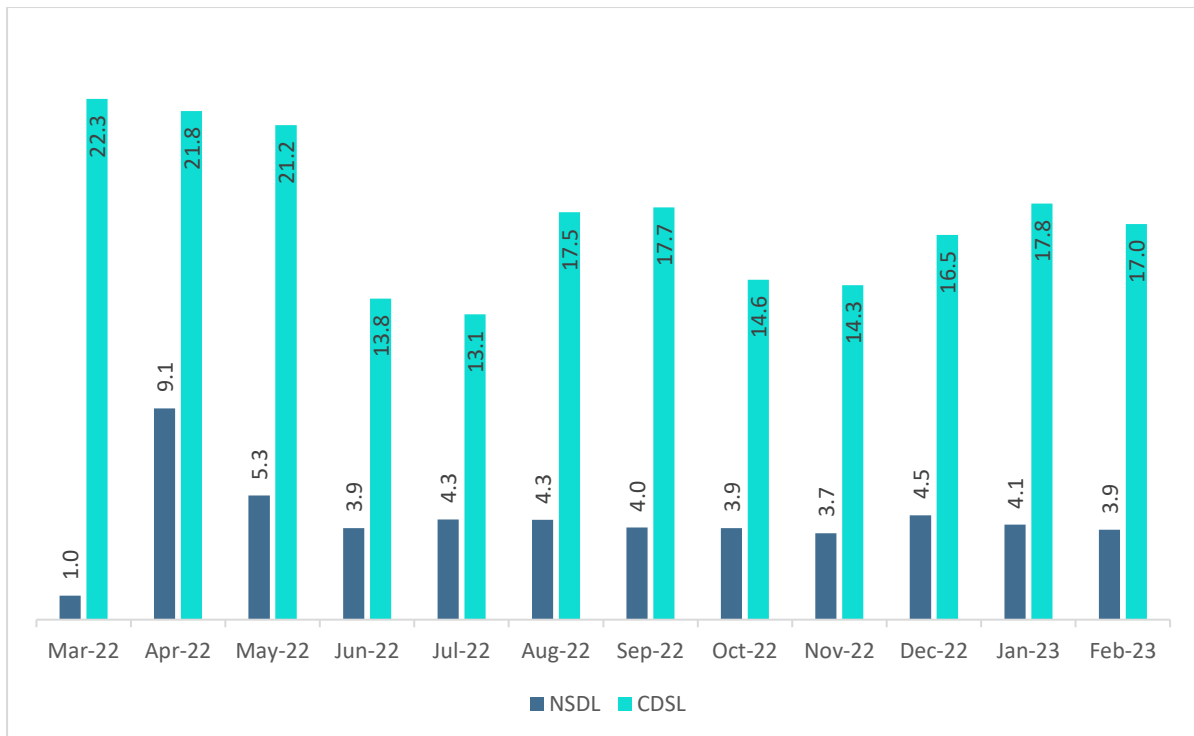
Source: BSE, CareEdge Research

During 2022-23, the Indian financial market was on an upward trajectory however, owing to the increasing inflationary pressures in the global economy, outflow of funds by foreign investors and rise in Fed rates led to decline in market capitalization over previous year FY22.

Trends in Depository Accounts

During Feb'23, NSDL added 3.9 lakh demat accounts while CDSL added 17 lakh demat accounts. Cumulatively for FY23 (Apr'22-Feb'23), both the depositories combined have 11.26 crore demat accounts registered with them, with CDSL itself accounting for 8.14 crore demat accounts.

Monthly New Demat Accounts Added (in lakh)



Source: NSDL, CDSL

- **Investment banking**

There are multiple investment banks in India offering whole gamut of services. Following are the top services that stand out:

- **Mergers and Acquisition Advisory** – Companies can grow in organic or inorganic way. To grow inorganic way companies, acquire or merge competitor's business. This not only helps in expanding the business but also expanding market share and generating higher revenue. Investment bankers help these companies crack right deals (merger and acquisition deal) and make prudent decision so that the ROI gets to a maximum and risk becomes the least.
- **Management of Capital Issues** – Generally, investment banks offer the management of public issue by two methods – flat rate and ledger process. They also offer IPOs (IPOs), FPOs (Following Public Offerings), preferred stock, rights issues, QIPs (Qualified Institutional Placements), and debt. The idea is to help large organizations in the long run and teach them different ideas.
- **Debt Syndication** – When companies seek to finance new opportunities, they often do not have enough cash to invest. Here is where investment bankers come in and they assist companies with project finance, term loans, working capital loans, mezzanine financing, external business loans, and more. These services help public and private companies find the right opportunities at the right time and achieve sustainable growth.
- **Buybacks / Takeovers** – Investment bankers advise their client to buyback their shares at the right time. They also help to find the right target companies, do the due diligence and advise on the takeovers. They also help the companies comply with SEBI compliances and regulations.
- **Corporate Advisory** – Investment bankers provides business consulting to many companies, primarily large corporations and corporate organizations. Since corporate advisory is a wide field, they first understand the needs of the companies and then provide tailor-made services. They start with business analysis and then help companies develop business plans. When developing a business plan, they ask for advice on the project. They then also assist businesses with business evaluation, project analysis and business development.
- **Start-up Funding** – Investment bankers are good at analysing data which allow bankers to help start-ups prepare business plans and pitch decks that will help them bring in a range of investment. Investment bankers will spend a lot of their time building relationships and establishing networks with investors. When it comes to fundraising, these networks allow them to act as middlemen, connecting start-up founders with the relevant investors. They will also follow up with investors

after introductory meetings, continue to negotiate and can help to close any funding deals on behalf of the start-up. As seen in the table below, venture capital funds/ and foreign capital investors have invested Rs 1,48,929 crores in FY23.

Index Movement



Source: NSE, BSE, CareEdge Research

The Indian capital markets have been on a steady growth trajectory since May 2020. The Government's decision of imposing a nationwide lockdown impacted the markets and subsequently, both Nifty and Sensex crashed to multi-year lows. However, investors tried to use the temporary weakness in the market to build their portfolios and this, coupled with a sharp cut in bank deposits, drew more investor participation in equities. This resulted in the indices witnessing a return to growth as early as May 2020. However, currently (Mar'23) the indices are showing a downward trend amid the fluctuations in the market caused by increase rising interest rates by RBI, rise in inflation and uncertainty surrounding the ongoing geo-political tensions.

Primary Market Trends (Public & Rights Issues)

Trends in primary market

Particulars	2020-21		2021-22		2022-23	
	No. of Issues	Amount (Rs crore)	No. of Issues	Amount (Rs crore)	No. of Issues	Amount (Rs crore)
I. Public Issues (Debt)	18	10,587	28	11,589	36	9,160
(a) Public Issue (Equity)	57	46,060	121	1,12,568	147	53,954
(b) FPOs	-	-	-	-	-	-
(c) Rights Issues	21	64,059	43	26,327	70	6,635
II. Total Equity Issues (a + b + c)	78	1,10,118	164	1,38,895	217	60,588
Grand Total (I+II)	96	1,20,706	192	1,50,484	253	69,748

Source: SEBI, CareEdge Research

Notes: 1. Equity public issues also includes issues listed on SME platform.

2. From April, 2020 onwards the data of equity is being prepared based on the listing date.

3. The data of Debt is being prepared based on closing date.

During FY22, the number of total equity issues have doubled to 164 issues from 78 issues in FY21 and in terms of value it has increased by 26%. For the year FY23, the number of total equity issues increased to 238 issues from 78 issues in FY21, showing around 205% growth in over FY21 however in terms of value it has significantly declined by 40%. Similarly, the number of debt issues have nearly doubled in FY23 while in terms of value there is a decline. This decline comes on the back of high volatility in the financial market driven by economic uncertainty and global inflationary pressures.

Capital Raised by Listed Companies through Qualified Institutional Placements (QIPs)

Capital raised by listed companies through QIPs

Year	Total No. of issues	Amount (Rs. Crores)
2018-19	14	8,678
2019-20	14	54,389
2020-21	31	78,738
2021-22	29	31,440
2022-23	11	8,212

Source: SEBI, CareEdge Research

Qualified institutional placements are directly linked to markets and the volatility in markets significantly impacts market transactions. During FY23 with rising global headwinds, there was a sharp increase in volatility on the back of tightening monetary policy to keep inflation in check.

Public issue and private placement of Debt & Equity

Year	Total No. of issues	Amount (Rs. Crores)
2020-21	96	1,20,706
2021-22	192	1,50,484
2022-23	276	75,232

Source: SEBI, CareEdge Research

As of Mar'22, total amount mobilized through public issues and private placement of both debt and equity indicates 25% increase in the amount mobilized and 100% increase in number of issues over Mar'21. Whereas for FY23, there is positive environment indicated by growth in the number of issues over FY22 however, in value terms they are half of that in Mar'22.

Trends in Equity Capital Raised through Public and Rights Issues

Equity Capital Raised through Public and Rights Issues

Industry	2021-22		2022-23	
	No. of issues	Amount (Rs. crores)	No. of issues	Amount (Rs. crores)
Automobiles	4	6,326	1	9
Banks/FIs	1	1,200	6	934
Cement/ Constructions	13	8,200	16	1,201
Chemical	7	6,461	12	4,086
Consumer Services	2	1,101	2	9
Electronic Equipment/ Products	5	53	12	1,627
Engineering	4	650	7	819
Entertainment	0	0	2	63
Finance	5	3,532	7	3,745
Food processing	9	4,106	11	1,447
Healthcare	20	10,590	14	4,552
Hotels	5	4,304	1	9
Info Tech	13	3,794	9	1,739
Misc.	60	52,315	121	20,251
Roads & Highways	1	962	0	0
Telecom	2	21,276	1	26
Textile	7	4,359	9	408
Plastic	2	17	3	26
Power	0	0	1	4
Printing	1	12	0	0

Industry	2021-22		2022-23	
	No. of issues	Amount (Rs. crores)	No. of issues	Amount (Rs. crores)
Oil & Natural Gas	2	3,619	2	4,310
Insurance	1	6,019	1	20,557

Source: SEBI, CareEdge Research

From April, 2020 onwards, the data of equity is being prepared based on the listing date of the issues as against earlier practice of preparing it based on the closing date.

In FY23, insurance sector significantly contributed in terms of value of equity capital raised through public and rights issue on account of the initial public offering of Life Insurance company limited. Despite the slowdown in economy and muted demand across sectors and rising inflationary pressures, Indian companies in various sectors such as insurance, healthcare, chemical, oil & gas and other misc. sectors, managed to raise capital in FY23.

Public issues of Non-convertible Debenture

Year	Issue Size* (Rs in Crores)
FY13	16,982
FY14	42,383
FY15	9,713
FY16	33,812
FY17	29,547
FY18	5,173
FY19	36,679
FY20	15,068
FY21	10,588
FY22	11,589
FY23	9,212

Source: SEBI, CareEdge Research

Note: * Issue Size includes Base Issue plus oversubscription (If any), as per Final Post Issue report received by SEBI

Non-convertible Debentures (NCDs) have been one of the traditional modes of raising funds the companies from the investors. Just like shares, NCDs are issued to public; mostly high net worth individuals (HNIs); at a fixed rate of interest and for a particular period. During the FY23, Rs 9,212 crores of NCDs have been issued by the corporates.

Fund raising by REITs and InvITs

Mode of Fund raising (Rs in Crore)	FY20	FY21	FY22	FY23
REITs	-	14,300	950	-
InvITs	11,496	40,432	21,195	6,360
Total	11,496	54,732	22,145	6,360

Source: SEBI

Over the years, REITs have become popular for the real estate companies to raise capital. This capital is utilized by the companies to develop further more commercial projects. Similar to RIETs, roads and highways companies and NHAI have come up InvITs where they bundle up their projects and sell it to investors for the fixed period of time. Post completion on time these projects are handed over back to companies/NHAI.

Key growth drivers for investment banking

- **Merger and acquisitions (M&A):** Merger and acquisitions in the country contribute towards the core part of investment banking as it helps companies in planning, business valuation, assessing the current market performance, strategy management, due diligence etc. During the year 2022, the M&A deals observed a slowdown in market due to the macroeconomic factors such as rising interest rates, fear of recession and volatility in the market. However, it is expected that M&A transactions will increase in 2023 despite the current market conditions, there by adding the volume of advisory services in investment banks.
- **Initial public offer (IPO):** Private companies in India are opting for IPOs for raising capital through primary market. In FY22, the number of total equity issues have doubled to 164 issues from 78 issues in FY21 and in

terms of value it has increased by 26%. During FY23 (April 2022 to February 2023), the number of total equity issues increased to 201 issues indicating a growth of 158% over FY21 however in terms of value it has decreased by 43%. Eventually, this rise in issues will lead to the growth in advisory services for investment banks.

- **Increasing demand for additional capital:** Companies require more capital for expansion of their businesses. Other than IPOs, investment banks also provide services for raising funds through debt, private placements etc. which provides them a continuous edge in the industry and this will boost the demand for investment banking services.
- **Advancement in Technology:** It has become important for investment banks to adapt to the changing technology on timely basis as it helps them provide quick and efficient services. This kind of adoption to digital technology and investing in innovative advanced technology gives them a competitive edge in the market. The digital transformation helps banks in cost reduction, enable transparency and enhance the experience of customers.
- **Global presence:** Demand for investment banking services across the international nations is increasing on account of expansion of business operations, capital fund raising, trading activities and development in merger & acquisitions globally. This involves seeking financial and advisory services for the firms from investment banks, thus increasing their presence globally.
- **Asset Services**

Custody service providers (Custodians) are clearing members who clears and settles trades through the Clearing Corporation, either on their own account or on behalf of their clients. Custodians are not trading members. The custodian is required to confirm with the exchange whether the custodian is going to settle that trade or not. In case if the custodian confirms the trade, clearing corporation assigns the obligation to the custodian. In case if the custodian rejects the trade, the obligation is assigned back to the trading member.

List of Custodians registered with SEBI:

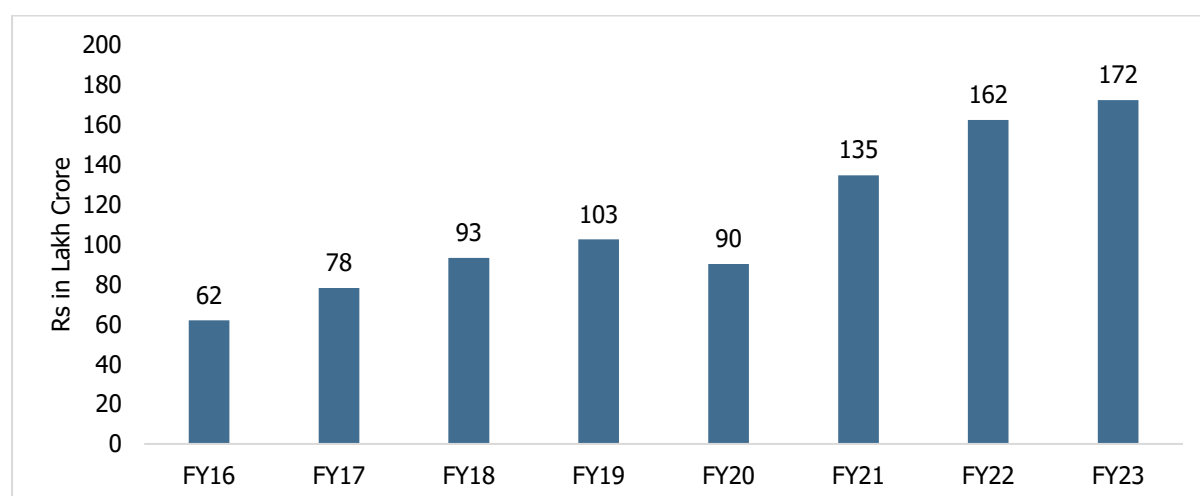
Sr. No	Custodians
1	Axis Bank Limited
2	BNP Paribas
3	Citi Bank N.A.
4	DBS Bank India Limited
5	Deutsche Bank AG
6	HDFC Bank Limited
7	ICICI Bank Limited
8	IL&FS Securities Services Limited
9	JP Morgan Chase Bank, N.A.
10	Kotak Mahindra Bank Limited
11	Nuvama Custodial Services Limited
12	Orbis Financial Corporation Limited
13	SBI-SG Global Securities Services Pvt. Limited
14	Standard Chartered Bank
15	Stock Holding Corporation of India Limited
16	The Hongkong And Shanghai Banking Corporation Limited
17	Yes Bank Limited

Among the 17 registered custodians, 4 are non-bank custodians namely IL&FS Securities Services Limited, Nuvama Custodial Services Limited, Orbis Financial Corporation Limited and Stock Holding Corporation of India Limited.

In terms of newer offerings, technology adoption, geographic reach, business models, etc., the world of custodians) has changed significantly over the years. Custodians have countless opportunities to grow as a result of the shifting custody service market, including ways to increase productivity, lower risk, and provide better services to clients.

The custody service ecosystem needs to reach a particular level of maturity with regard to industry structure, risk management, technology adoption, laws, etc. in order to exploit potential and shape the growth story of the Indian custody services market. Indian suppliers of custody services can also pick up tips from their international competitors, implement the necessary best practises, and take steps to increase investor confidence. Providers of custody services are specialised financial organisations that are crucial to the operation of a nation's securities market. They are in charge of avoiding the danger of theft or loss and protecting the financial assets of investors (both institutional and individual). They have developed beyond their historical function of offering safeguarding services to now provide a variety of financial and information services to their customers. There were a few foreign banks and non-bank custodians in the Indian market at first. With the dematerialization of assets in the mid-1990s, more international banks joined the existing custodian companies, speeding up the expansion of custody services. Indian full-service banks and a few other non-banks gradually entered the market as a result of the rise in local and international investments after applying for a custodian licence with SEBI.

Asset Under Custodians in India



Source: SEBI, CareEdge Research

Contribution to AUC in India per client type

Client Type	% contribution
FPI / FII/SA	28%
Insurance Company	17%
Mutual Funds	19%
FDI Investments	12%
Foreign Depository	3%
Banks	4%
Local Pension Funds	5%
Corporates	1%
Others	10%

Source: SEBI, CareEdge Research

Over the past eight years, the market for custody services in India has shown substantial expansion. Between FY16 to FY23, the Asset under custodians (AUC) for the Indian market climbed at a CAGR of 16%. As per IMF, India's GDP contribution to the world is just about 7.1%, suggesting that there is tremendous space for expansion in the country's AUC market. It is anticipated that India's share of the global custody industry would grow as the country's capital market develops and draws foreign investment. The three largest customer categories for custody services are FPIs (28%), mutual funds (19%), and insurance companies (17%), which together account for more than 65% of the entire Indian AUC.

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read section “Forward Looking Statements” on page 10 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Financial Statements”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 17, 156, and 351, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Financial Statements included in this Information Memorandum. For further details, see “Financial Statements” on page 156.

Unless the context otherwise requires, in this section, references to “we”, “us”, or “our” refers to Nuvama and its Subsidiaries and Associate, on a consolidated basis.

We have included various operational and financial performance indicators in this section, some of which may not be derived from our Financial Statements. The manner in which some of the operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other wealth management companies in India and other jurisdictions.

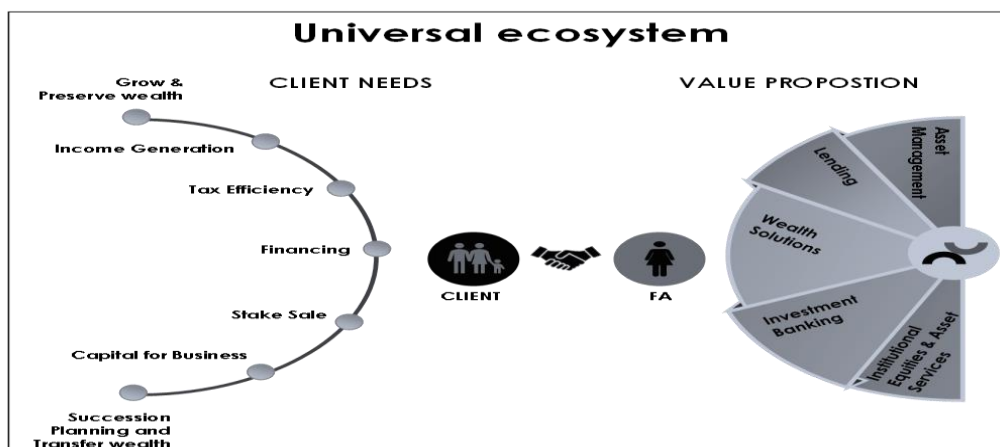
Overview

We are one of the leading integrated wealth management companies in India, with clients assets of ₹ 2,297.37 billion and a network of 2,726 employees in more than 90 offices spread across the world, as of March 31, 2023. Our diversified client segments include affluent and high net worth individuals, ultra-high net worth individuals, affluent families and family offices, corporate and institutional clients.

Founded in 1993, we have grown our business offerings over the years. We now offer a complete suite of wealth management, asset management and capital markets services amongst others. This exhaustive suite of offerings differentiates our platform and enables us to deliver the right solutions to all our clients, harnessing all the capabilities of our platform. We are organized around client segments which allows us to specialize and sharpen our value proposition.

Our value proposition can be summarised as follows:

- (a) Solution oriented approach, fulfilling all client goals;
- (b) Comprehensive, superior and multi-product suite, which enables business monetization; and
- (c) Integrated delivery of all platform capabilities to clients, thereby strengthening relationship.



This universal ecosystem thereby helps us gain clients' mindshare and create value for the clients as well as ourselves.

We deliver these offerings to our clients through the following business segments:

- **Wealth management:** Our wealth management business focuses on providing our clients with services designed to help them preserve and grow their wealth by generating steady returns from a diversified portfolio. The services we offer in this vertical include investment advisory, distribution of financial products across asset classes, estate and succession planning, credit/lending solutions including by way of funding for employee stock option schemes. In addition, we also offer capital and business-related solutions for the business entities of our clients through our investment bank, which could include raising equity or debt either through capital markets or private equity players, entering into strategic M&A transactions, and exit from business.

Our wealth management business consists of the following two sub-segments:

- **Ultra HNI:** We are amongst the top few private wealth players in India serving this client segment (*Source: CARE Report*). As on March 31, 2023, we serve more than 2,900 families on our platform under this segment with cumulative assets of ₹ 1,244.25 billion and serviced by 103 high quality relationship managers. Our client segment includes business owners, new age entrepreneurs, family offices, CXOs, professional investors, corporate treasuries, and institutions. Our comprehensive platform, integrated service delivery and solution-oriented approach, helps us deliver a holistic proposition including wealth management solutions, differentiated asset management solutions, credit, investment banking services, institutional services, etc., to serve their personal and business needs. Further, our full stack technology platform, for our private clients and relationship managers, includes digital onboarding system, mobile application, best in class CRM tools. An overview of our holistic proposition for UHNI clientele is as follows:

- *Investment solutions*

Our key investment solutions include:

- Open architecture for best-in-class third party managers for all asset classes, with exclusive access for some of the leading managers across all managed product categories (MF, PMS, AIF etc.);
- In house asset management: we offer unique and innovative products to our wealth clients through our in-house asset management company. This is powered by deep understanding of wealth clients and ability to pre-empt their financial requirements. We have capability to design products across public and private markets;
- Exchange traded products across asset classes;
- Fixed income offerings across the rating and yield curve, including structured credit, vanilla and perpetual bonds, and index linked bonds;
- Privately held companies;
- Insurance solutions; and
- Investment advisory.

- *Credit solutions*

We cater to the funding and liquidity needs of our wealth clients through our in-house NBFC. This includes loan against securities, investment led credits and ESOP financing. This also helps us in client acquisition and enhancing wallet share of high quality UHNI clients.

- *Estate planning solutions*

We cater to the estate planning needs of our clients, by creating solutions for safeguarding their wealth and assets and ensure a seamless movement to their next generation. The solutions can range

from simply creating wills to more complex structures which require setting up of trusts and holding entities within India and overseas. We engage with experts including law firms, tax firms, etc. to deliver these tailor-made solutions to our clients.

- *Family office solutions*

We provide bespoke family office solutions to clients where the size of assets require professional handling. Further, we also provide multi-family office services including helping some of the larger clients' set-up their own single-family office.

- *Investment banking*

We deliver best-in-class advisory to our UHNI and corporate clients for their business and professional needs. We do this through our established investment banking platform with credentials across sectors, *inter alia*, consumer, healthcare, pharma, infrastructure, real estate, technology, BFSI, and industrials. Our investment banking services spans across product suite i.e., equity and debt capital markets, M&A, private equity, debt solutions, etc.

- *Institutional services*

With our leading institutional equity and asset services practice we provide our wealth clients with access to best-in-class research capabilities. We have deep coverage of institutional clients across international geographies whom we serve through this platform.

- ***Affluent and HNI:*** We are one of the leading pure play wealth managers in this large, fast growing and under serviced client segment (*Source: CARE Report*). This is one of the largest and fastest growing segments in the wealth management pyramid, traditionally not serviced by dedicated and specialised wealth management firms as the cost to acquire and serve using traditional channels is high. We cater to more than 1 million clients as on March 31, 2023, with cumulative assets of ₹ 561.87 billion on our platform and are serviced by a team of 889 high quality relationship managers, and more *than* 20,000 channel partners. Our client base in this segment is focused on salaried individuals and small and medium enterprise owners, who are serviced through our scaled and differentiated platform which offers access to; extensive multi-product suite, hybrid delivery channel (human and technology-based interface) and wide geography through our branch and partner network. India's HNI population is expected to grow more than double by 2027 over 2022, making it one of the world's fastest-growing wealth markets (*Source: CARE Report*). Operating now for more than a decade in this category we are well scaled and poised to benefit from this growth opportunity.

The offering in this segment is largely around investment solutions and credit solutions detailed under the UHNI section as detailed above. We provide access to investment solutions which were earlier available to UHNI category clients only and follow an unbiased approach with complete open architecture. We also provide the optimal combination of technology and relationship person, called the physical model which gives the clients the convenience of seamless execution and service and human touch in the areas where they need in-person consultation.

- **Asset management:** Our asset management business was started in the year 2021 with focus on alternative assets class. Our team of over 20 professionals, who have a long and successful track record of managing and delivering stellar returns, are core part of our asset management business. In this short period, we have successfully built a diversified suite of alternative investment funds and portfolio management schemes that span public and private equities and fixed income categories, and our performance has been top quartile. We have pioneered unique offerings such as crossover fund and were among the first firms to launch the aforesaid unique offerings in India. Our clients include institutions, family offices, UHNI and HNI investors. We have built a robust distribution machinery including both our own wealth management business as well as third party wealth managers and distributors, which will support our business growth as we roll out multiple strategies in near future. Our comprehensive and feature-rich distributor platform enables quick digital onboarding and offers multiple do it yourself (DIY) tools which enable RMs to service their clients. Our AUM was ₹ 55.87 billion as on March 31, 2023.
- **Capital markets:** Our capital markets business includes institutional equities, investment banking and custody and clearing services. Our institutional equities business is now over two decades old and is one of the leading platforms with strong distribution capabilities and reach across domestic and all major

international markets. It also offers best-in-class research services, covering over 280 large and mid-cap companies listed on Indian stock exchanges. We are a full-service investment bank providing equity and debt capital markets services and advisory for private equity and M&A across sectors. We have closed more than 450 transactions worth \$80 billion in the investment banking division since April 2014. Under custody and clearing services, we offer a one-stop platform offering encompassing India access, securities custody, derivatives clearing services and fund accounting services to a varied clientele including FPIs, MFs, AIFs etc. Our clients in this capital markets business include our wealth management clients as well as institutional investors, both domestic and foreign. We also leverage our capital markets' credentials and capability to service needs of our wealth management clients by offering holistic solutions under one integrated platform. Our investment banking business got transferred to our Company from Edelweiss Financial Services Limited pursuant to the Scheme of Arrangement.

The table below sets forth the key performance indicators of our business on a consolidated basis, as of/for the periods indicated below:

(in ₹ million)

Key Financial Parameters	For the year ended March 31, 2023.	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from operations	22,147.18	17,731.84	12,727.74
Other income	156.75	101.24	971.54
Total revenue	22,303.93	17,833.08	13,699.28
Profit before share of profit of associates, exceptional items, and tax	4,051.41	3,024.74	1,435.78
Share in profit of associates	9.53	10.03	(0.93)
Profit before exceptional items and tax	4,060.94	3,034.77	1,434.85
Tax expenses	1,010.25	779.76	582.04
Profit from continuing operations after tax and before exceptional items	3,050.69	2,255.01	852.81
Net worth*	22,237.12	18,804.36	15,751.72

* Net worth = Equity share capital+ Instruments entirely equity in nature+ other equity (excluding revaluation reserves)

Key Operating Parameters	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Client assets (in ₹ billions)	2,297.37	2,122.85	1,669.69
No. of clients - affluent and HNI	1,087,564	853,704	711,003
No. of families – UHNI	2,945	2,760	2,600
RM count	992	964	764

We have delivered strong performance over the last three years.

Our revenue from operations have increased by 39.3% from ₹ 12,727.74 million in Fiscal 2021 to ₹ 17,731.84 million in Fiscal 2022 and by 24.9% from Fiscal 2022, to ₹ 22,147.18 million in Fiscal 2023.

Our profit from continuing operations after tax and before exceptional items has increased by 164.4% from ₹852.81 million in Fiscal 2021 to ₹ 2,255.01 million in Fiscal 2022, and by 35.3% from Fiscal 2022 to ₹ 3,050.69 million in Fiscal 2023.

Our client assets have increased by 27.1% from ₹1,669.69 billion in Fiscal 2021, to ₹ 2,122.85 billion in Fiscal 2022, and by 8.2% from Fiscal 2022, to ₹ 2,297.37 billion in Fiscal 2023.

Adjusted profit after tax for Fiscal 2023

(₹ million)

Particulars	Amount
Profit from continuing operations after tax and before exceptional items	3,050.69
Add: One-time/ non-recurring expenses	
Impairment and accelerated depreciation on certain assets	208.33
Branding expenses relating to launch of Nuvama brand	126.08

Particulars	Amount
Licence fees for using Edelweiss brand*	40.11
Expenses incurred in relation to transition businesses under Nuvama Group (including technology transition and demerger expenses)	226.96
Total	601.48
Tax effect on above	(149.63)
Post tax effect of one-time/ non-recurring expenses	451.85
Adjusted profit from continuing operations after tax and before exceptional items	3,502.54

Note: Further, the investment banking business transferred to NWML pursuant to the approval of the demerger Scheme generated profit after tax of Rs. 180.75 million in Fiscal 2023. Adding the said amount to our profit after tax from operations, our adjusted profit after tax would be Rs. 3,683.29 million.

* Discontinued during Q4Fiscal 2023.

Our Strengths

Experienced Promoters with strong management team

PAG, our Promoter, is a leading investment firm focused on APAC with three core strategies: credit and markets, private equity, and real assets. PAG manages capital on behalf of nearly 300 institutional fund investors. As of December 31, 2022, PAG had nearly 300 investment professionals in 10 key offices globally, and US \$50+ billion in AUM. PAG has a strong track record of successful deals across a wide range of sectors, including financial services. They have deep regional expertise across market cycles, focusing on investments in Asia Pacific. PAG teams comprise of experienced, on-the-ground decision-makers with deep knowledge of local markets and operations supported by a robust infrastructure and commitment to global best practice in risk management, governance, and transparency.

We have a professional management team with visionary leadership having experienced multiple business cycles, with extensive experience in the financial services sector and proven track record of performance. They have been instrumental in defining and executing our vision with a focus on both scale and quality. The management team has been together for a large part of the last decade and come from leading institutions. The Managing Director & CEO of our Company, Ashish Kehair, has over 23 years of experience in the field of financial services. Further, Shiv Sehgal, the president and head of institutional securities division of the Company, has over two decades experience in the investment management and financial services industry.

Similarly, our senior and middle management personnel have significant experience, and have had a high vintage with the firm.

Integrated and differentiated platform.

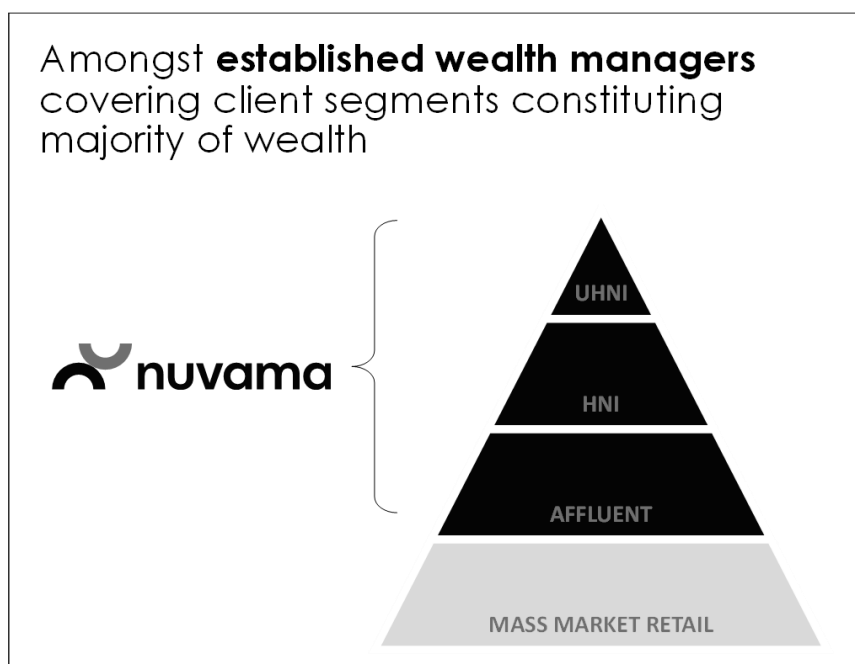
Over the years we have built a scaled and integrated platform providing various services serving diverse set of clients and their diverse needs. Our wide range of services include wealth management solutions, distribution of financial products, investment advisory, estate and succession planning, lending against securities, exchange traded broking, equity and debt capital markets and M&A advisory. This integrated platform enables us to offer and manufacture unique and innovative solutions powered by deep understanding of our wealth clients and their needs. Furthermore, we are organised in a client centric manner and view client as a core unit which makes delivery of these solutions seamless and efficient.

The comprehensive platform allows our relationship managers to offer a wider basket of solutions for the clients including lending, asset management and investment banking. This is a key differentiator in attracting quality relationship managers to the firm as in most other firms the offering is restricted to distribution of investment products.

Our hybrid platform with a mix of human (relationship managers) and technology, helps us scale efficiently and enriches client experience in the affluent segment. By usage of technology, we are able to lower the cost to serve thereby allowing us to offer an open architecture to our clients which is very unique in this segment. Our platform also helps deliver innovative and differentiated solutions which we believe are first of its kind in the industry and tailored for set of client clusters.

Scaled and multi- client segments with reach across India

We serve diversified clientele which includes affluent and HNI, UHNI, and corporate and institutions through our wealth management, asset management and capital markets business segments.



The affluent, HNI and UHNI client segments constitute more than 80% of India's wealth (*Source: CARE Report*). These have been our select segments for over a decade. Growing Indian economy, rising affluence and financialization of assets would drive tremendous growth in coming years for this client segment. We are well poised to benefit from the aforesaid growth expected in this segment. We have established capabilities to serve these clientele thereby making our presence meaningful in this large and growing target addressable market.

As on March 31, 2023, we have served more than 1 million affluent and HNI clients, and more than 2,900 UHNI and family offices. We have established reach in 450 locations covering most parts of India, through our branch presence at 70 locations with more than 1,000 RMs and more than 20,000 partners.

Our asset management business serves more than 3,300 investors. Our AUM was ₹ 55.87 billion as on March 31, 2023.

As on March 31, 2023, our capital markets businesses served to more than 700 institutional and corporate clients. Our institutional equities have more than 280 large and mid-cap companies listed on the Indian Stock Exchanges under our research coverage.

We have total client assets of ₹ 2,297.37 billion as on March 31, 2023, and these have grown as tabled below over last three Fiscals.

(₹ in billion)

Business	Fiscal 2023	Fiscal 2022	Fiscal 2021
Affluent and HNI	561.87	540.75	367.44
UHNI	1,244.25	1,156.42	1,032.29
Asset management	55.87	38.56	Nil
Clearing and custody *	435.37	387.12	269.96
Total	2,297.37	2,122.85	1,669.69

*Includes client assets of ₹ 303.43 billion managed by our Associate company, Nuvama Custodial Services Limited, in which we own 49% stake.

Robust technology platform

We leverage the power of technology to provide our clients the best-in-class experience. We provide full stack platform with capabilities across value chain such as, digital onboarding, straight through transaction processing, servicing, engagement and reporting of transactions and portfolio.

In our wealth business, we have comprehensive web platform providing access for investment across multiple products. Our mobile markets application 'Nuvama Markets' (erstwhile known as Edelweiss Mobile Trader) is one of the highest rated mobile trading applications on the Google play store and App Store, with a rating of 4.4 on Google play store as on March 31, 2023. We had more than 2.9 million downloads of our mobile application as of March 31, 2023, which enabled our clients to avail our services digitally. Similarly, we have 'Nuvama Private' mobile application for our UHNI clients, first of its kind in the industry. We also have industry best-in-class CRM platforms, transaction processing tools and back-end applications which enables efficient processes, robust risk management and delivers superior client experience.

In our asset management business, we deploy digital onboarding platform which provides a common platform for distributors and investors during the onboarding process.

In our capital markets business, we use market leading trading back-office system coupled with our inhouse dynamic reporting system for transaction execution, client servicing and reporting catering to multi-exchange segments. Our asset services business deploys end to end automated onboarding system. Our fund accounting application is addressed to meet diverse needs of our client base including PMS and AIF clients and provides a web-based portal to investors in relation to their portfolios. Our custody and clearing platform provide an end-to-end application for transaction processing, accounting and back-office operations.

Our investments in the above technology platforms over years have helped enhance our process efficiency and achieve operational excellence. As we scale our new age platforms will enable high level of automation across all operating functions and deliver operating efficiencies.

Proven execution with diversified revenue streams and strong capital base

Our revenue for all the three segments has consistently grown over last three years. The share of the wealth management business in our aggregate revenues has grown from 52.12% in Fiscal 2021 to 69.34% in Fiscal 2023. The trend of our gross revenues in last three years is as follows:

(₹ in million)

Business	Fiscal 2023	Revenue mix (%)	Fiscal 2022	Revenue mix (%)	Fiscal 2021	Revenue mix (%)
Wealth management	17,033.07	69.33	12,738.33	64.21	6,945.07	52.12
Asset management	536.96	2.19	220.84	1.11	7.99	0.06
Capital markets	6,994.98	28.48	6,880.59	34.68	6,371.64	47.82
Total*	24,565.01	100.00	19,839.76	100.00	13,324.70	100.00

**Above numbers are prior to inter-segments adjustments and unallocated income. Please refer to the Restated Consolidated Financial Information on page 156 for details of segmental disclosures as per Ind AS 108 for the years ended March 31, 2023, 2022 and 2021.*

These diversified revenue streams help in driving secular business growth and provides reasonable cushion to absorb any systematic risk.

As on March 31, 2023, our net worth stood at ₹ 22,237.12 million. We believe we are adequately capitalised.

Our Strategies

Wealth and Asset management business would remain to be our key growth drivers in coming years. We will continue to benefit from sectorial tailwinds and with our established presence we will be able to benefit from this growth story. We will also continue to maintain our strong positioning in capital markets, a segment which has matured over years. This will ensure our ability to provide full-service proposition to our wealth management clients.

The key elements of our strategy are detailed as follows:

Wealth Management

We will leverage the growing wealth opportunity in India by continuing to acquire new clients, deepen the

relationship with existing clients, invest in relationship management teams and channel partners, expand to new geographies, broaden our products range and cross-sell various offerings across verticals. We will also be open to evaluate any inorganic opportunities in future which will help us augment our value proposition for our wealth management clients.

Key strategic drivers across our sub segments as under:

Ultra HNI

1. **Client acquisition and client deepening:** We aim to increase our geographical reach to new locations including tier 2 and select tier 3 towns in India and increase number of relationship managers at existing markets with large business potential. We may also expand at few international markets where there is a dense Indian diaspora with interest in India related solutions. In line with the regulatory changes, we will steer the business towards increase in revenues from recurring revenue assets which should lead to increase in yields over time.
2. **Strengthen platform:** We will continue to innovate our product strategies and launch offerings in line with market environment and needs of our clients. We plan to further enhance our technology solutions and deliver clients the delight by simplifying their wealth management journey and providing real time insights and information. Further we will continue to explore more synergies and collaboration opportunities across Nuvama, especially with investment bank and the private equity funds and help deliver holistic solutions to the client.

Affluent and HNI

1. **Product innovation:** We are a unique wealth management player with dedicated presence in UHNI and HNI/affluent categories. This gives us significant advantage to leverage the product sophistication and innovation in the upper segment and customise it for the middle segment of the pyramid. We plan to customise products like multi-asset PMS, fixed income PMS under our infinity platform and make it available at large for HNI/affluent clients. This would meaningfully increase the access to solutions available to RMs, clients, and also help us improve yields and productivity.
2. **Increasing RMs and productivity:** RMs are one of the building blocks for our business, and technology is the enabler to deliver the solutions with efficiency. We have demonstrated ourselves as proven engine for RM acquisition and productivity growth. We have grown our strength by nearly 50% in the last three years and have 889 RMs as on March 31, 2023, along with a higher rate of revenue and profitability growth driven by productivity improvements. We further aim to invest across geographies beyond Tier 1 and Tier 2 cities, where wealth levels have grown substantially but wealth management services have yet not penetrated. We believe with our scaled, integrated and differentiated platform, which enables RMs to offer variety of solutions, our ability to attract and retain the talent is high. This would enable us to grow our RM workforce and productivity and drive the growth expected from client segment in years to come.
3. **Strengthening technology ecosystem:** We will invest in technology and continue to follow a hybrid model combining the best of technology and human relationships to drive efficient growth in this segment. We will continue to make use of technology across the value chain like digital acquisitions, offer advisory, servicing and providing relevant insights to customers. Further we will leverage technology to upskill and improve productivity of our resources.

Asset Management

We commenced this business in 2021, we plan to scale up our asset management business by expanding the product offerings and increasing our distribution reach. We intend to add new strategies in asset management and will continue to investment in building required capabilities in areas of investment, product, distribution, governance, and operations. Our key strategic drivers would be:

1. **Continued product innovation and execution excellence:** We have successfully in past delivered best in class performance across our late-stage private equity and long-short equity strategies. We were also one of the early providers for both these products to the wealth management client segments. We aim continue this approach and build leadership in private equity segment by moving to adjacent growth strategy and develop capability for buyouts in the coming years. We will further expand to real estate (both commercial, and credit), performing corporate credit / yield solutions and listed equities in the near term.

2. **Building a diversified investor base and distribution channels:** We plan to further enhance our distribution platform by onboarding large distributors such as banks and wealth managers. We also plan to cover domestic institutions and create appropriate solutions for their needs. Our existing digital platforms will help us further scale in Tier 2 and Tier 3 locations.

Capital Markets

We plan to continue leveraging our expertise to serve institutional equities, investment banking and custody and clearing clients. We are one of the leaders in institutional equities and will continue to target increase in market share. We will leverage the capital market capability further to service needs of our wealth management clients by offering holistic solutions under one integrated platform.

Description of business segments

I. Wealth management business

The primary role of a wealth manager is to help clients preserve and grow their wealth. We help identify strategic opportunities and offer solutions that help clients grow their wealth and we also work with the families to ensure the preservation of the wealth and eventual transition to the next generation. The business of wealth management is an inter-generational business, where we understand that the relationship will outlive our current generation of bankers and clients.

Our client segments can be broadly classified as below:

- (i) **Ultra HNI:** We are amongst the top two private wealth players in India serving this client segment. As on March 31, 2023, we serve more than 2,900 client families, including new age entrepreneurs, business owners, family offices, CXOs, corporate treasuries and institutions. Our client assets under this category as on March 31, 2023, was ₹ 1,244.25 billion. In addition to being open architecture in traditional products, we have been known to innovate and bring to our clients cutting edge solutions across asset classes. There are many industry first products created by us which have been adopted by the entire market over the years.
- (ii) **Affluent and HNI:** We are one of the leading pure play wealth management players in this client segment. As on March 31, 2023, we catered to diverse wealth management needs of more than 1 million clients helping *them* manage their wealth and achieve their financial goals. We do this through our scaled and differentiated platform with extensive product suite of more than 48 products across varied asset classes. We serve largely salaried, small and medium enterprise business owners etc under this category. As on March 31, 2023, our client assets was ₹ 561.87 billion.

Our strong pan India presence via our in-house network of more than 950 relationship managers across 70 locations and our partner network of more than 20,000 distributors across 450 locations help us in effectively catering to our clients.

Our wide range of services include:

- **Distribution of wealth financial products:**

Our distribution services primarily consist of the distribution of financial products and services offered by third parties to our clients. We have tie-ups with more than 100 manufacturers across various asset classes to provide plethora of options to suit the investment requirements of our clients. These products include alternative investment funds, structured products, mutual funds, insurance products, portfolio management schemes, initial public offerings, fixed income products including fixed deposits, non-convertible debentures, real estate investment trusts, infrastructure investment trusts, among others.

- **Investment advisory:**

We provide investment advisory to clients who want an advisory relationship where the execution is done by the clients. The advisory service is offered on the foundation of the investment policy

statement (IPS) of the client. It spells out the boundaries within which we have to operate while optimising the investment portfolio of the client. We follow the framework of asset allocation, risk management and cost-conscious approach in order to achieve the desired results in the client's portfolios.

- **Estate and succession planning:**

We help clients in building strong structure for perpetuating and estate planning: preserving the family wealth, i.e., in restructuring their wealth with an aim to protect and preserve their wealth as well as transfer it to the next generations seamlessly. We specifically assist clients in estate and succession planning, stake sale and divestment, internal group structure reorganisation, citizenship/residency planning, setting up family offices and cross border restructuring.

- **Family office solutions:**

We have in-house expertise to service all family office needs. This includes IPS based portfolio creation, management and risk control, onshore and offshore investment solutions. We also offer consolidated reporting, philanthropy services, business advisory, wealth structuring, etc. All these services are customised to each client and offered through single-window access.

- **Exchange traded products:**

As part of our comprehensive wealth management offering, we offer services across all asset classes to our wealth clients including HNIs and UHNIs through our digital platforms (website, mobile app, and trading terminal), which are integrated with each other enabling our clients to have a seamless trading and investment experience.

- **Lending / credit solutions:**

While a vast majority of our revenue is fee-based, offering credit solutions to key clients is an important enabler to providing a comprehensive client offering. Our credit solutions include advancing ESOP financing, margin trade financing / loans against securities, etc.

- a) *ESOP financing*

ESOP financing is a mechanism of providing financing assistance to employees of partnered corporates to exercise their ESOPs. We have partnered with about 150 corporates, as of March 31, 2023, including some of India's largest companies to fund acquisition of shares, on exercise of options granted to their employees (typically mid to senior level executives) secured by pledge of the shares of the employees on the exercise of the options granted to them.

- b) *Margin Trading / LAS*

We provide margin trading facility to key clients against security or cash collateral to fill any short-term funding requirements for clients or facilitate further investments by these clients into capital markets.

Our total loan book as on March 31, 2023, was ₹ 35,533.36 million (net of ECL provision of ₹ 94.69 million). Of the above, unsecured loan book (net of ECL provision ₹ 5.54 million) amounted to ₹ 1,327.91 million constituting 3.74% of the total loan book.

II. Asset management

Our asset management business includes investment management for AIFs across multiple strategies and portfolio management services.

We started asset management business operations in 2021. As on March 31, 2023, our AUM stood at ₹ 55.87 billion, of which fee-paying AUM was ₹ 39.1 billion.

Our range of products include:

- **Private markets:** We identify emerging investment opportunities and build resilient portfolios to deliver across market cycles. We have two flagship offerings under the private markets vertical:
 - a) *Nuvama crossover opportunities funds* – Under these funds, we primarily invest in late-stage growth equity or as a pre-IPO investor in companies that are going to raise funds via IPO in their near future. The crossover funds invest in companies across sectors that are looking for growth capital before IPOs or to provide exits to existing investors. The fund team also partners with companies by helping them get ready for governances and compliances required by public companies.
 - b) *Nuvama crossover yield opportunities fund* – This fund offers an alternative to raising equity capital to companies where a small portion of the equity round is replaced with venture debt essentially minimizing dilution to that extent for founders/ promoter. A small part of the total infusion has an option to convert into equity on achieving certain milestones.
- **Listed equity alternatives:** Under this strategy we have the following funds:
 - a) *Nuvama Enhanced Dynamic Growth Equity (EDGE)*: Nuvama EDGE is an AIF Category III fund which is a long-short equity fund that invests in the listed equities space. The objective of EDGE is to beat a pure long only portfolio over a market cycle by minimizing losses during market drawdowns.
 - b) *LEAP*: LEAP is a custom index focused on growth theme. The index aims to invest in structural growth for the future while staying aligned with evolving trends. LEAP is a well-diversified portfolio of 25-30 stocks which consist of at least 70% large cap and up to 30% mid-caps.
 - c) *Nuvama Equities Expansion Target (NEXT)*: NEXT has been set up to create a sector agnostic equity portfolio that proposes to invest in small and mid-cap companies.

III. Capital Markets

Our wide range of services under this segment includes:

- **Clearing and custody services:**

Nuvama asset services meets evolving needs of asset managers by offering an integrated suite of securities services across asset classes. From fund setup advisory, securities custody and clearing, research and execution services to back office support, we provide a plug and play model that suits the requirements of modern-day Asset Managers.

We are a SEBI registered Securities Custodian & Designated Depository Participant (“DDP”) and a professional clearing member (“PCM”) in the derivatives segment. We offer a one-stop platform offering encompassing India access, securities custody, derivatives clearing services and fund accounting services to a varied clientele which includes:

- (i) Foreign Portfolio Investors (FPI);
- (ii) Mutual Funds (MF);
- (iii) Alternative Investment Funds (AIFs);
- (iv) Portfolio Management Services (PMS);
- (v) Domestic corporates; and
- (vi) Family offices and wealth managers.

Catering to over 250+ clients (including 100+ FPIs), as on March 31, 2023, we build trusted, long-term relationships with our clients by providing objective and strategic advice, as well as operational support to help them address their investment needs.

- **Institutional equities:** We are one of the leading institutional brokerage houses in India. We are empanelled by more than 700 domestic and global institutional investors which is a mix of long only hedge funds, mutual funds, insurance companies etc. who can get access to deep fundamental as well as quantitative and alternate research, tailor-made trading solutions and exclusive corporate access

through dedicated roadshows, large format conferences as well as specialized events. We also have global presence with offices across Hong Kong, Singapore, UK, and US. Our offering under this segment provides access to the following:

- (a) Research: Fundamental, alternative and quantitative research with more than 280 companies under coverage;
 - (b) Sales: Large sales team of 12 representatives in the Indian broking industry covering the institutional clients across geographies;
 - (c) Trading desk: Dedicated trading desk with multiple platforms enabling sales trading that is powered by technology and driven by expertise;
 - (d) Derivative desk: A large and experienced derivative desk for quick and flawless execution in the derivatives segment;
 - (e) Corporate access: Corporate access across listed and unlisted companies, large dealers, and distributors; and
 - (f) Algorithms: Proprietary exchange approved algorithms, specially designed for the Indian markets.
- **Investment banking:** We are full-service investment bank providing equity capital markets, debt capital markets, and advisory (private equity and M&A) services across sectors and products. We are one of the most active equity capital markets bankers having closed more than 450 transactions worth over \$80 billion in the investment banking division since April 2014. We are also consistently ranked amongst the top M&A franchisees in India. We have closed more than 50 equity capital markets transactions worth ~\$9 billion and more than 20 advisory transactions since the year 2020.

Information technology ("IT")

We believe that technology will play an increasingly crucial role in delivering wealth management services as well as building superior client advisory and engagement. Technologies used across our business segments and enterprise functions can be classified as follows:

- **Client applications:** These are custom bespoke applications, mainly designed and developed in-house and customised to service core needs of our clients. These would include our transaction processing, reporting, servicing, and advisory platforms like 'Nuvama Markets' mobile application, 'Nuvama Private' mobile application and other technology platforms such as www.nuvamawealth.com, bull-pen (an inhouse platform which provides assisted execution of all investment products) which help us in delivering enhanced client experience and convenience of execution. Our asset management business has created platform SWIFT, one of the most comprehensive and feature-rich distributor workstations for AIF and PMS products.
- **Middleware:** We follow a hybrid approach wherein we would either license and customise or build these applications inhouse. These would include our onboarding applications, client relationship management tools etc.
- **Core applications:** Our choice for these applications is largely Commercial off-the-shelf ("COTS") system. These are standard market leading applications and would include core transaction processing, trading platforms, accounting systems etc.

We continue to invest in technology-based innovations for improved customer experience and digitization for efficiency. To innovate constantly we upgrade our digital footprints on a regular basis.

We have invested in a high-performance, low-latency network infrastructure, utilizing top-of-the-line series of network devices provided and serviced by industry leaders. These enterprise-grade devices not only support secure and reliable connections but also enable users to implement an intent-based, future-ready WAN that constantly learns, adapts, and safeguards our network. Our IT infrastructure, including both primary and disaster recovery, is hosted at a Tier 3+ data center. These setups boast a high level of security, featuring seven layers of protection and state-of-the-art equipment. Furthermore, we have partnered with two leading cloud service providers, ensuring redundancy through multiple availability zones.

We have an in-house information security team backed by a suite of best-in-class security tools. We leverage over seven tools listed in Gartner's top quadrant to fortify our defenses. Furthermore, we are actively working towards implementing a "zero trust" security concept, which has gained popularity in the digital world. This approach assumes that no user, device, or application can be inherently trusted, and every access request should be

thoroughly scrutinized before being granted. We believe that traditional security models relying on perimeter-based defenses are no longer sufficient to protect against advanced threats. Cloud security is one of our primary focuses, and we have implemented robust access controls and encryption measures to safeguard data in transit and at rest, effectively protecting it from unauthorized access. We have dedicated security solutions and a Security Operations Center (SOC) monitoring our cloud environment for security threats and vulnerabilities. Regular security assessments are conducted to identify and address potential security risks in our cloud environment.

We believe our robust infrastructure, advanced security measures, and constant commitment to improving our security posture allow us to protect our systems and data from emerging threats.

Risk management

Risk management forms an integral part of our business, and we recognize the importance of risk management towards our long-term success. We have established strong and effective system for risk management and internal controls which promotes stability in our organization. The objective of our risk management framework is to ensure that various risks are identified, measured and mitigated to the best possible extent and also that policies, procedures and standards are established to address these risks and to ensure a systematic response in the case of crystallization of such risks. We have classified the key risks associated with our business into market risk, liquidity risk, regulatory risk, default by client and other risk including credit risk, operational risk, fraud risk and information technology risk. We have established a comprehensive risk policy for all our business segments. Our various policies framed for each business segment set forth the limits, mitigation strategies and internal controls to be implemented.

The Risk Management Committee and Audit Committee oversee and review the risk management framework, the key risks and mitigation strategies. Our management is also responsible for ensuring that the risk management framework is effectively implemented within all areas of their respective functions.

Risk assessment and mitigation strategy is an integral part of the organization's annual reviews. Our internal auditor carries out internal control reviews and provides an independent report to the Audit Committee on the adequacy and effectiveness of the risk management and internal controls of the organization. Any material non-compliance and internal control weaknesses are reported to the Audit Committee.

Our businesses are exposed to various risks that are intrinsic to the nature of our business or exist consequent to the macro-economic changes. Our risk management practices have been designed and implemented taking into consideration the varying needs of our organization, operating structure, business operations and regulatory requirements.

The systems that are in place are intended to provide reasonable but not absolute assurance against material misstatements or loss, as well as to ensure the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with applicable legislation, regulations and best practices, and the identification and management of risks.

Compliance

Our Company, through the internal compliance team, oversees the compliance framework. We have formulated various policies and procedures related to compliance, including, a code of conduct for the prevention of insider trading, an anti-bribery and anti-corruption policy, an anti-money laundering policy and a whistle-blower policy. These policies help ensure compliance with relevant laws and applicable regulatory guidelines issued by the relevant regulatory, statutory and enforcement authorities from time to time. We have a standard process of identifying and addressing compliance risks and regularly reviewing our policies and procedures related to compliance.

Environmental, social and governance (ESG)

As our company embarks on its ESG journey, we are committed to sustainable practices, client centricity, and responsible business conduct. As a crucial first step in this journey, we have conducted the comprehensive materiality assessment that allowed us to identify the topics of utmost importance to our stakeholders. This also involved, analysing industry peers' practices and consulting relevant sustainability standards and frameworks, particularly tailored to the financial sector. Through this approach, we have constructed a comprehensive universe of material topics that we will prioritize and focus upon from an ESG perspective.

As we move along in our journey, we plan to continue with the existing good practices across ESG subjects and embark on new initiatives to further fortify our business and help our clients and communities do the same. We will back up our commitments with action and measurable results and grow from strength to strength. We will ensure that we consistently meet stakeholder expectations, comply with required regulations, and actively contribute to sustainable outcomes thereby positioning Nuvama for a new era of success.

Competition

We face competition from wealth management and advisory firms, asset management companies, domestic and multinational banks with private banking operations that target clients in the segment we operate in.

Marketing initiatives

To establish itself as a leading wealth management brand in the country, Nuvama has made significant investments in a comprehensive national mass-media campaign. Through this campaign, Nuvama has utilized various communication channels and platforms to effectively convey its message. This includes impactful videos, press advertisements, social media outreach, and compelling digital content.

The campaign aims to reassure existing clients that the transition to new brand has not affected Nuvama's commitment to prioritizing their needs. For potential clients, Nuvama presents itself as a wealth management partner that stands out from uninspiring brands by presenting a philosophy of trust infused with intelligence, and transparency.

In addition to the national media plan, Nuvama actively engages in industry commentary through its leadership team. Nuvama's reports on the macro-economic environment and industry are widely recognized and respected by media, industry professionals, and clients. As part of the thought leadership initiatives, the group also hosts large scale industry benchmark events connecting investors with companies and organisations. We also work closely with our channel partners and engage with them on a continuous basis to serve our clients and prospect new clients.

Moving forward, Nuvama plans to continue its brand building efforts through sponsorship of various programs, including elite clubs and client cohorts. The organization will also focus on enhancing its communication strategies, implementing promotional initiatives, and maintaining its position as a benchmark in the industry.

Intellectual property

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) (hereinafter referred to as 'We'), has applied for the registration of 23 trademarks in India under Class 36 of the Trade Marks Act, 1999 to the Controller General of Trade Marks, Mumbai ('**Appropriate Authority**'). We have filed applications for trademark registration of logo and device 'Nuvama', other associated logos for each of our businesses carried out through our Subsidiaries, Nuvama tune (sound mark) and Nuvama - lets do it right (logo and device) with tagline with the Appropriate Authority. The certificates of registration for aforementioned trademarks are under process and will be issued by the Appropriate Authority in due course.

Human resources

As of March 31, 2023, we had 2,726 employees. Our commitment to nurturing a talented and motivated workforce has been instrumental in our success, and we believe that our HR practices contribute significantly to the overall growth and sustainability of our organization.

At Nuvama, we recognize that our people are our most valuable asset. We prioritize attracting, developing, and retaining top talent, fostering a culture of excellence and meritocracy. Our human resource department is dedicated to creating a positive work environment that fosters learning, growth, and transparency for all employees. We believe in building a diverse and inclusive workforce, where the individual feels valued, respected, and empowered to contribute their best.

We are an equal opportunity employer and believe in having a fair, meritocratic culture where performance, attitude, aptitude, and respect for risk are the key parameters for success.

We believe that our employees are our strength and with that endeavour, we invest in their learning through curated development programs and provide opportunities that prepare them to go above and beyond.

By investing in our human resource practices, we aim to create an environment that fosters employee satisfaction, productivity, and long-term commitment. We believe that our focus on attracting and retaining the best talent, promoting their growth and well-being, and fostering a positive work culture will continue to drive our success as a leading wealth management Firm in India.

Insurance

We have an office package policy in place, pursuant to which all the assets belonging to our Company and Subsidiaries are insured.

Properties

Our Registered Office is located at 801 - 804, Wing A, Building No. 3 Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, Maharashtra and is occupied by us, pursuant to a leave and license agreement dated June 29, 2022.

As of March 31, 2023, we had 91 branches across India which are either owned or leased by us.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to our Company. The information stated below has been obtained from various legislations, rules and regulations made thereunder and other regulatory requirements that are available in public domain. Description of the applicable law set out below is not exhaustive and is only intended to provide general information. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Under the provisions of various Central Government and State Government statutes and legislations, our Company and our Subsidiaries are required to obtain, and periodically renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For further details, see “*Government Approvals*” on page 406.

Securities and Exchange Board of India Act, 1992

The Securities and Exchange Board of India Act, 1992, (the “**SEBI Act**”), is the primary legislation governing the securities market in India. The SEBI Act was enacted to (i) provide for the establishment of Securities and Exchange Board of India (the “**SEBI**”); (ii) protect the interest of investors in securities; and (iii) promote the development of, and regulate, the securities market. Among other things, the SEBI Act confers powers on SEBI to formulate rules and regulations to govern the registration and functioning of various market intermediaries such as stockbrokers, depository participants, portfolio managers, and investment advisers. The SEBI Act provides for grant of registration as a merchant banker, underwriter, portfolio manager, investment adviser, depository participant or any other intermediary associated with the securities market, which are to be governed by various regulations notified by SEBI. SEBI also has the power to impose monetary penalties and other penalties, including suspending or cancelling the certificate of registration of an intermediary and initiating prosecution against such intermediaries.

Securities Contracts (Regulation) Act, 1956

The Securities Contracts (Regulation) Act, 1956, (the “**SCRA**”) was enacted to prevent undesirable transactions in securities by regulating the business of dealing therein. The SCRA provides for the manner and procedure for recognition of stock exchanges and confers powers on such recognised stock exchanges to frame rules and bye laws for the regulation and control of contracts relating to the purchase or sale of securities.

Depositories Act, 1996

The Depository Act, 1996, provides for regulation of Depositories in the securities market. The Depository Act was enacted by the Indian Parliament to provide a legal framework for the establishment of depositories in India and with the objective of ensuring free transferability of securities with speed, accuracy, and security, by making securities of public companies freely transferable subject to certain exceptions, by restricting company’s right to use discretion in effecting the transfer of securities and dispensing with the transfer deed and other procedural requirements under the Companies Act.

The act provides for registration requirements for depositories and the rights and obligations of depositories, participants, issuers and beneficial owners. It also stipulates the provisions for inspection and enquiries and prescribes penal provisions in case of any non-compliances such as failure to furnish information, return, failure to enter into an agreement, failure to redress investors’ grievances, delay in dematerialisation or issue of certificate of securities, failure to reconcile records, failure to conduct business in a fair manner etc. It also provides regulations on various offences, power to grant immunity and provisions to make appeals.

In addition to the SEBI Act, Depository Act and the SCRA, the activities of our Company are also governed by the following regulations, rules, guidelines, and circulars:

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

The Securities and Exchange Board of India (Intermediaries) Regulations, 2008, as amended (“**Intermediaries Regulations**”) regulates intermediaries which include stockbroker, sub-broker, share transfer agent, merchant banker, portfolio manager, investment adviser, a trading member of a derivative segment or currency derivatives segment of a stock exchange. The Intermediaries Regulations prescribe the criteria for determining whether an

applicant or the intermediary is a 'fit and proper person' for the purposes of registrations granted by SEBI under various regulations issued by SEBI.

The Intermediaries Regulations empower SEBI to take actions against persons who have been granted a certificate of registration and have failed to comply with any conditions subject to which a certificate of registration has been granted to him or contravenes any of the provisions of the securities laws or directions, instructions or circulars issued thereunder. The actions include (a) disposing of the proceedings without any adverse action, (b) suspension of certificate of registration for a specified period, (c) cancellation of certificate of registration, (d) prohibition of taking up new assignment or contract or launching a new scheme for a specified period, (e) debarment of a branch or an office from carrying out activities or an officer from being employed or associated with any registered intermediary or other registered person for the period specified in the order, or (f) issuance of a regulatory censure to the noticee. Further the Intermediaries Regulations provide for special procedure for action on expulsion from membership of the stock exchange(s) or clearing corporation(s) or termination of all the depository participant agreements with depository(ies).

Pursuant to the SEBI (Regulatory Sandbox) (Amendment) Regulations, 2020, SEBI may exempt any person or class of persons from the operation of all or any of the provisions of these regulations for a period as may be specified but not exceeding 12 months, for furthering innovation in technological aspects relating to testing new products, processes, services, business models, etc. in live environment of regulatory sandbox in the securities markets. Under this regulatory sandbox framework, entities regulated by SEBI shall be granted certain facilities and flexibilities to experiment with fintech solutions in a live environment and on limited set of clients for a limited time frame. These features shall be fortified with necessary safeguards for investor protection and risk mitigation.

Securities and Exchange Board of India (Stockbroker) Regulations, 1992

Securities and Exchange Board of India (Stockbrokers) Regulations, 1992, regulate all Stockbrokers and provide guidelines on the eligibility of Stockbrokers, registration, general obligations and responsibilities, norms for inspections and actions in case of any defaults. It also lays down the code of conduct to be followed by the Stockbrokers while dealing in the securities market.

It also prescribes the various fees that the Stockbrokers need to pay to SEBI for their membership and their transactions as well as specifies the norm for the maintenance of net worth.

Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018

Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018, provides regulations on Depositories as well as on the Depository Participants. A Depository Participant is as a registered agent of the Depository and it acts as an intermediary between the Depository and the investors.

The regulations provide for eligibility norms for Depository and its Participants, registration process, norms for ownership and governance, general obligations & responsibilities, norms for inspections and enforcement and actions in case of any defaults. It also lays down the code of conduct to be followed by the Depositories/Depository Participants, and the code of ethics for directors and key managerial personnel of Depositories.

Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993

As per the Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993 (the “**SEBI Portfolio Manager Regulations**”), a ‘portfolio manager’ is a person who, pursuant to a contract or arrangement with a client, advises, or directs, or undertakes, on behalf of the client, the management, or administration, of a portfolio of securities, or the funds, of the client, as the case may be. The SEBI Portfolio Manager Regulations stipulate that no person shall act as a portfolio manager unless they hold a certificate granted by SEBI and lay down the eligibility criteria and conditions for granting of certificate to a portfolio manager. The regulations also impose certain obligations on portfolio managers and prescribe sanctions for non-compliance.

Securities and Exchange Board of India (Investment Advisers) Regulations, 2013

The Securities and Exchange Board of India (Investment Advisers) Regulations, 2013, as amended (“**Investment Advisers Regulations**”) govern the law pertaining to registration and regulation of the working of investment advisers. An investment adviser is a person who, for consideration, is engaged in the business of providing

investment advice to clients and includes any person who holds out himself as an investment adviser. In terms of the Investment Advisers Regulations, an investment advice means an advice relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products, whether written, oral or through any other means of communication for the benefit of the client and shall include financial planning. Investment advice given through newspaper, magazines, any electronic or broadcasting or telecommunications medium, which is widely available to the public is not considered as investment advice. “Financial planning” includes analysis of clients’ current financial situation, identification of their financial goals, and developing and recommending financial strategies to realize such goals. An investment adviser shall not act on its own account, knowingly to sell securities or investment products to or purchase securities or investment product from a client.

Vide SEBI Press Release No. 21/ 2021 dated June 14, 2021 and SEBI circular no. SEBI/HO/IMD/DF1/CIR/P/2021/579 dated June 18, 2021 (copy enclosed), BSE Administration and Supervision Ltd. (BASL) a wholly owned subsidiary of BSE Ltd. has been granted recognition as Investment Adviser Administration and Supervisory Body (IAASB) for a period of three years from June 01, 2021 in accordance with SEBI (Investment Advisers) Regulations 2013.

BASL will administer and supervise all existing SEBI Registered Investment Advisers (RIAs) and new applicants desirous of obtaining registration as Investment Adviser. SEBI registered Investment Advisers (RIA) are mandatorily required to obtain membership of BASL. The rights, privileges, duties and responsibilities of a BASL Member shall be subject to and in accordance with all applicable laws, SEBI Regulations, Bye Laws of BASL and directions / circulars / notices / regulations / guidelines, etc. issued by BASL/SEBI from time to time. For any change in name/registered office address/correspondence address/shareholding pattern/prior approval for change in control/surrender of registration certificate/loss of certificate/mutilation of certificate /update detail, etc. the concerned SEBI RIA will in such cases directly approach SEBI and comply with the requirements in context of same. BASL will consider the aforesaid changes in its records only upon the same being approved or taken on record by SEBI.

Our Company will be required to comply with any directions issued by SEBI in the future and/or any amendments that may be made to the Investment Advisers Regulations.

Regulatory framework for Mutual Fund Distributors

SEBI by way of its circulars no. CIR No.10 / 310 /01 dated September 25, 2001, MFD/CIR/20/23230/2002 dated November 28, 2002, SEBI/MFD/CIR No.01/6693/03 dated April 3, 2003, SEBI/IMD/CIR No.2/254/04 dated February 4, 2004 and Cir / IMD / DF / 5 / 2010 dated June 24, 2010, has amongst others directed that (a) agents/ distributors of mutual fund units are required to obtain certification from the National Institute of Securities Markets (“NISM”) and a registration from AMFI, (b) AMFI shall create a unique identity number of the employee/ relationship manager/ sales person of the distributor interacting with the investor for the sale of mutual fund products, in addition to the AMFI Registration Number (“ARN”) of the distributor. SEBI by way of its circular no MFD/CIR/ 06/210/2002 dated June 26, 2002, provided that all distributors and agents of mutual funds units are required to follow the code of conduct for intermediaries of mutual funds provided therein.

SEBI by way of circular no. SEBI/IMD/DF/13/2011 dated August 22, 2011, has provided guidance on due diligence process to be conducted by AMCs on certain categories of distributors. SEBI by way of its circular on “Facilitating transaction in mutual fund schemes through the stock exchange infrastructure” bearing reference number CIR/IMD/DSA/32/2013 dated October 4, 2013, has permitted a mutual fund distributor registered with the Association of Mutual Funds in India (“AMFI”) and who has been permitted by BSE to be eligible to use the stock exchanges' infrastructure, to purchase and redeem mutual fund units directly from mutual fund and asset management companies (AMC), in addition to the existing channels of mutual funds distribution. The recognized stock exchange shall grant permission to a mutual fund distributor on a request made by a AMFI registered mutual fund distributor on the basis of criteria including fee, code of conduct as laid down by AMFI etc. Additionally, it clarified that a mutual fund distributor shall not handle payout and pay in of funds as well as units on behalf of investors. The recognized stock exchange shall put the necessary system in place to ensure that pay in will be directly received by recognized clearing corporation and payout will be directly made to investor account. In the same manner, units shall be credited and debited directly from the demat account of investors. SEBI vide its circular no. CIR/MRD/DSA/32/2013 dated October 04, 2013, and CIR/MRD/DSA/33/2014 dated December 09, 2014, had permitted mutual fund distributors to use recognised stock exchanges' infrastructure to purchase and redeem mutual fund units directly from mutual fund / asset management companies.

Further, AMFI also issues circulars from time to time to its members i.e., the Mutual Fund distributors, on various

aspects relating to distribution of mutual fund schemes by distributors.

Securities and Exchange Board of India (Research Analysts) Regulations, 2014

The Securities and Exchange Board of India (Research Analysts) Regulations, 2013 (the “**SEBI Research Analysts Regulations**”), provide that no person shall act or hold itself out as a research analyst or a research entity unless such person holds a certificate granted by SEBI under the regulations. The SEBI Research Analysts Regulations lays down, among other things, the eligibility criteria and conditions for grant of a certificate to research analysts and their general obligations and responsibilities. Further, every research analyst is required to abide by the code of conduct specified under the SEBI Research Analysts Regulations at all times.

Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the “**SEBI AIF Regulations**”) provide no person shall act as an AIF unless they hold a certificate granted by SEBI under the regulations. The SEBI AIF Regulations lay down, among other things, the eligibility criteria, conditions for grant of certificate to AIFs, and their general obligations and responsibilities.

The regulation further stipulates that the Manager or Sponsor should have the necessary infrastructure and manpower to effectively discharge its activities; the applicant must have clearly described at the time of registration the investment objective, the targeted investors, proposed corpus, investment style or strategy and proposed tenure of the fund or scheme; Key investment team must have necessary stipulated experience and qualifications and whether the applicant or any entity established by the Sponsor or Manager have earlier been refused registration by the Board.

Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019

The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 has been notified to provide the framework for registration and procedures with regard to foreign investors who propose to make portfolio investment in India through the FPI route. The regulations liberalize the current Foreign Portfolio Investors (“**FPIs**”) regime through simplified operational and compliance requirements to boost foreign investment into India. SEBI has further issued the Master Circular / Operational Guidelines for FPIs, Designated Depository Participants and eligible foreign investors to facilitate the implementation of the new SEBI (Foreign Portfolio Investors) Regulations, 2019.

Securities and Exchange Board of India (Custodian) Regulations, 1996

The Securities and Exchange Board of India (Custodian) Regulations, 1996 have been notified for the purpose of regulating the custodian of securities and includes any person who carries on or proposes to carry on the business of providing custodial services. The custodial services in relation to securities of a client or gold or gold related instruments held by a mutual fund or title deeds of real estate assets held by a real estate mutual fund scheme in accordance with the SEBI (Mutual Funds) Regulations, 1996 means, safekeeping of such securities or gold or gold related instruments or title deeds of real estate assets includes maintaining accounts, Collecting the benefits or rights accruing to the client, reconciliation of records in respect of securities or gold or gold related instruments or title deeds of real estate assets of a client.

Securities and Exchange Board of India (Certification of Associated Persons in the Securities Markets) Regulations, 2007

The Securities and Exchange Board of India (Certification of Associated Persons in the Securities Markets) Regulations, 2007 provide that any category of associated persons (as defined in terms of the regulations) may be required to obtain the requisite certifications for engagement or employment with intermediaries by SEBI. SEBI has required approved users and sales personnel of trading members in currency derivative and equity derivative segments, distributors of mutual fund products, compliance officers of intermediaries, research analysts and certain persons associated with stockbrokers, trading members or clearing members to obtain the prescribed certification from National Institute of Securities Markets.

Securities Contract (Regulation) Rules, 1957

Framed under the SCRA, the Securities Contract (Regulation) Rules, 1957, (the “**SCRR**”) provide for, among

other things, the qualifications for membership of a recognised stock exchange. SCRR also empowers SEBI to direct the governing body of recognised stock exchange to take disciplinary action including fine, expulsion, suspension or any other penalty of like nature not involving payment of money, against a member who contravenes or attempts to contravene the provisions of the SCRA or of any rules or regulations or bye laws made thereunder.

Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

The Prohibition of fraudulent and unfair trade practices regulation empowers SEBI to investigate violations committed by any person including an investor, issuer or an intermediary associated with the securities markets. It lists down areas which are unacceptable in securities market for regulating the securities market from frauds and scams. SEBI plays a pivotal and instrumental role in prohibiting any sort of activities that are manipulative or fraudulent or unfair in the securities market. After SEBI encountered many unfair practices, frauds that affect the securities market, SEBI passed a special regulation pertaining to prohibition of manipulative, fraudulent and unfair trade practices.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, (“**Insider Trading Regulations**”) prohibits subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, or deal in any securities by an insider on the basis of having possession or access to the unpublished price sensitive information (“**UPSI**”) of a listed entity. An insider is a person who is connected with the company and is reasonably expected to have certain price sensitive information in respect of the securities of the company or has received or has access to certain UPSI. In accordance with the Insider Trading Regulations, no insider shall communicate, provide, or allow access to any UPSI, relating to a company or securities listed or proposed to be listed, to any person. Any information is referred to as price sensitive information if it is likely to materially affect the price of the securities of the company to which it relates.

The Insider Trading Regulations essentially prescribes a model code of conduct to be followed by all companies and organizations associated with the securities markets. Under the Insider Trading Regulations, all listed companies and organizations associated with the securities market including, amongst other, intermediaries as defined under the SEBI Act, AMCs, trustees of mutual funds are under an obligation to formulate certain internal procedures and conduct following the model code of conduct as provided under the Insider Trading Regulations, by adopting the minimum standards set out in the relevant schedules and will further abide with the code of corporate disclosure practices.

Through amendments issued on December 31, 2018, and July 17, 2020 (the “**Amendments**”) SEBI has provided for stricter norms pursuant to the report of the Committee on Fair Market Conduct. In terms of the Amendments, every listed or proposed to be listed company is required to maintain a digital database containing the names of all persons with whom UPSI is shared, names of all persons who have shared UPSI and the nature of UPSI. A “proposed to be listed company” includes securities of an unlisted company, (i) if such unlisted company has filed offer documents or other documents, as the case may be, with SEBI, stock exchange(s) or registrar of companies in connection with the listing; or (ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013. The board of directors of a listed company is required to make a policy for determination of ‘legitimate purposes’ as a part of the Code of Fair Disclosures and Conduct. The Amendments have permitted the sharing of UPSI in the ordinary course of business with an indicative list of persons, provided that such information has not been shared to evade or circumvent the provisions of the Insider Trading Regulations.

The SEBI has notified the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2022, whereby it has introduced Chapter IIA to the SEBI (PIT) Regulations, 2015. Chapter IIA prescribes restrictions on communication concerning and trading by insiders in the units of mutual funds. Now, an insider cannot trade in the units of a scheme of a mutual fund when in possession of unpublished price-sensitive information, which may have a material impact on the net asset value of a scheme or may have a material impact on the interest of the unit holders of the scheme.

International Financial Services Centres Authority (Capital Market Intermediaries) Regulations, 2021

The IFSCA is a unified authority for the development and regulation of financial products, financial services and financial institutions in the International Financial Services Centre (IFSC) in India. As the dynamic nature of

business in the IFSCs requires a high degree of inter-regulatory coordination within the financial sector, the IFSCA has been established as a unified regulator with a holistic vision in order to promote ease of doing business in IFSC and provide world class regulatory environment. The main objective of the IFSCA is to develop a strong global connect and focus on the needs of the Indian economy as well as to serve as an international financial platform for the entire region and the global economy as a whole. IFSCA has launched International Financial Services Authority (Capital Market Intermediaries) Regulations, 2021 governing broker dealers, clearing members, depository participants, investment bankers, portfolio managers, investment advisers and custodians situated in IFSC zone of GIFT City. IFSCA has also provided comprehensive framework under International Financial Services Centres Authority (Fund Management) Regulations, 2022 governing entity registered with IFSCA as Fund Management Entity (FME).

Special Economic Zone Act, 2005

The SEZ Act 2005 envisages a key role for the State Governments in export promotion and creation of related infrastructure. A single window SEZ approval mechanism has been provided through a 19-member inter-ministerial SEZ Board of Approval (“BoA”). The applications duly recommended by the respective State Governments/UT Administration are considered by this BoA periodically. All decisions of the BoA are by consensus. It governs all export-oriented units along with Customs authority of India.

Special Economic Zone Rules, 2006

The SEZ Rules provide for different minimum land requirements for different class of SEZs. Every SEZ is divided into a processing area where the SEZ units would come up and the non-processing area where the supporting infrastructure is to be created.

The Reserve Bank of India Act, 1934

Section 45-I(c) of the RBI Act, defines “financial institution” to mean any non-banking institution which, among other things, carries on the business of, or part of its business of, financing, by way of making of loans or advances or otherwise of any activity other than its own.

The company will be treated as an NBFC if (a) its financial assets are more than 50 per cent of its total assets (netted off by intangible assets); and (b) income from financial assets should be more than 50 per cent of the gross income. Both these tests are required to be satisfied as the determinant factor for principal business of a company.

NBFCs are primarily governed by the RBI Act, the Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs, the Master Direction – Non-Banking Financial Company – Non-Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016. In addition to these regulations, NBFCs are also governed by various circulars, notifications, guidelines and directions issued by the RBI from time to time.

The RBI Master Directions, amongst other requirements, prescribe guidelines on NBFCs-ND-SI regarding income recognition, asset classification, provisioning requirements, constitution of audit committee, capital adequacy requirements, concentration of credit/investment and norms relating to infrastructure loans.

All NBFCs are required to comply with Master Direction on Know Your Customer Direction, 2016 issued by the RBI and as amended from time to time, with suitable modifications depending upon the activity undertaken by the NBFC concerned and the Fair Practices Code. It has further prescribed detailed instructions in relation to, inter alia, the due diligence of clients, record management, and reporting requirements to financial intelligence unit – India.

The updated RBI KYC Directions enhance the disclosure requirements under the Prevention of Money-Laundering Act, 2002 and in accordance with the Prevention of Money-Laundering Rules.

AMFI Directions

AMFI issues circulars from time to time to its members on various aspects relating to distribution of mutual fund schemes by distributors.

APMI Directions

APMI issues circulars from time to time to its members on various aspects relating to Portfolio Management Activities of Portfolio Managers.

Foreign Investment Laws

The Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder (“FTA”)

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code (“IEC”) number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

The Foreign Exchange Management Act, 1999 (“FEMA”) and regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments. The FEMA Rules were enacted on October 17, 2019, in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) 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 companies as laid out in paragraph 3(b) of Schedule I of FEMA 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. Further, in accordance with Press Note No. 4 (2020 Series), dated October 15, 2020, issued by the DPIIT, all investments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy. 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 as specified by SEBI; and (iv) such other conditions as may be specified by SEBI from time to time

Securities and Futures Commission – Hong Kong

The Securities and Futures Commission (SFC) regulates the following participants in the securities and futures markets, including investors. SFC regulates the brokers, investment advisers, fund managers and intermediaries for dealing in securities, dealing in futures contracts, leveraged foreign exchange trading, advising on securities, advising on futures contracts, advising on corporate finance, providing automated trading services securities margin financing, asset management and credit rating services, investment products, listed companies, Hong Kong Exchanges and Clearing Limited (HKEX), automated trading service (ATS) providers, Approved share registrars, Investor Compensation Company Limited (ICC) and Market participants (including investors).

SFC's work is defined and governed by the Securities and Futures Ordinance (SFO), which sets out powers, roles and responsibilities. The SFC is the only Hong Kong financial regulator given the mandate to educate the investing public.

Monetary Authority of Singapore (MAS)

MAS regulates financial institutions in the banking, capital markets, insurance and payments sectors. Their focus areas is Anti Money Laundering, Enforcement, FinTech Regulatory Sandbox, Cyber Security and Interest Rate Benchmarks Transition. MAS is the integrated regulator and supervisor of financial institutions in Singapore.

MAS establishes rules for financial institutions which are implemented through legislation, regulations, directions and notices. Guidelines have also been formulated by MAS to encourage best practices among financial institutions. Combined with close supervision, these instruments help MAS achieve the outcome of a sound and progressive financial services sector.

Financial Conduct Authority (FCA) – United Kingdom

Financial Conduct Authority (FCA) regulate financial services firms and financial markets in the UK. FCA is committed to protecting consumers, enhancing market integrity, and promoting competition in the interests of consumers. Find out more about our work. FCA take an assertive and innovative approach to preventing serious harm, setting higher standards, and promoting positive change in financial services.

Firms and individuals must be authorised or registered by FCA to carry out certain activities. Before FCA grants authorisation, firms must demonstrate that they meet a range of requirements. FCA then supervises these firms to make sure they continue to meet FCA's standards and rules after they're authorised. If firms and individuals fail to meet these standards, FCA have a range of enforcement powers we can use.

FCA works alongside the Prudential Regulation Authority (PRA), the prudential regulator of around 1,500 banks, building societies, credit unions, insurers and major investment firms.

Financial Industry Regulatory Authority (FINRA)

To protect investors and ensure the market's integrity, Financial Industry Regulatory Authority (FINRA) is a government-authorized not-for-profit organization that oversees U.S. broker-dealers. FINRA works every day to ensure that everyone can participate in the market with confidence.

FINRA—Financial Industry Regulatory Authority—is authorized by Congress to protect America's investors by making sure the broker-dealer industry operates fairly and honestly. FINRA oversees more than 624,000 brokers across the country—and analyze billions of daily market events.

FINRA uses innovative AI and machine learning technologies to keep a close eye on the market and provide essential support to investors, regulators, policymakers and other stakeholders.

Financial Services Commission (FSC) – Mauritius

The Financial Services Commission, Mauritius (the 'FSC') is the integrated regulator for the non-bank financial services sector and global business. Established in 2001, the FSC is mandated under the Financial Services Act, the Captive Insurance Act, the Insurance Act, the Private Pension Schemes Act, the Securities Act, and the Virtual Asset and Initial Token Offering Services Act to license, regulate, monitor and supervise the conduct of business activities in these sectors. FSC's vision is "to be an internationally recognised Financial Supervisor committed to the sustained development of Mauritius as a sound and competitive Financial Services Centre".

In carrying out its mission, the FSC aims to:

- a) promote the development, fairness, efficiency and transparency of financial institutions and capital markets in Mauritius;
- b) suppress crime and malpractices so as to provide protection to members of the public investing in non-banking financial products; and
- c) ensure the soundness and stability of the financial system in Mauritius.

The FSC's internal structure is organised in a functional manner so as to optimise resources and ensure cross-functionality.

Labour Laws

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws other than state-wise shops and establishments acts, which may be applicable to our Company due to the nature of our business activities:

- The Contract Labour (Regulation and Abolition) Act, 1970;
- Factories Act, 1948;
- Code on Wages, 2019*;
- Code on Social Security, 2020*;
- The Employee's Compensation Act, 1923;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961;
- The Minimum Wages Act, 1948;
- The Employees' State Insurance Act, 1948;
- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Payment of Wages Act, 1936;
- The Industrial Disputes Act, 1947;
- The Trade Unions Act, 1926;
- Industrial Employment (Standing Orders) Act, 1946;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Equal Remuneration Act, 1976; and
- The Child Labour (Prohibition and Regulation) Act, 1986.

**Certain provisions of the Code on Wages and the Code on Social Security have been notified as on date.*

In order to rationalise and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Information Memorandum, namely, (i) the Code on Wages, 2019 which will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020 which will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020 which will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972 and (iv) the Occupational Safety, Health and Working Conditions Code, 2020 which will repeal certain enactments including the Factories Act, 1948, Motor Transport Workers Act, 1961 and the Contract Labour (Regulation and Abolition) Act, 1970.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*) (the “**Company**” or “**Resulting Company**”) was incorporated as a private limited company under the Companies Act, 1956 with the name and style of ‘Kayjay Financial Research Services Private Limited’, pursuant to a certificate of incorporation dated August 20, 1993, issued by the Registrar of Companies, Maharashtra at Mumbai. The name of the Company was changed to KJS Securities Private Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated January 15, 1998, and a fresh certificate of incorporation dated February 13, 1998, was issued, by the Registrar of Companies, Maharashtra at Mumbai. The name of the Company was further changed to Rooshnil Securities Private Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated April 29, 1998, and a fresh certificate of incorporation dated May 4, 1998, was issued by the Registrar of Companies, Maharashtra at Mumbai. The name of the Company was further changed to Edelweiss Securities Private Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated April 28, 2004, and a fresh certificate of incorporation dated May 12, 2004, was issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, the Company was converted from a private limited company to a public limited company and consequently renamed as Edelweiss Securities Limited and a fresh certificate of incorporation dated June 8, 2007, was issued by the Registrar of Companies, Maharashtra at Mumbai. Further the name of Edelweiss Securities Limited was changed to Nuvama Wealth Management Limited pursuant to a special resolution passed at the extra-ordinary general meeting dated July 27, 2022, and a fresh certificate of incorporation dated August 18, 2022, was issued by the Registrar of Companies, Maharashtra at Mumbai.

Changes in the registered office of our Company

The details of changes in the registered office of our Company since its incorporation are set forth below.

Date of change of registered office	Details of the address of registered office	Reason(s) for change
December 22, 2001	From: 60, Juhu Scheme Shopping Centre, Gulmohur Cross Road No.9, Juhu Scheme, Mumbai – 400049 To: 1 st Floor, Shalaka, Maharashi Karve Road, Mumbai – 400 021	Sale of office premises
July 2, 2004	From: 1 st Floor, Shalaka, Maharashi Karve Road, Mumbai – 400 021 To: 14th Floor, Express Towers, Nariman Point, Mumbai-400021	Expiry of lease period
November 24, 2006	From: 14th Floor, Express Towers, Nariman Point, Mumbai-400021 To: Office No. 303, 3rd Floor, Mayank Plaza, Green Park, Ameerpet, Hyderabad - 500016	Operational Convenience
December 1, 2008	From: Office No. 303, 3rd Floor, Mayank Plaza, Green Park, Ameerpet, Hyderabad – 500016 To: 2nd Floor, MB Towers, Plot No 5, Road No 2, Banjara Hills, Hyderabad – 500 034.	Expiry of lease period
July 15, 2020	From: 2nd Floor, MB Towers, Plot No 5, Road No 2, Banjara Hills, Hyderabad – 500 034. To: Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai – 400 098	Operational and administrative convenience
August 18, 2022	From: Edelweiss House, off. CST Road, Kalina – 400 098 To: 801 - 804, Wing A, Building No. 3 Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.	Keeping in view existing and future space requirements of the Company

Changes in the Memorandum of Association

The details of the changes made to the Memorandum of Association of our Company in the last 10 years are set forth hereunder.

Date of Shareholders' resolution	Nature of amendment
July 31, 2019	Following clauses were inserted in clause 3: 3(a): To undertake and carry on the business and activities as an Asset Management Company and to sponsor a mutual fund, Asset Management Company and Trustee Company and to engage in such other activities relating to the Asset Management business as permitted under the applicable laws. 3(b): To act as a Settlor, Sponsor and Investment Manager to the Alternative Investment Funds and to engage in such other activities relating to the Alternative Investment Fund business as permitted under the applicable laws.
September 20, 2019	The Authorised Share Capital was changed from ₹ 28,00,00,000/- (Rupees Twenty Eight Crores only) divided into 2,75,40,000 (Two Crores Seventy Five Lakhs Forty Thousand) Equity Shares of the face value of ₹10/- each (Rupees Ten only) and 4,60,000 (Four Lakhs Sixty Thousand) Preference Shares of the face value of ₹10/- each (Rupees Ten only) to ₹ 20,000 million divided into 12,000,000 Preference Shares of ₹1,000 each; 460,000 Preference Shares of ₹ 10 each and 799,540,000 Equity Shares of ₹ 10 each.
July 15, 2020	Change in Situation Clause: from the state of Telangana to the state of Maharashtra From: 2nd Floor, MB Towers, Plot No 5, Road No 2, Banjara Hills, Hyderabad – 500 034. To: Edelweiss House, off. CST Road, Kalina – 400 098
May 14, 2022	Following clauses were inserted in clause 3: 3(c):To carry on the business as merchant banker on all aspects of corporate financial and commercial matters including to act as managers, advisors, arrangers, to the issue and offers, whether by way of public offer, private placement or otherwise, of securities including shares, stocks, debentures, bonds, units, participation certificates, deposits, bills, warrants or any other instruments whether or not transferable or negotiable, commercial or other paper or scrips (hereinafter collectively referred to as the 'securities'), to act as underwriters, sub-underwriters, to underwrite, sub- underwrite or to provide stand-by or procurement arrangements, in respect of the securities, to issue guarantees or to give any other commitments for subscribing or agreeing to subscribe or procure or agree to procure subscription for the securities, to provide financial services, syndication, international financial advisory and other related service.
August 18, 2022	Change in the Name Clause: Edelweiss Securities Limited to Nuvama Wealth Management Limited

Main objects as set out in the Memorandum of Association of our Company

The main objects of our Company as contained in our Memorandum of Association are:

- “To engage in, commerce and/or carry out and/or undertake financial researches, analysis and appraisal of Shares and Securities including money market survey and to provide the results of such research to any person or persons for commercial consideration through any suitable media and particularly by publishing brochures or pamphlets on such research and market survey treating as part of service to clients or persons having dealings with the Company in terms of dissemination of information that may be considered likely to assist the business of the Company.*
- To carry on the business of an Investment Company and to acquire by purchase or otherwise deal in shares, stocks, debentures, debenture-stock, bonds, obligations or securities of any Company or corporation and to carry on the business as brokers, sub-brokers or underwriters or sub-underwriters, IPO Managers, Mutual Fund distributors, distributors of banking products and other financial products, portfolio manager, depository participants, underwriters, sub underwriters or in any other capacity whatsoever and providing Investments and Brokerage services, carrying on proprietary trading, dealing in existing and future financial products.*
- To become a member of any one or more stock exchanges including over the counter stock exchanges and of any other association, market, club, or other institution or organization, whether in India or outside India,*

and to carry on the business of capital and debt instruments brokers, shares and stock brokers, dealers, traders, underwriters, sub- underwriters, agents, subagents or market makers in shares, stocks, debentures, bonds, units, bills, notes, warrants, coupons, saving certificates, commercial papers, treasury bills, and all other kinds of securities and financial instruments, and for this purpose, either for itself or on behalf of any person, body corporate, company, firm or association of persons, whether incorporated or not, to subscribe or acquire, buy, hold, sell or otherwise trade and deal for commission or otherwise in all kinds of money market or capital market , debt or commercial, negotiable or transferrable instruments of any Government or Government body, whether incorporated or not, or issued by any body corporate, commission, public body or authority, local or municipal, or by any firm, person or association and subject to permission of the Reserve Bank of India, to trade or deal or act as brokers in all kinds of foreign currencies, foreign currency options, forward covers, swaps of all kinds and other derivative products.

- (a) To undertake and carry on the business and activities as an Asset Management Company and to sponsor a mutual fund, Asset Management Company and Trustee Company and to engage in such other activities relating to the Asset Management business as permitted under the applicable laws.
- (b) To act as a Settlor, Sponsor and Investment Manager to the Alternative Investment Funds and to engage in such other activities relating to the Alternative Investment Fund business as permitted under the applicable laws.
- (c) To carry on the business as merchant banker on all aspects of corporate financial and commercial matters including to act as managers, advisors, arrangers, to the issue and offers, whether by way of public offer, private placement or otherwise, of securities including shares, stocks, debentures, bonds, units, participation certificates, deposits, bills, warrants or any other instruments whether or not transferable or negotiable, commercial or other paper or scrips (hereinafter collectively referred to as the 'securities'), to act as underwriters, sub-underwriters, to underwrite, sub- underwrite or to provide stand-by or procurement arrangements, in respect of the securities, to issue guarantees or to give any other commitments for subscribing or agreeing to subscribe or procure or agree to procure subscription for the securities, to provide financial services, syndication, international financial advisory and other related service."

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Fiscal	Particulars
2023	Rebranded Edelweiss Wealth Management to Nuvama Wealth Management Limited and launched Nuvama Wealth Management Limited's 1st ever purpose driven awareness campaign #LetsDoItRight.
2023	Acquired 74% stake in Pickright Technologies Private Limited
2023	Our affluent client base crossed the 1 million mark
2023	Our total revenue and net worth crossed ₹ 20,000 million
2022	Acquired infinity business of Edelweiss Asset Management Limited vide slump sale
2022	Client assets of our Company crossed ₹ 20,00,000 million
2022	Number of RMs crossed the 1000 mark
2021	PAG acquired controlling stake in our Company
2020 - 2023	Pursuant to PAG acquiring the wealth management business from EFSL, restructuring of entities by way of schemes of demerger through NCLT was carried out.
2011	Company acquired majority stake in Anagram Capital Limited
2002	EFSL acquired controlling stake in our Company

Awards and accreditations

Year	Awards/accreditations/recognitions
2023	Best Private Bank – South Asia at the Global Private Banking Innovation Award
	Best Private Bank for Ultra High Net Worth Clients at the Global Private Banking Innovation Award
	Offshore Clients Choice Awards at Global Custodian – Leaders in Custody Asia Awards 2023
	Nuvama Group won the Best Brand Revitalisation Award at the CMO Asia Awards
	Best Private Bank – India @ The Asset Triple A Private Capital Awards 2023
	Best for Discretionary Portfolio Management in India -Asiamoney Private Banking Awards
2022	Best Hedge Fund Custodian 2022 -HFM Asian Services Award
	Highest Possible Scores across all 13 categories at the -Global Custodian Agent Banks in Emerging Markets Survey 2022
	Best Private Bank – India - Global Private Banking Innovation Awards
	Best Broker – India – Finance Asia Country Awards
	Best Private Bank for Family Offices, India - Asiamoney Asia Private Banking Awards
2021	Best Broker – India – Finance Asia Country Awards
	Best Private Bank for Family Offices, India - Asiamoney Asia Private Banking Awards
	Best Wealth Manager, India - The Asset Triple A Private Capital Awards 2021
	Top Rankings in Asia Money Brokers Poll 2021 - Rated #1 in 6 categories, rated #1 for ESG three years running, Rated top 3 in 19 categories
	Leading India Custodian - Global Custodian ABEM Survey
	Outstanding Wealth Management Offerings for High-Net-Worth clients - Global Private Banking Innovation Awards – 2021 by Global Private Banker & The Digital Banker.
	Best Private Bank - Global Finance Magazine
2020	Best Broker – India – Finance Asia Country Awards
	Best Private Bank for Family Offices, India - Asiamoney Asia Private Banking Awards
	Leading India Custodian - Global Custodian ABEM Survey
	Best Private Bank - Global Finance Magazine
2019	Leading India Custodian - Global Custodian ABEM Survey
	Best Private Bank - Global Finance Magazine
2018	Best Broker – India - FinanceAsia Country Awards
	Leading India Custodian - Global Custodian ABEM Survey
	Best Private Bank - Global Finance Magazine
2017	Leading India Custodian - Global Custodian ABEM Survey
	Best Broker – India - FinanceAsia Country Awards
2016	Best Broker – India - FinanceAsia Country Awards

Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

There have been no defaults or re-scheduling/restructuring in relation to borrowings availed by our Company from any financial institutions or banks.

Significant financial or strategic partners

As of the date of this Information Memorandum, our Company does not have any significant financial or strategic partners.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/facility creation, location of our manufacturing facilities, as applicable, see “Our Business – Overview” on page 88.

Details regarding material acquisitions or divestments of business/undertakings/mergers and amalgamations, any revaluation of assets

Other than pursuant to the Scheme and as disclosed below, as on the date of this Information Memorandum, there have been no material acquisition of business, undertakings, mergers, amalgamations or revaluation of assets in the last ten years.

Revaluation of Assets:

The Company decided to move to a revaluation model from a cost model for accounting a class of asset (i.e., building) as of 31st March 2020. The management approved revaluation of owned buildings classified under property, plant and equipment after assessing the valuation made by duly appointed independent valuer. These valuations were determined on the basis of the open market values of similar property and its intrinsic value. The management approved this valuation at ₹ 662.56 million. The Company had in Fiscal 2020 recognized a revaluation gain of ₹ 485.98 million and deferred tax liability on it of ₹ 169.82 million through 'Other Comprehensive Income'.

Acquisition of 100% stake in Nuvama Clearing Services Limited (Formerly Edelweiss Custodial Services Limited) from Edelweiss Financial Services Limited

In Fiscal 2014, the Company acquired 100% stake in Nuvama Clearing Services Limited, a company engaged in clearing services from Edelweiss Financial Services Limited for an aggregate consideration of ₹517.50 million

Acquisition of 100% stake in Nuvama Wealth Finance Limited (Formerly Edelweiss Finance & Investments Limited) from Edelweiss Financial Services Limited

The Company acquired 100% stake in Nuvama Wealth Finance Limited, a non-banking finance company, in two tranches in Fiscal 2020 and in Fiscal 2021 for an aggregate consideration of ₹4,601.10 million (including a primary subscription in Fiscal 2020) from Edelweiss Financial Services Limited.

Acquisition of 100% stake in Nuvama Wealth and Investment Limited (formerly known as Edelweiss Broking Limited) from Edelweiss Financial Services Limited

In Fiscal 2021, the Company acquired 100% stake in Nuvama Wealth and Investment Limited, a stock broking company, from Edelweiss Financial Services Limited, for an aggregate consideration of ₹3,657.95 million.

Acquisition of 100% stake in Nuvama Capital Services (IFSC) Limited (formerly known as Edelweiss Securities (IFSC) Limited) from Edelweiss Financial Services Limited

In Fiscal 2021, the Company acquired 100% stake in Nuvama Capital Services (IFSC) Limited, a company registered in the GIFT City of India, from Edelweiss Financial Services Limited, for an aggregate consideration of ₹172.79 million.

Acquisition of 100% stake in Nuvama Investment Advisors Private Limited (formerly known as Edelweiss Investment Advisors Private Limited) from Edelweiss Capital (Singapore) Pte Limited

In Fiscal 2021, the Company acquired 100% stake in Nuvama Investment Advisors Private Limited, a company registered with Monetary Authority of Singapore and holding capital markets service license for dealing in capital market products (securities, exchange-traded derivatives contracts and collective investment schemes), from Edelweiss Capital (Singapore) Pte Limited, for an aggregate consideration of ₹115.64 million.

Acquisition of 95% stake in Edelweiss Alternative Asset Advisors Limited from Edelweiss Financial Services Limited and subsequent sale of 51% stake to Edelweiss Securities and Investments Private Limited.

In Fiscal 2021, the Company acquired 95% stake in Edelweiss Alternative Asset Advisors Limited, an entity engaged in alternative assets business, from Edelweiss Financial Services Limited, for an aggregate consideration of ₹0.10 million. Subsequently, pursuant to agreements referred as PAGAC Agreements, the Company sold 51% stake in Edelweiss Alternative Asset Advisors Limited to Edelweiss Securities and Investments Private Limited for a consideration of ₹0.05 million.

Sale of 51% stake in Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited) to Edelweiss Financial Services Limited.

Pursuant to agreements referred as PAGAC Agreements and *vide* an agreement dated March 17, 2021, the Company sold 51% stake in Nuvama Custodial Services Limited to Edelweiss Financial Services Limited for a consideration of ₹265.20 million.

Slump sale of custody, designated depository participant and SLB business by Nuvama Clearing Services Limited (formerly Edelweiss Custodial Services Limited) to Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited)

In Fiscal 2022, pursuant to agreements referred as PAGAC Agreements and *vide* an agreement dated March 17, 2021, Nuvama Clearing Services Limited (formerly Edelweiss Custodial Services Limited), a subsidiary of the Company sold its business of being a custodian of securities and designated depository participant, and securities lending and borrowing to Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited), currently our Associate, for consideration of ₹101.16 million.

Acquisition of Infinity PMS business from Edelweiss Asset Management Limited

In Fiscal 2022, pursuant to agreements referred as PAGAC Agreements and *vide* an agreement dated May 19, 2021, Nuvama Asset Management Limited, a subsidiary of the Company, purchased Infinity PMS business from Edelweiss Asset Management Limited. As per the aforementioned agreement, Infinity PMS business together with all the rights, title, interest and obligation associated with it was transferred to Nuvama Asset Management Limited for total consideration of Rs 15 million.

Acquisition of 74% stake in Pickright Technologies Limited (“Pickright”)

In Fiscal 2023, pursuant to Share Subscription, Shareholders and Share Purchase Agreement dated January 3, 2023, February 7, 2023, and February 28, 2023, respectively executed between the Company, Pickright, its founders and 36 shareholders of Pickright, the Company acquired 74% stake in Pickright for a total consideration of ₹230 million including primary share subscription in Pickright.

Acquisition of 100% stake in Nuvama Investment Advisors LLC (formerly known as EAAA LLC from EC International Limited)

In Fiscal 2023-2024, pursuant to the Share Purchase Agreement dated August 28, 2023, our Company acquired 100% stake in Nuvama Investment Advisors LLC, a company registered with republic of Mauritius and licensed to operate as an investment adviser (unrestricted) from EC International Limited, for an aggregate consideration of ₹41.33 million. The effective date of acquisition is September 6, 2023.

Summary of key agreements

Shareholders’ agreements:

A. *Shareholders Agreement dated August 14, 2019, executed between the Company, Edelweiss Financial Services Limited and Kora Master Fund SP (Kora)*

Shareholders agreement dated August 14, 2019, executed between the Company, Edelweiss Financial Services Limited and Kora Master Fund SP (Kora) by virtue of which 100 Equity Shares of ₹10 each and 17,73,313 Compulsorily Convertible Preference Shares of ₹1,000 each of the Company were allotted to Kora, which was subsequently converted into 16,95,327 Equity Shares of ₹10 of the Company. These shares were subsequently acquired by PAGAC *vide* share purchase agreement dated March 12, 2021.

B. *Shareholders Agreement dated November 12, 2019, executed between the Company, Edelweiss Financial Services Limited and Sanaka Growth SPV I Limited (Sanaka)*

Shareholders agreement dated November 12, 2019, executed between the Company, Edelweiss Financial Services Limited and Sanaka Growth SPV I Limited (Sanaka) by virtue of which 100 Equity Shares of ₹10 each and 11,70,736 Compulsorily Convertible Preference Shares of ₹1,000 each of the Company were allotted to Sanaka, which were subsequently converted into 10,04,923 Equity Shares of ₹10 of the Company. These shares were subsequently acquired by PAGAC *vide* share purchase agreement dated March 17, 2021.

C. *Shareholders and Implementation Agreement dated August 27, 2020 (“Original SHA”) as amended from time to time namely, (i) Amended and Restated Shareholders and Implementation Agreement dated October 19, 2020, (ii) Amended and Restated Shareholders’ and Implementation Agreement dated March 18, 2021 between the Company, PAGAC Ecstasy Pte. Ltd. (PAGAC), Edelweiss Global Wealth Management Limited (EGWML) and Edelweiss Financial Services Limited (EFSL) read with deed of*

adherence dated March 19, 2021 executed by Asia Pragati Strategic Investment, (iii) Deed of Adherence dated December 3, 2021 between Edel Finance Company Limited and PAGAC Ecstasy Pte. Ltd Fund and (iv) Amendment Agreement to the Amended and Restated Shareholders Agreement dated March 9, 2023 (herein after collectively referred to as “PAGAC Agreements”)

The Company had entered into shareholders and implementation agreement dated August 27, 2020 pursuant to which PAG (along with PAG affiliate entity and EGWML) shall hold 51% of the equity share capital of the Company on a fully diluted basis which was further amended on October 19, 2020 to record the terms and conditions governing *inter alia* the management of the Company and its business and the inter se rights and obligations amongst the parties in relation to the Company. Further, on March 18, 2021, the parties entered into amended and restated shareholders’ and implementation agreement pursuant to which PAG (and/or its affiliates) along with EGWML shall have a controlling interest in the Company on the first closing date and a direct controlling interest in the Company on the Phase II closing date. It was agreed that all the rights and obligations of the parties to the agreement shall no longer be applicable and shall be deemed to have been deleted on and from the listing date subject to the applicable law. Further, it was agreed to acquire / transfer various businesses details of which are effected through composite scheme of arrangement or through stake sale / slump sale.

Further, for a period of 3 (three) years from the (i) first closing date; and (ii) 18 (eighteen) months from listing pursuant to the demerger (whichever is earlier), EFSL and its affiliates shall not directly or indirectly, engage in or own any equity securities of or ownership interest in any person that engages in, any business which is the same or substantially similar to or which may compete with the non-compete business (as defined in the agreement) (“**Competing Business**”). However, such restriction shall not apply to investment in less than 10% (ten percent) equity securities (on a fully diluted basis) of a public listed company, without any special rights; and investment made by EFSL and/or its affiliates in any Competing Business not as business activity or services provided to clients/customer but as a part of its treasury operations in ordinary course of business.

D. Composite Scheme of Arrangement between the Company, Edelweiss Securities and Investment Private Limited and Edelweiss Global Wealth Management Limited (“Composite Scheme”)

Edelweiss Securities and Investment Private Limited and Edelweiss Global Wealth Management Limited entered into a Composite Scheme where entire activities, business, operations and undertakings of the Company forming part of the asset management business (including investments in Edelweiss Alternative Asset Advisors Limited, Edelweiss Alternative Asset Advisors Pte. Limited (Singapore) and Edelweiss Asset Reconstruction Company Limited) would be transferred to Edelweiss Securities and Investments Private Limited and all the activities, businesses, operations and undertakings pertaining to the EGWM wealth management business were transferred to the Company.

Pursuant to the Composite Scheme, in April 2022, 1,75,55,986 equity shares of face value of ₹10 were allotted to PAGAC upon Conversion of 2,20,44,000 0.001% Compulsorily Convertible Debentures (CCDs) of ₹1,000 each held by PAGAC; and 3,15,277 equity shares of face value of ₹10 allotted to Asia Pragati Strategic Investment Fund (APSIF) upon conversion of 3,95,875 0.001% Compulsorily Convertible Debentures (CCDs) of ₹1,000 each held by APSIF, thereby increasing their stake in the Company to 56.24%.

Further, pursuant to the amendment agreement to the amended and restated shareholders agreement dated March 9, 2023, EFSL ceased to exercise its significant influence over the Company and its subsidiaries.

E. Shareholders Agreement dated July 18, 2023, executed between Nuvama Asset Management Limited, which is a wholly owned subsidiary of our Company, and Cushman Wakefield Management Private Limited

Nuvama Asset Management Limited (wholly owned subsidiary of our Company) and Cushman Wakefield Management Private Limited entered into a shareholder agreement dated July 18, 2023 by virtue of which there will be a joint venture company incorporated at 50%-50% stake, to launch a commercial (office) real estate fund for domestic investors.

Material agreements

Apart from the above, there are no material agreements entered into by our Company in the preceding two years

from the date of this Information Memorandum.

Further, there is no agreement entered into by a Key Managerial Personnel or Director or Promoter or any 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 the dealings in the securities of our Company.

Holding company

Our holding company is PAGAC Ecstasy Pte. Ltd.

Our Subsidiaries

As on the date of this Information Memorandum, our Company has the following subsidiaries:

1. Nuvama Clearing Services Limited;
2. Nuvama Asset Management Limited;
3. Nuvama Wealth Finance Limited;
4. Nuvama Wealth and Investment Limited;
5. Nuvama Capital Services (IFSC) Limited;
6. Nuvama Investment Advisors (Hong Kong) Private Limited;
7. Nuvama Financial Services Inc.;
8. Nuvama Financial Services (UK) Limited;
9. Nuvama Investment Advisors Private Limited;
10. Pickright Technologies Private Limited; and
11. Nuvama Investment Advisors LLC.

Unless stated otherwise, the details in relation to our Subsidiaries, provided below, are as on the date of this Information Memorandum.

1. Nuvama Clearing Services Limited

Corporate Information

Nuvama Clearing Services Limited was incorporated on October 16, 2008, as Edelweiss Primary Dealership Limited, public limited company under the Companies Act, 1956, with Registrar of Companies Maharashtra at Mumbai and bearing registration number 187594. Subsequently, the name was changed to Edelweiss Custodial Services Limited, and a fresh certificate of incorporation was issued on July 17, 2009. The name was further changed to “Nuvama Clearing Services Limited”, and a fresh certificate of incorporation was issued on October 17, 2022. Its registered office is situated at 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

Nuvama Clearing Services Limited (NCSL) is registered with SEBI as a clearing member and as a professional clearing member registered with NSE Clearing Ltd (NCL), Indian Clearing Corporation Ltd (ICCL), Multi Commodity Clearing Corporation of India Ltd (MCXCCL) and National Commodity Clearing Ltd (NCCL) which clears and settle trades of various Trading members and custodial participants in derivative segments. Further NCSL is also providing fund accounting services to Portfolio Managers (PMS) and Alternative Investment Fund (AIF) and domestic body corporates.

Capital Structure

The authorised share capital of Nuvama Clearing Services Limited is ₹ 10,00,00,000 divided into 1,00,00,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up equity share capital of the company is ₹ 6,26,75,000 divided into 62,67,500 equity shares of ₹ 10 each.

Shareholding Pattern

Name of the shareholder	No. of equity shares held	Percentage of equity holding (%)
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)*	62,67,500	100
Total	62,67,500	100

* including 6 shares held by nominees

2. Nuvama Asset Management Limited

Corporate Information

Nuvama Asset Management Limited was incorporated as a public limited company on October 1, 2019, under the Companies Act, 2013 as ESL Securities Limited, with Registrar of Companies Telangana at Hyderabad and bearing registration number 343440. The name of the company was changed to Nuvama Asset Management Limited, and a fresh certificate of incorporation was issued on September 16, 2022. Its registered office is situated at 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

Nuvama Asset Management Limited is engaged in the business of portfolio management services and Investment Manager for alternative investment funds.

Capital Structure

The authorised share capital of Nuvama Asset Management Limited is ₹ 40,00,00,000 divided into 4,00,00,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up equity share capital of the company is ₹ 35,96,00,000 divided into 3,59,60,000 equity shares of ₹ 10 each.

Shareholding Pattern

Name of the shareholder	No. of equity shares held	Percentage of equity holding (%)
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)	3,59,60,000	100
Total	3,59,60,000	100

* including 6 shares held by nominees

3. Nuvama Wealth Finance Limited

Corporate Information

Nuvama Wealth Finance Limited was incorporated as a private limited company on October 27, 1994, under the Companies Act, 1956 in the name and style of Crossborder Investments Private Limited with Registrar of Companies Maharashtra at Mumbai and bearing registration number 286057. The name was changed to Edelweiss Finance & Investments Limited, and it also became a public limited company by a fresh certificate of incorporation dated August 20, 2009. Its registered office is situated at 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

Nuvama Wealth Finance Limited was registered as a non-banking financial institution not accepting public deposits with the Reserve Bank of India since March 30, 2002. Nuvama Wealth Finance Limited is systemically important non-banking financial company not accepting public deposits. It is engaged in the business of advancing loans against securities, ESOP financing, IPO funding, margin trade financing, unsecured loan, special situation advisory and trading and investing in securities.

Capital Structure

The authorised share capital of Nuvama Wealth Finance Limited is ₹ 73,00,00,000 divided into 4,16,20,000 equity shares of ₹ 10 each and 3,13,80,000 Preference Shares of ₹10 each. The issued, subscribed and paid-up share capital of the company is ₹ 20,67,71,050 divided into 1,14,59,105 equity shares of ₹ 10 each and 92,18,000, 14.625% Cumulative Redeemable Preference Shares of ₹10 each.

Shareholding Pattern

Name of the shareholder	No. of equity shares held	Percentage of equity holding (%)
Nuvama Wealth Management Limited (NWML) (formerly known as Edelweiss Securities Limited) *	1,14,59,105	100
Total	1,14,59,105	100

*Includes 6 shares held by the nominees

Further, as on March 31, 2023, there are 92,18,000, 14.625% Cumulative Redeemable Preference Shares bearing face value of ₹10 each outstanding which are issued to general public.

4. Nuvama Wealth and Investment Limited

Corporate Information

Nuvama Wealth and Investment Limited was incorporated as a public limited company on February 7, 2008, under the Companies Act, 1956 as Edelweiss Investment and Advisory Services Limited with Registrar of Companies, Telangana at Hyderabad and bearing registration number 077462. The name of Edelweiss Investment and Advisory Services Limited was changed to Edelweiss Broking Limited and a fresh certificate of incorporation was issued on dated October 22, 2008. The name of Edelweiss Broking Limited was further changed to Nuvama Wealth and Investment Limited and a fresh certificate of incorporation was issued on September 30, 2022. Its registered office is situated at 2nd Floor, Office No. 201-203, Zodiac Plaza, Xavier College Road, Off. CG Road, Ahmedabad - 380009.

Nuvama Wealth and Investment Limited is engaged in the business of providing stock broking and depository services and is registered with Securities and Exchange Board of India (SEBI) and is a member of National Stock Exchange of India Limited, BSE Limited, Multi Commodity Exchange of India Limited, National Commodity and Derivatives Exchange Limited and is also registered as a depository participant of Central Depository Services Limited and National Securities Depository Limited. Nuvama Wealth and Investment Limited also offers research services.

Nuvama Wealth and Investment Limited also acts, in the capacity of distributor of mutual funds under AMFI and in capacity of a corporate agent registered with IRDA.

Capital Structure

The authorised share capital of Nuvama Wealth and Investment Limited is ₹ 4,73,30,00,000 divided into 46,33,00,000 equity shares of ₹ 10 each and 1,00,00,000 Preference Shares of ₹10 each. The issued, subscribed and paid-up equity share capital of Nuvama Wealth Finance Limited is ₹ 4,30,45,40,000 divided into 43,04,54,000 equity shares of ₹ 10 each.

Shareholding Pattern

Name of the shareholder	No. of equity shares held	Percentage of equity holding (%)
Nuvama Wealth Management Limited (Formerly known as Edelweiss Securities Limited)*	43,04,54,000	100
Total	43,04,54,000	100

* Includes 6 shares held by nominees

5. Nuvama Capital Services (IFSC) Limited

Corporate Information

Nuvama Capital Services (IFSC) Limited was incorporated as a public company on December 23, 2016, under the Companies Act, 2013 as Edelweiss Securities (IFSC) Limited with Registrar of Companies, Gujarat at Ahmedabad and bearing registration number 094838. The name of the company was changed to Nuvama Capital Services (IFSC) Limited, and a fresh certificate of incorporation was issued on September 15, 2022. Its registered office is situated at Unit no. 907, 9th Floor, Signature Tower, Block 13-B, Zone – 1, GIFT SEZ, GIFT City, Gandhinagar - 382355.

Nuvama Capital Services (IFSC) Limited is engaged in the business of stock broking in capital markets.

Capital Structure

The authorised share capital of Nuvama Capital Services (IFSC) Limited is ₹ 20,00,00,000 divided into 2,00,00,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up equity share capital of Nuvama Capital Services (IFSC) Limited is ₹ 18,89,90,940 divided into 1,88,99,094 equity shares of ₹ 10 each.

Shareholding Pattern

Name of the shareholder	No. of equity shares held	Percentage of equity holding (%)
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)*	1,88,99,094	100
Total	1,88,99,094	100

* Includes 6 shares held by nominees.

6. Nuvama Investment Advisors (Hong Kong) Private Limited

Corporate Information

Nuvama Investment Advisors (Hong Kong) Private Limited was incorporated as Edelweiss Securities (Hong Kong) Private Limited, a private company on February 6, 2013, in Hong Kong and bearing registration number 60977693. The name of the company was changed to Nuvama Investment Advisors (Hong Kong) Private Limited on August 25, 2022. Its registered office is situated at Unit 5805, 58/F, Two International Finance Centre, 8, Finance Street, Central, Hong Kong.

Nuvama Investment Advisors (Hong Kong) Private Limited is licensed by Securities and Futures Commission to conduct the following regulated activities: Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 5 (advising on futures contracts).

Shareholding Pattern

Name of the shareholder	No. of ordinary shares held (HKD 1)	Percentage of ordinary holding (%)
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)	1,36,23,767	100
Total	1,36,23,767	100

7. Nuvama Financial Services Inc.

Corporate Information

Nuvama Financial Services Inc. was incorporated as Edelweiss Financial Services Inc., a private company, limited by shares, in New York on May 29, 2013. The name of the company was changed to Nuvama Financial Services Inc on November 4, 2022. The company's registered number is CRD No. 172455 and registered office address is situated at 12E 49th Street, 18th Floor, New York, NY – 10017.

Nuvama Financial Services Inc. is licensed by Financial Industry Regulatory Authority bearing license no. CRD No. 172455 with broker-dealer license and research distribution capabilities.

Shareholding Pattern

Name of the shareholder	One Common Stock (USD)	Percentage of holding (%)
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)	12,50,000	100
Total	12,50,000	100

8. Nuvama Financial Services (UK) Limited

Corporate Information

Nuvama Financial Services (UK) Limited was incorporated as Edelweiss Financial Services (UK) Limited, a private company, limited by shares, registered in England and Wales on August 27, 2015. The name of the company was changed to Nuvama Financial Services (UK) Limited on September 5, 2022. The company's registered number is 09752231 and registered office address is situated at 2nd Floor, 23 Harcourt Street, Westminster, W1H 4HJ London, United Kingdom.

Nuvama Financial Services (UK) Limited is licensed by Financial Conduct Authority to conduct the business of advising on investments, arranging deals in investments, making arrangements with a view to transactions in investments.

Shareholding Pattern

Name of the shareholder	No. of ordinary shares held (GBP 1)	Percentage of ordinary holding (%)
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)	3,00,000	100
Total	3,00,000	100

9. Nuvama Investment Advisors Private Limited

Corporate Information

Nuvama Investment Advisors Private Limited was incorporated as Edelweiss Investment Advisors Private Limited, a private company on August 2, 2010, in Singapore and bearing registration number 201016306H. The name of the company was changed to Nuvama Investment Advisors Private Limited on August 26, 2022. Its registered office is situated at 9, Raffles Place, #27-00 Republic Plaza, Singapore - 048619.

Nuvama Investment Advisors Private Limited is licensed by Monetary Authority of Singapore (license no. CMS100461) and holds a capital markets service license for dealing in capital market products (securities, exchange-traded derivatives contracts and collective investment schemes) and providing custodial services, and an exempt financial adviser allowed to provide the following financial advisory services: advising on investment products (securities, exchange-traded derivatives contracts and collective investment schemes) and issuing or promulgating analyses/reports on investment products (securities and exchange-traded derivatives contracts).

Shareholding Pattern

Name of the shareholder	No. of ordinary shares held (SGD 1)	Percentage of ordinary holding (%)
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)	18,00,000	100
Total	18,00,000	100

10. Pickright Technologies Private Limited

Corporate Information

Pickright Technologies Private Limited was incorporated as a private company under the Companies Act, 2013, on July 18, 2019, with the Registrar of Companies, Bangalore, Karnataka, India having CIN U72200KA2019PTC126326. Its registered office is situated at plot no 118, First Floor, EPIP 1st Phase, White Field, Krishnarajpuram, Bangalore - 560 066.

Pickright Technologies Private Limited provides a unique platform with a marketplace model connecting investors with advisors for advisory across diversified asset classes. Clients on the platform can access standardized investment solutions across diversified asset classes called Investpacks along with customized solutions like financial planning and advisory across specific asset classes like stocks, trading, FDs, Bonds etc. from a wide pool of RIAs (Registered Investment Advisers) and Ras (Research Analysts).

Capital Structure

The authorised share capital of Pickright Technologies Private Limited is ₹ 82,61,000 divided into 5,19,000 equity shares of ₹ 10 each and 3,07,100 Preference Shares of Rs. 10 each. The issued, subscribed and paid-up equity share capital of Pickright Technologies Private Limited is ₹ 51,84,120 divided into 5,18,412 equity shares of ₹ 10 each.

Shareholding Pattern

Name of the shareholder	No. of equity shares held	Percentage of equity holding (%)
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Ltd)	383,625	74
Archana Elapavuluri	67,395	13
Namandeep Bhatia	67,392	13
Total	5,18,412	100

11. Nuvama Investment Advisors LLC

Corporate Information

Nuvama Investment Advisors LLC (formerly known as EAAA LLC), was incorporated as a private company limited by shares under the laws of Mauritius on 25 May 2009. The name of the company was changed to Nuvama Investment Advisors LLC on 8 September 2022. The Company No is C088368, and its registered office is situated C/o Citco (Mauritius) Limited, Level 4, Tower A, 1 Exchange Square, Ebene 72201, Mauritius.

Nuvama Investment Advisors LLC is licensed to operate as an investment adviser (unrestricted)

Shareholding Pattern

Name of shareholder	Class of share	No. of shares held (USD 1 each)	Percentage holding (%)
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)	Class A Ordinary	1,251,001	100
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)	Class B Ordinary	100	100

Our Associate

Nuvama Custodial Services Limited

Nuvama Custodial Services Limited was incorporated on February 14, 2021, as Edelweiss Capital Services Limited, public limited company under the Companies Act, 2013, with Registrar of Companies, Maharashtra at Mumbai and bearing registration number 355152. Subsequently, the name was changed to Nuvama Custodial Services Limited, and a fresh certificate of incorporation was issued on October 18, 2022. Its registered office is situated at 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

Nuvama Custodial Services Limited (formerly known as Edelweiss Capital Services Limited) has obtained Custodian licence and Designated Depository Participant licence from SEBI. It also has registration with NSDL as a Depository Participant and has custodian enablement from NSE Clearing Limited and Indian Clearing Corporation Limited. Nuvama Custodial Services Limited is carrying on the business of providing custodial services, storage and safe keeping of securities / other instruments of clients, maintaining accounts of securities of client, tracking and collection of corporate actions for clients and such other services as may be incidental for providing custodial services pertaining to securities.

Nuvama Custodial Services Limited is also registered as a Designated Depository Participant (DDP) to provide a

full suite of services to FPI clients including registration and related activities.

Listing

Equity shares of our Subsidiaries are not listed in India or abroad. For details in relation to listed NCDs, please refer “*Other Regulatory and Statutory Disclosures*” on page 413.

Common pursuits with the Subsidiaries and Associate Company

There are no common pursuits between our Company and Associate Company.

Certain of our Subsidiaries are in the same line of business as that of our Company and accordingly, there are certain common pursuits amongst our Subsidiaries and our Company. Our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise.

Accumulated profits or losses of Subsidiaries

As on the date of this Information Memorandum, there are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company.

Business interest between our Company and Subsidiaries

Other than as disclosed in “*Business*” and “*Related Party Transactions*” on page 88 and 154 respectively, there are no business interests between our Company and our Subsidiaries.

Joint venture

Nuvama and Cushman & Wakefield Management Private Limited

Corporate Information

Nuvama and Cushman & Wakefield Management Private Limited was incorporated on September 4, 2023, as a private limited company under Companies Act, 2013, with Registrar of Companies, Maharashtra at Mumbai and bearing registration number 409868. Its registered office is situated at 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

Nuvama and Cushman & Wakefield Management Private Limited is in the process of making an application to SEBI to carry on the business to launch commercial real estate offerings in India for domestic and offshore investors.

Shareholding Pattern

Name of the shareholder	No. of equity shares held	Percentage of equity holding (%)
Nuvama Asset Management Limited	14,25,000	50
Cushman and Wakefield India Private Limited	14,25,000	50
Total	28,50,000	100

SCHEME OF ARRANGEMENT

Details of the Scheme:

The Scheme of Arrangement between Edelweiss Financial Services Limited (“**Demerged Company**”) with Nuvama Wealth Management Limited (“**Resulting Company**”) filed under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, and read with Section 2(19AA) and other applicable provisions of the Income Tax Act, 1961 and provides for the demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a going concern basis and reduction of the capital of the Resulting Company. The Scheme also provides for various other matters consequent and incidental thereto. The Scheme is divided into the following parts: (i) Part I deals with the definitions, share capital of the Parties, date of taking effect and implementation of the Scheme; (ii) Part II deals with the demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a *going concern* basis and reduction of capital of the Resulting Company; and (iii) deals with the general terms and conditions applicable to this Scheme.

Rationale for the Scheme

1. The Demerged Company and the Resulting Company seek to reorganise their respective businesses, by transfer of the Demerged Undertaking from the Demerged Company to the Resulting Company, so as to consolidate the wealth management business under one single entity (i.e., the Resulting Company).
2. The demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company will result in the equity shares of the Resulting Company becoming listed on the National Stock Exchange of India Limited and BSE Limited, with the Resulting Company focusing exclusively on wealth management business and capable of independent valuation and participation therein by any suitable investor interested in such businesses, in the future.
3. The proposed restructuring pursuant to the Scheme is expected, inter alia, to result in following benefits:
 - (i) value unlocking of wealth management business with ability to achieve valuation based on respective risk return profile and cash flows;
 - (ii) attracting business specific investors and strategic partners and providing better flexibility in accessing capital, focused strategy and specialisation for sustained growth and thereby enable de-leveraging of the respective businesses in the longer-term;
 - (iii) segregation and unbundling of the wealth management business of the Demerged Company into the Resulting Company, will enable enhanced focus on the Demerged Company and the Resulting Company for exploiting opportunities in their respective business domains; and
 - (iv) focused management approach for pursuing the growth in the respective business’ verticals and de-risk the businesses from each other.

The Scheme would be in the best interests of the shareholders, employees, creditors and other stakeholders of each of the Parties as it would result in enhancement of shareholder value, operational efficiencies and greater focus and would enable the management of each of the aforesaid companies to vigorously pursue revenue growth and expansion opportunities.

Appointed Date for the Scheme

As per the Scheme, the Appointed Date is defined to mean the Effective Date, or such other date (if any) as may be decided by the Boards of the Parties. Further, Effective Date means date on which last of the conditions specified in Clause 19 (Conditions Precedent) of the Scheme are complied with or waived, as may be applicable.

The Scheme shall become operative from the Effective Date and effective from the Appointed Date.

Accordingly, the Appointed Date of the Scheme shall mean May 18, 2023, being the Effective Date (“**Appointed Date**”)

Salient features of the Scheme

Demerger and vesting of the Demerged Undertaking in our Company

Pursuant to Part II of the Scheme and with effect from the Appointed Date in accordance with the provisions of the Scheme and pursuant to Sections 230 and 232 and other applicable provisions of the Companies Act, 2013 and the provisions of Section 2(19AA) of the Income Tax Act, 1961, the Demerged Undertaking shall, without any further act, instrument or deed stand transferred to and vested in the Resulting Company on a *going concern* basis, so as to become as and from the Appointed Date, the assets, permits, contracts, liabilities, loan, debentures, duties and obligations of the Resulting Company by virtue of operation of law, and in the manner provided in the Scheme.

Upon Part II of the Scheme coming into effect and in consideration of and subject to the provisions of the Scheme, the Resulting Company shall, without any further application, act, deed, consent, acts, instruments or deed issue and allot 1,05,28,746 (one crore five lakhs twenty eight thousand seven hundred and forty six) fully paid up equity shares of ₹10 (Indian Rupees Ten) each of the Resulting Company, credited as fully paid up, to the equity shareholders of the Demerged Company whose name is recorded in the register of members/ records of the depository as members of the Demerged Company as on the Record Date, in each case, in proportion to the number of equity shares held by the shareholders in the Demerged Company.

Reduction and cancellation of existing equity shares of the Resulting Company held by the Demerged Company

With effect from the Effective Date, the paid-up equity share capital of the Resulting Company to the extent held by Demerged Company, as on Effective date shall without any further application, act, instrument or deed, stand cancelled, extinguished and annulled.

On the Effective Date, the resulting Company shall debit its share capital account in its books of account with the aggregate face value of the Resulting Company Cancelled Shares.

The reduction and cancellation of the Resulting Company Cancelled Shares does not involve any diminution of liability of in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any form.

Conditions Precedent

Unless otherwise decided (or waived) by the Parties, the effectiveness of the Scheme is and shall be conditional upon and subject to the fulfilment or waiver (to the extent permitted under the applicable law) of the following conditions precedent:

- (a) Obtaining no-objection/ observation letter from BSE Limited and National Stock Exchange of India Limited in relation to the Scheme under Regulation 37 of the SEBI LODR;
- (b) Approval of the Scheme by the requisite majority of each class of shareholders and such other classes of Persons of the Parties, if any, as applicable or as may be required under the Companies Act, 2013, as amended and as may be directed by the Tribunal;
- (c) The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast against the proposal by the public shareholders of the demerged company as required under the SEBI circular dated November 23, 2021 and June 20, 2023, as amended (“**SEBI Circular**”);
- (d) The Demerged Company complying with other provisions of the SEBI Circular, including seeking approval of its shareholders through e-voting, as applicable;
- (e) The sanctions and orders of the Tribunal for the scheme, under sections 230 and 232 being obtained by the Parties;
- (f) The requisite consent, approval or permission of the appropriate authority or any other person which by applicable law or contract, agreement may be necessary for the implementation of the Scheme;

- (g) Any other conditions as may be mutually agreed between the Parties in writing, prior or after the date of filing of the Scheme with the tribunal, as conditions precedent to the effectiveness of the Scheme; and
- (h) Certified/ authenticated copies of the orders of the tribunal, sanctioning the Scheme, being filed by the Parties with the RoC having jurisdiction over the Parties.

The Scheme was sanctioned by the Hon'ble NCLT by an order dated April 27, 2023. The Scheme came into effect from May 18, 2023, and as per the provisions of the Scheme, the Appointed Date of the Scheme is May 18, 2023.

For details of the Shareholding of our Company pursuant to the allotment in terms of the Scheme please refer to chapter "*Capital Structure*" on page 48.

OUR MANAGEMENT

Subject to the provisions of the Companies Act, 2013 and our Articles of Association, the number of Directors on our Board shall not be less than three and not more than 15.

As on the date of this Information Memorandum, our Board comprises of 11 Directors, consisting of 1 (one) Managing Director & CEO, 1 (one) Executive Director, 4 (four) Non-executive Nominee Directors and 5 (five) Non-executive Independent Directors (of whom one Independent Director is the Chairman of the Board), including one woman Director. The composition of the Board of Directors is in compliance with Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations.

Board of Directors

The following table sets forth details of our Board as of the date of filing of this Information Memorandum with the Stock Exchanges :

S. No.	Name, DIN, age, designation, occupation, term and current period of Directorship	Age (Years)	Directorship in other companies
1.	Birendra Kumar DIN: 00163054 Date of Birth: April 29, 1942 Designation: Chairman & Independent Director Occupation: Professional Current term: 5 years with effect from November 17, 2021 Period of directorship: Since November 17, 2021 Address: 3C, Tower D, Viceroy Park, Thakur Village, Kandivali (East), Mumbai – 400 101.	81	Indian Companies: - Nuvama Wealth Finance Limited - Nuvama Wealth and Investment Limited - Wisler Investment Management Private Limited Foreign Companies: Nil
2.	Ashish Kehair DIN: 07789972 Date of Birth: January 14, 1975 Designation: Managing Director & CEO Occupation: Service Current term: 3 years with effect from September 21, 2021 Period of directorship: Since September 21, 2021 Address: Wing M, 1401, Jade Garden, Gandhinagar, Bandra (East), Mumbai – 400 051	48	Indian Companies: - Nuvama Wealth Finance Limited - Nuvama Wealth and Investment Limited - Pickright Technologies Private Limited Foreign Companies: Nil
3.	Shiv Sehgal DIN: 07112524 Date of Birth: January 3, 1979 Designation: Executive Director Occupation: Service	44	Indian Companies: - Nuvama Clearing Services Limited - Nuvama Capital Services (IFSC) Limited - Nuvama Custodial Services Limited Foreign Companies: Nil

S. No.	Name, DIN, age, designation, occupation, term and current period of Directorship	Age (Years)	Directorship in other companies
	Current term: 3 years with effect from January 11, 2022 Period of directorship: Since January 11, 2022 Address: B-4301, Oberoi Esquire, Mohan Gokhale Road, Goregaon East Mumbai – 400 063		
4.	Anisha Motwani DIN: 06943493 Date of Birth: June 21, 1963 Designation: Independent Director Occupation: Professional Current term: 5 years with effect from July 30, 2021 Period of directorship: Since July 30, 2021 Address: E-Space 261, Nirvana Country, Sector 50, South City 2, Gurugram – 122 018	60	Indian Companies: - Versuni India Home Solutions Limited (formerly known as Philips Domestic Appliances India Limited) - Prataap Snacks Limited - Welspun India Limited - Star Health and Allied Insurance Company Limited - Dvara Kshetriya Gramin Financial Services Private Limited - Nuvama Wealth Finance Limited - Abbott India Limited - Hindware Home Innovation Limited - Godrej Finance Limited Foreign Companies: Nil
5.	Anthony Murray Miller DIN: 08926326 Date of Birth: February 15, 1957 Designation: Non - executive Nominee Director (Nominee of PAGAC Ecstasy Pte. Ltd) Occupation: Finance Professional Current term: Liable to retire by rotation Period of directorship: Since March 19, 2021 Address: Room 1631, Four Seasons Place, No. 8 Finance Street, Central Hong Kong	66	Indian Companies: Nil Foreign Companies: - Pacific Alliance Asia Opportunity Feeder Fund Limited - Pacific Alliance Asia Opportunity Feeder Fund II Limited - Pacific Alliance Asia Opportunity Feeder Fund III Limited - Pacific Alliance Group Asset Management Limited - Pacific Alliance Feeder Fund IV Management Limited - PAGAC II-2 Limited - Yinglian Pharmaceutical Holdings Group Limited - Golden Apple Holding (Cayman) Limited - PAGAC II – 4 Limited - PAGAC II Holding III Limited - PAGAC Tea Holdings I Limited - Jayson Auto Safety Holdings S.A. - PAGAC II-7 Limited - PAG Asia Opportunity S Class GP Limited - PAG Asia Opportunity S Class Feeder I GP Limited - PAG Asia Opportunity B GP Limited - PAG Infrastructure Acquisition Crop. - Cushman & Wakefield PLC
6.	Aswin Vikram	37	Indian Companies:

S. No.	Name, DIN, age, designation, occupation, term and current period of Directorship	Age (Years)	Directorship in other companies
	DIN: 08895013 Date of Birth: June 19, 1986 Designation: Non-executive Nominee Director (Nominee of PAGAC Ecstasy Pte. Ltd) Occupation: Finance Professional Current term: Liable to retire by rotation Period of directorship: Since January 11, 2022 Address: B-1203, Lodha Parkside, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013		- Acme Formulation Private Limited - Novaair Technologies Private Limited - Novaair Private Limited - PAGAC Advisors India Private Limited - Sekhmet Pharmaventures Private Limited Foreign Companies: Nil
7.	Kamlesh Shivji Vikamsey DIN: 00059620 Date of Birth: December 6, 1960 Designation: Independent Director Occupation: Professional Current term: 5 years with effect from May 30, 2023 Period of directorship: Since May 30, 2023 Address: Kalpataru Habitat, 194-A, Dr. S.S. Rao Road, Near Gandhi Hospital, Parel East, Mumbai, Parel, Maharashtra, 400012.	62	Indian Companies: - Navneet Education Limited; - AU Small Finance Bank Limited; - Nuvama Wealth Finance Limited; - Apcotex Industries Limited; and - Nuvama Wealth and Investment Limited Foreign Companies: Nil
8.	Navtej S. Nandra DIN: 02282617 Date of Birth: October 14, 1966 Designation: Independent Director Occupation: Professional Current term: 3 years with effect from March 19, 2021 Period of directorship: Since March 19, 2021 Address: 22 West 15 Street, 18A, New York – 10011, USA	56	Indian Companies: - Nil Foreign Companies: - Pidilite USA, Inc. - Cadence Group, Inc.
9.	Nikhil Kumar Srivastava DIN: 07308617 Date of Birth: March 19, 1978 Designation: Non- executive Nominee Director (Nominee of PAGAC Ecstasy Pte. Ltd) Occupation: Service Current term: Liable to retire by rotation	45	Indian Companies: - ACME Formulation Private Limited - Nuvama Wealth Finance Limited - PAGAC Advisors India Private Limited - Sekhmet Pharmaventures Private Limited Foreign Companies: - RK Pharma Inc.

S. No.	Name, DIN, age, designation, occupation, term and current period of Directorship	Age (Years)	Directorship in other companies
	Period of directorship: Since March 19, 2021 Address: B 2601, Omkar 1973, Worli Colony, Worli, Mumbai – 400 030		
10.	Ramesh Abhishek DIN: 07452293 Date of Birth: July 3, 1959 Designation: Non-executive Nominee Director (Nominee of PAGAC Ecstasy Pte. Ltd) Occupation: Professional Current term: Liable to retire by rotation. Period of directorship: Since March 19, 2021 Address: 72, Ground Floor, E Block, Greater Kailash Part 2, New Delhi – 110 048.	64	Indian Companies: • Cyient Limited • Paras Healthcare Private Limited • Aditya Birla Sun Life AMC Limited • Nuvama Wealth Finance Limited • Paytm Payments Bank Limited • Nuvama Custodial Services Limited • Eoddb Advisors (OPC) Private Limited • Ravindra Energy Limited • Indus Towers Limited Foreign Companies: Nil
11.	Sameer Kaji DIN: 00172458 Date of Birth: November 27, 1960 Designation: Independent Director Occupation: Professional Current term: 5 years with effect from May 1, 2023 Period of directorship: Since May 1, 2023 Address: 5/D, IL – Palazzo, Ridge Road, Malabar Hill, Mumbai – 400 006	62	Indian Companies: • ECL Finance Limited Foreign Companies: Nil

Brief profile of Directors

Birendra Kumar has been a career banker with over five decades of rich and diverse experience in commercial, credit, investment, and international banking in India and abroad and asset reconstruction business. He is postgraduate in Mathematics from University of Delhi and certified associate of Indian Institute of Bankers, Mumbai.

Ashish Kehair is the Managing Director & CEO of our Company. He has been part of the Nuvama Group from March 2017 and has been appointed as MD & CEO with effect from September 21, 2021. He is a qualified chartered accountant from the Institute of Chartered Accountants of India. He is also a cost accountant and D.B.F. He has 23 years of experience in the financial services industry. He has previously worked with IDFC Bank Limited in his capacity as Head – Wealth Management & Private Banking.

Shiv Sehgal is president and head of Institutional Securities division of the Company. He is a CFA from the CFA Institute, USA and holds a master's in finance from Griffith University. He also holds a bachelor's degree in arts (honours course) from the University of Delhi. He has experience in the investment management and financial services industry for more than two decades.

Anthony Murray Miller has overall experience of approximately 35 years. He has a bachelor's degree in economics and urban studies from Brown University and holds a master's in business administration from Harvard Business School. He is a Partner at PAG.

Aswin Vikram is an Executive Director with PAG and has been working in the private equity industry since 2011. He has completed his bachelor of technology degree from the Indian Institute of Technology, Madras and his post graduate diploma in management from the Indian Institute of Management, Bangalore.

Nikhil Kumar Srivastava has a bachelor's degree in electrical and electronics engineering from BITS Pilani, a master's degree in electrical engineering from Stanford University, and an masters in business administration from Harvard Business School. He is the partner and managing director, head of India private equity at PAG. Before joining PAG, he was with KKR, Goldman Sachs and Co., and Inphi Corporation.

Ramesh Abhishek has a master's degree in business administration from Sikkim Manipal University and a master's degree in public administration from Harvard University. In 1982, he joined the IAS, Bihar Cadre and worked in various capacities across the civil services including serving as a district magistrate in Bihar, director in the Ministry of Food Processing Industries, joint secretary in department of justice, chairman of the Forward Markets Commission and as secretary in the Department for Promotion of Industry and Internal Trade.

Anisha Motwani has over 30 years of experience in diverse industries. She has been the advisor with the World Bank on prestigious projects. She founded StormTheNorm venture, a company specializing in brand, digital & innovation projects. She was voted as one of the '50 Most Powerful Women in Indian Business' for three consecutive years since 2009 by Business Today and recognized amongst the 'Top 50 Women in Media, Marketing and Advertising' for 4 consecutive years since 2011 by impact Colors amongst many others.

Kamlesh Shivji Vikamsey has vast experience of over 40 years in the field of auditing, taxation, corporate & personal advisory services, business & management consulting services, due diligence, valuations, inspections, investigations. As an audit and advisory committee chairman of various international organizations throughout the years, he has hands on operational experience to bring pragmatic solutions to complex management, manufacturing, or financial issues for company management. He is a chartered accountant and has been a former president of The Institute of Chartered Accountants of India.

Navtej S. Nandra has over three decades of global financial services experience. He has a post graduate diploma in management from IIM (Ahmedabad) and a Bachelor of Commerce (Honours) from Sri Ram College of Commerce (Delhi). He has served as President of E*Trade Financial, Head of International for Morgan Stanley Investment Management, ExCo roles across Merrill Lynch Wealth Management and Investment Banking, co-founded The Cambridge Group New York, and was a partner at BoozAllen.

Sameer Kaji has an experience which spans a range of industries and geographies for the last 30 years with key focus areas of growth strategy, mergers & acquisitions, operational improvement, transformation and turnaround. As a first-generation entrepreneur for more than 20 years, he has hands on operational experience to bring pragmatic solutions to complex management, manufacturing, or financial issues for company management. He is a graduate and has done a master's in business administration - Entrepreneurship and Finance from Babson F.W. Olin Graduate School of Business, Wellesley, Massachusetts, USA.

Relationship between Directors

None of our Directors are related to each other or to any of the Key Managerial Personnel or Senior Management.

Details of directorship in companies suspended or delisted

None of our Directors is, or was, a director of any listed company whose shares were suspended from being traded on any stock exchange during the term of their directorship in such company, in the five years prior to the date of this Information Memorandum.

None of our Directors is, or was, a director of any listed company which was delisted from any stock exchange, during the term of their directorship in such company.

Arrangement or understanding with major Shareholders, clients, suppliers or others

Our Nominee Directors have been appointed to directorship, pursuant to amended and restated shareholders' agreement dated March 18, 2021, executed between the Company, Edelweiss Global Wealth Management Limited, Edelweiss Financial Services Limited, and PAGAC Ecstasy Pte. Ltd.

Service contracts with Directors

There are no service contracts entered into between any of our Directors and our Company for the provision of any benefits upon termination of employment.

Details of terms of appointment of our Executive Directors

- A. **Ashish Kehair** was appointed as the Managing Director & CEO of our Company with effect from September 21, 2021, pursuant to a resolution passed by our Board of Directors at their meeting held on August 30, 2021, and a resolution passed by our Shareholders at their Extraordinary General Meeting held on October 23, 2021. He was appointed for a term of 3 years on such terms and remuneration, as mentioned in the shareholders resolution dated October 23, 2021, which was subsequently modified by a resolution passed by our Shareholders at their Annual General Meeting held on June 1, 2023. The details of the remuneration and perquisites payable to him during the term of his office, include the following:
- (a) **Salary Limit:** Not to exceed ₹3.50 crores per annum
 - (b) **Performance Bonus:** In addition to salary, a performance-based bonus, of 200% salary limit may be paid and at such intervals as may be decided from time to time.
 - (c) **Perquisites:** In addition to the salary and the performance bonus, Ashish Kehair shall also be entitled to the perquisites as per the rules of the Company.
- B. **Shiv Sehgal** was appointed as an Executive Director of our Company with effect from January 11, 2022, pursuant to a resolution passed by our Board of Directors at their meeting held on December 30, 2021, and a resolution passed by our Shareholders at their Extraordinary General Meeting held on January 31, 2022. He was appointed for a term of 3 years on such terms and remuneration, as mentioned in the shareholders resolution dated January 31, 2022, which was subsequently modified by a resolution passed by our Shareholders at their Annual General Meeting held on June 1, 2023. The details of the remuneration and perquisites payable to him during the term of his office, include the following:
- (a) **Salary Limit:** Not to exceed ₹2.50 crores per annum
 - (b) **Performance Bonus:** In addition to salary, a performance-based bonus, up to 200% of Salary Limit, may also be paid and at such intervals as may be decided from time to time.
 - (c) **Perquisites:** In addition to the salary and the performance bonus, Shiv Sehgal is also entitled to the perquisites as per the rules of the Company.

Payment or Benefit to Directors

The sitting fees/other remuneration paid to our Directors for Fiscal 2023 is as follows:

(a) Remuneration paid to Managing Director and Executive Directors

The details of remuneration paid by our Company to the Managing Director and Executive Directors for Fiscal 2023 are as follows:

Name of Director	Designation	Total remuneration (in ₹ million)
Ashish Kehair	Managing Director & CEO	66.08
Shiv Sehgal	Executive Director	49.65

(b) Remuneration paid to Non-executive Directors

Our Independent Directors are entitled to reimbursement of expenses for attending meetings of the Board and the Committees. Pursuant to a resolution passed by our Board of Directors at their meeting held on October 23, 2020, each of the Independent Directors of our Company is entitled to a sitting fee of ₹ 0.02 million for attending each meeting of our Board and a sitting fee of ₹ 0.02 million for attending each meeting of the committees of our Board. Further, the Non-Executive Directors are also paid commission as approved by the Board from time to time. With effect from June 16, 2023, the sitting fees has been increased to ₹ 0.1

million for Board and Audit Committee meetings; ₹ 0.05 million for Nomination and Remuneration Committee meetings and ₹ 0.025 million for other meetings.

The details of remuneration paid by our Company to the Independent Directors for Fiscal 2023 are as follows:

Name of Director	Designation	Total remuneration (in ₹ million) [@]
Anisha Motwani	Independent Director	2.70
Birendra Kumar	Independent Director	2.84
Kunnsagar Chinniah**	Independent Director	2.72
Navtej S. Nandra	Independent Director	2.84

** resigned w.e.f. May 1, 2023

@ Total remuneration includes commission of ₹2.5 million paid to the Directors

Our Non-executive Non-Independent Directors are entitled to reimbursement of expenses for attending meetings of the Board and the Committees. Pursuant to a resolution passed by our Board of Directors at their meeting held on October 23, 2020, each of the Non-executive Non-Independent Directors of our Company is entitled to a sitting fee of ₹ 0.02 million for attending each meeting of our Board and a sitting fee of ₹ 0.02 million for attending each meeting of the committees of our Board. The Company pays remuneration only to Ramesh Abhishek. Further, the Non-Executive Directors are also paid commission as approved by the Board from time to time.

The details of remuneration paid by our Company to the Non-executive Non-Independent Directors for Fiscal 2023 are as follows:

Name of Director	Designation	Total remuneration (in ₹ million)
Ramesh Abhishek	Non-executive Director	2.64

* Total Remuneration includes ₹2.50 million in commission.

Bonus or profit-sharing plan for our Directors

Except as disclosed above, none of our Directors are party to any bonus or profit-sharing plan of our Company.

Payment or benefit to the officers of our Company

No amount or benefit has been paid, or given, within the two preceding years from the date of this Information Memorandum, or is intended to be paid, or given, to any of the officers of our Company, other than in the ordinary course of their employment or engagement with our Company.

Shareholding of our Directors in our Company

Our Articles of Association do not require that our Directors hold any qualification shares.

Except as disclosed below, none of our Directors hold any Equity Shares in our Company:

Name of Director	Designation	No. of equity shares held
Ashish Kehair	Managing Director & CEO	56
Navtej S. Nandra	Independent Director	89,007

Borrowing Powers of the Board

In accordance with our Articles of Association and subject to the provisions of the Companies Act, 2013, the Board may, from time to time, at its discretion, by a resolution passed at its meeting on May 16, 2014, borrow any sum of money for the purpose of our Company and the Board may secure repayment of such money in such manner and upon such terms and conditions in all respects as it thinks fit. Pursuant to a resolution of the Shareholders of our Company dated September 9, 2014, in accordance with Section 180 of the Companies Act, 2013, the Board is authorised to borrow up to an amount of ₹ 50,000 million and to create charge/provide security for the sum borrowed on the assets of our Company.

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, commission, and other remuneration and reimbursement of expenses, if any, payable to them by our Company. For further details, see “*Details of terms of appointment of our Executive Directors*” and “*Payment or Benefit to Directors*” above.

Certain of our Directors may also be regarded as interested in Equity Shares held by them or to be allotted pursuant to exercising the ESOPs they have, if any and to the extent of any dividend payable to them and other distributions in respect of such Equity Shares. For further details, see “*Capital Structure*” on page 47.

None of our Directors have any interest in promotion or formation of our Company as on the date of this Information Memorandum.

Certain of our Directors may be deemed to be interested in the contracts, transactions, agreements or arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners.

None of our Directors have any interest in any venture that is involved in activities similar to those conducted by our Company.

Our Directors are also interested in the capacity of their respective directorships and shareholding in certain of our Subsidiaries and/or Group Companies.

Additionally, they may be deemed to be interested to the extent of the business interests that these entities have in us. For further details, see “*Related Party Transactions*” on page 154.

Our Directors have no interest in any property acquired by our Company or proposed to be acquired by our Company.

No loans have been availed by the Directors from our Company.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

Our Directors are not interested in any property acquired by our Company or proposed to be acquired by it, or in any transaction in the acquisition of land, construction of building and supply of machinery.

Employee stock option plan or employee stock purchase plan

Our Company has instituted the Nuvama Wealth Management Limited – Employee Stock Option Plan 2021. For details, please refer to the section titled “*Capital Structure*” on page 48.

Changes in our Board in the last three years:

Name	Designation	Date of appointment/cessation	Reason
Shiv Sehgal	Managing Director & CEO	July 3, 2020	Change in designation
Rashesh Chandrakant Shah	Non-executive Director	March 19, 2021	Appointment
Venkatchalam Arakoni Ramaswamy	Non-executive Director	March 19, 2021	Appointment
Nitin Jain	Managing Director & CEO	March 19, 2021	Appointment
Nitin Jain	Executive Director & CEO	April 7, 2021	Change in Designation
Pankaj Razdan	Vice Chairman & Managing Director	April 7, 2021	Change in Designation
Navtej S. Nandra	Independent Director	March 19, 2021	Appointment
Pankaj Jawaharlal Razdan	Executive Director	March 19, 2021	Appointment
Nikhil Kumar Srivastava	Non-executive Director	March 19, 2021	Appointment
David Jaemin Kim	Non-executive Director	March 19, 2021	Appointment
Anthony Murray Miller	Non-executive Director	March 19, 2021	Appointment

Name	Designation	Date of appointment/cessation	Reason
Ramesh Abhishek	Non-executive Director	March 19, 2021	Appointment
Vidya Shah	Non-executive Director	March 19, 2021	Appointment
Shiv Sehgal	Managing Director & CEO	March 19, 2021	Resignation (Personal reasons)
Atul Bapna	Executive director	March 19, 2021	Resignation (Personal reasons)
Kalpana Maniar	Non-executive Director	March 19, 2021	Resignation (Personal reasons)
Vinod Anand Juneja	Independent Director	March 19, 2021	Resignation (Personal reasons)
Anisha Motwani	Independent Director	July 30, 2021	Appointment
Lincoln Lin Feng Pan	Non-executive Director	July 30, 2021	Appointment
David Jaemin Kim	Non-executive Director	July 30, 2021	Resignation (Personal reasons)
Nitin Jain	CEO	August 30, 2021	Resignation (Personal reasons)
Nitin Jain	Executive Director	September 30, 2021	Resignation (Personal reasons)
Ashish Kehair	Managing Director & CEO	September 21, 2021	Appointment
Birendra Kumar	Independent Director	November 17, 2021	Appointment
Shiv Sehgal	Executive Director	January 11, 2022	Appointment
Aswin Vikram	Non-executive Director	January 11, 2022	Appointment
Pankaj Jawaharlal Razdan	Managing Director	January 11, 2022	Resignation (Personal reasons)
Lincoln Lin Feng Pan	Non-executive Director	November 7, 2022	Resignation (Personal reasons)
Sujeey Subramanian	Non-executive Director	November 7, 2022	Appointment
Vidya Shah	Non-executive Director	February 8, 2023	Resignation (Personal reasons)
Rashesh Shah	Non-executive Director	March 17, 2023	Resignation (Professional commitments)
Venkatchalam Ramaswamy	Non-executive Director	March 17, 2023	Resignation (Professional commitments)
Kunnasagaran Chinniah	Independent Director	May 1, 2023	Resignation (Professional commitments)
Sujeey Subramanian	Non-executive Director	May 1, 2023	Resignation (Professional commitments)
Sameer Kaji	Independent Director	May 1, 2023	Appointment
Kamlesh Shivji Vikamsey	Independent Director	May 30, 2023	Appointment

KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

In addition to our Executive Directors, whose details are provided in “*Our Management -Brief profiles of our Directors*” on page 132, the details of our Key Managerial Personnel and Senior Management are provided below:

Mihir Nanavati is the CFO of our Company. He has been part of the Nuvama Group from September 2022 and he has been appointed as the CFO with effect from November 1, 2022. He holds a bachelor’s degree in commerce from the Narsee Monjee College of Commerce and Economics and a master’s degree in financial management from the Narsee Monjee Institute of Management Studies (NMIMS) and is a qualified chartered accountant. He has over 30 years of experience in the field of finance. He has previously worked with Waterfield Advisors in his capacity as group chief financial officer. He is a permanent employee of our Company. His gross remuneration for Fiscal 2023 was ₹ 7.65 million.

Ms. Sneha Patwardhan is the Company Secretary and Compliance Officer of our Company. She holds a bachelor’s degree in L.L.B. from Mumbai University and a master’s degree in commerce and is an associate member of the ICSI. She has over 16 years of experience in legal, corporate laws, secretarial processes and compliances with expertise in banking and financial sector, foreign investment and foreign exchange laws. She has been previously associated with IIFL Finance, Cyril Amarchand Mangaldas, Deloitte India, IL&FS. She is a permanent employee of our Company.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship of Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or Senior Management are related to each other or to any of our Directors.

Arrangement or understanding with major Shareholders, clients, suppliers or others

None of our Key Managerial Personnel or Senior Management have been appointed pursuant to any arrangement or understanding with our major Shareholders, clients, suppliers or others.

Shareholding of the Key Managerial Personnel and Senior Management

As on the date of this Information Memorandum, except Ashish Kehair, Managing Director & CEO who holds 56 equity shares of Rs. 10 each in our Company, none of the Key Managerial Personnel or Senior Management hold any Equity Shares.

Change in our Key Managerial Personnel and Senior Management in the last three years

Other than the changes in our Executive Directors/ Managing Director including our CEO under “*Our Management -Changes to our Board in the last three years*” on page 136, and except as disclosed below there are no other changes in our Key Managerial Personnel or Senior Management in the three years preceding the date of this Information Memorandum:

Name	Designation	Date of appointment/cessation	Reason
Sandesh Sawant	Chief Financial Officer	July 31, 2020	Resignation (Personal reasons)
Shivaraman Iyer	Chief Financial Officer	August 1, 2020	Appointment
Tarun Khurana	Company Secretary	April 7, 2021	Resignation (Personal reasons)
Shirin Patel	Company Secretary	April 7, 2021	Appointment
Shirin Patel	Company Secretary	December 30, 2021	Resignation (Personal reasons)
Sonal Tiwari	Company Secretary	December 30, 2021	Appointment
Shivaraman Iyer	Chief Financial Officer	October 31, 2022	Resignation (Personal reasons)
Mihir Nanavati	Chief Financial Officer	November 1, 2022	Appointment

Name	Designation	Date of appointment/cessation	Reason
Sonal Tiwari	Company Secretary	November 29, 2022	Resignation (Personal reasons)
Pooja Doshi	Company Secretary	May 25, 2023	Appointment
Pooja Doshi	Company Secretary	July 14, 2023	Resignation (Personal reasons)
Sneha Patwardhan	Company Secretary	July 15, 2023	Appointment

Service contracts with Key Managerial Personnel or Senior Management

There are no service contracts entered into between any of our Key Managerial Personnel or Senior Management and our Company for provision of any benefits upon termination of employment.

Bonus or profit-sharing plan for our Key Managerial Personnel and Senior Management

Other than as disclosed above, none of our Key Managerial Personnel or Senior Management are party to any bonus or profit-sharing plan of our Company.

Interests of Key Managerial Personnel and Senior Management

The Key Managerial Personnel and Senior Management do not have any interest in our Company other than (i) as stated in “*Related Party Transaction*” on page 154; or (ii) to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment (iii) reimbursement of expenses incurred by them in the ordinary course of business; and (iv) to the extent of ESOPs granted to them. The Key Managerial Personnel and Senior Management 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 by them in our Company.

None of the Key Managerial Personnel or Senior Management have been paid consideration of any nature by our Company, other than their remuneration.

There is no contingent or deferred compensation payable to our Key Managerial Personnel or Directors or Senior Management, which does not form part of their remuneration.

Payment or Benefit to officers of our Company

No non-salary amount or benefit has been paid or given or is intended to be paid or given to any of our Company’s employees, including the Key Managerial Personnel, Senior Management and our Directors, within the two preceding years.

Attrition rate of Key Managerial Personnel and Senior Management

The attrition rate of our Key Managerial Personnel and Senior Management is not high, as compared to the industry.

CORPORATE GOVERNANCE

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations and the Companies Act, 2013, in respect of corporate governance, including in relation to the constitution of the Board and committees thereof.

Committees of the Board

In addition to the committees of our Board detailed below, our Board may, from time to time, constitute committees for various functions.

Our Company has constituted the following committees in terms of the SEBI Listing Regulations:

- (a) Audit Committee;

- (b) Nomination and Remuneration Committee;
- (c) Stakeholders' Relationship Committee;
- (d) Corporate Social Responsibility Committee; and
- (e) Risk Management Committee.

I. Audit Committee

Our Audit Committee was constituted pursuant to a resolution of our Board dated June 30, 2006 .It was last re-constituted pursuant to a resolution of our Board dated June 16, 2023.The terms of reference of the Audit Committee were last amended pursuant to a resolution of our Board dated June 16, 2023.The current constitution of the Audit Committee is as follows:

Name of the Director	Designation
Kamlesh Shivji Vikamsey	Independent Director – Chairperson
Birendra Kumar	Independent Director
Navtej S. Nandra	Independent Director
Nikhil Kumar Srivastava	Non-executive Director

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

The role of the Audit Committee shall include the following:

- (i) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (ii) Recommendation for appointment, re-appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (iv) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;
- (v) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval.
- (vi) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (vii) Reviewing the matters to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
- (viii) Recommendation for appointment of internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee;
- (ix) Formulating a policy on related party transactions, which shall include materiality of related party transactions;
- (x) Approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- (xi) Reviewing the adequacy of internal audit function and review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xii) Evaluation of internal financial controls and risk management systems

- (xiii) 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;
- (xiv) Reviewing the functioning of the whistle blower/ vigil mechanism;
- (xv) Reviewing the management discussion and analysis of financial condition and results of operations, management letters / letters of internal control weaknesses issued by the statutory auditors
- (xvi) Carrying out any other functions and roles as required/mandated and/or delegated by the Board as per the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee shall have powers, which should include the following:

- (i) To investigate any activity within its terms of reference;
- (ii) To seek information from any employee of the Company;
- (iii) To obtain outside legal or other professional advice;
- (iv) To secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (v) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

II. Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was constituted pursuant to a resolution of our Board dated March 30, 2015. It was last re-constituted pursuant to a resolution of our Board dated June 16, 2023. The terms of reference of the Nomination and Remuneration Committee were last revised pursuant to a resolution of our Board dated June 16, 2023. The current constitution of the Nomination and Remuneration Committee is as follows:

Name of the Director	Designation
Anisha Motwani	Independent Director – Chairperson
Nikhil Kumar Srivastava	Non-executive Director
Navtej S. Nandra	Independent Director
Birendra Kumar	Independent Director

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

- (i) The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of 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.
- (ii) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- (iii) Formulation of 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;

- (iv) The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
- the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.
- (v) Formulation of criteria for evaluation of performance of independent directors and the Board;
- (vi) 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.
- (vii) devising a policy on diversity of board of directors;
- (viii) recommend to the board, all remuneration, in whatever form, payable to senior management.
- (ix) Administering, superintendence, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws (“ESOP Scheme”) to formulate detailed terms and conditions of the scheme including the provisions as mentioned in the SEBI (Share Based Employee Benefits) Regulations, 2015.
- (x) frame suitable policies and procedures to ensure that there is no violation of securities laws including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended from time to time, by the trust, the company and its employees, as may be applicable.
- (xi) any other terms of reference as mentioned in the Listing Regulations and as may be amended from time to time; and
- (xii) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

III. Stakeholders’ Relationship Committee

Our Stakeholders’ Relationship Committee was constituted pursuant to a resolution of our Board dated June 16, 2023. The terms of reference of the Stakeholders’ Relationship Committee were approved pursuant to a resolution of our Board dated June 16, 2023:

Name of the Director	Designation
Nikhil Kumar Srivastava	Non-executive Director – Chairperson
Sameer Kaji	Independent Director
Shiv Sehgal	Executive Director

The scope and function of the Stakeholders’ Relationship Committee is in accordance with Section 178(6) of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

- (a) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (b) Review of measures taken for effective exercise of voting rights by shareholders.

- (c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- (e) Any other matter as may be delegated by the Board or as per any statutory requirement.

IV. Corporate Social Responsibility Committee

Our Corporate Social Responsibility Committee was constituted pursuant to a resolution of our Board dated May 16, 2014. It was last re-constituted pursuant to a resolution of our Board dated April 25, 2023. The terms of reference of the Corporate Social Responsibility Committee were last revised pursuant to a resolution of our Board dated June 16, 2023. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of the Director	Designation
Sameer Kaji	Independent Director – Chairperson
Birendra Kumar	Independent Director
Shiv Sehgal	Executive Director

The scope and function of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act, 2013 and its terms of reference are as follows:

- (a) To formulate and recommend to the board, a corporate social responsibility policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the CSR activities;
- (b) To recommend the amount of expenditure to be incurred for the corporate social responsibility activities subject to the provisions of the Companies Act, 2013;
- (c) To formulate and recommend to the Board, an annual action plan in pursuance to the corporate social responsibility policy, which shall include the following, namely:
 - a. the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;
 - b. the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
 - c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - d. monitoring and reporting mechanism for the projects or programmes; and
 - e. details of need and impact assessment, if any, for the projects undertaken by the company.
- (d) To review and monitor the implementation of corporate social responsibility programmes;
- (e) To take note of the compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;
- (f) To perform 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 and exercise such other powers as may be conferred or perform such responsibilities as may be required by the CSR Committee in terms of the provisions of Section 135 of the Companies Act; and
- (g) Such terms of reference as may be prescribed under the Companies Act, 2013 and any other statute from time to time.

V. Risk Management Committee

Our Risk Management Committee was constituted pursuant to a resolution of our Board dated May 26, 2021. It was last re-constituted pursuant to a resolution of our Board dated June 16, 2023. The terms of reference of the Risk Management Committee were formulated and approved pursuant to a resolution of our Board dated June 2, 2023. The current constitution of the Risk Management Committee is as follows:

Name of the Director	Designation
Ashish Kehair	Managing Director & CEO – Chairperson
Sameer Kaji	Independent Director
Nikhil Kumar Srivastava	Non-Executive Director
Riyaz Marfatia	Chief Operating Officer

The scope and function of the Risk Management Committee is in accordance with Regulation 21 of the SEBI Listing Regulations and the applicable provisions of the Companies Act, 2013, and its terms of reference are as follows:

- (a) to formulate a detailed risk management policy which shall include:
 - a. framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the committee;
 - b. measures for risk mitigation, including systems and processes for internal control of identified risks; and
 - c. business continuity plan.
- (b) to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (c) to monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (d) to periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (e) to keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
- (f) the appointment, removal and terms of remuneration of the Chief Risk Officer, if any shall be subject to review by the Risk Management Committee.

Number of Employees:

As at March 31, 2023 we have 2,726 employees including the Key Managerial Personnel.

OUR PROMOTER AND PROMOTER GROUP

Promoter

PAGAC Ecstasy Pte. Ltd. Is the Promoter of our Company.

As on the date of this Information Memorandum, our Promoter holds 1,93,92,068 Equity Shares, representing 55.29% of the paid-up Equity Share capital of our Company. For details, please see the section titled “*Capital Structure - Details of Shareholding of our Promoter and members of the Promoter Group in the Company - Build-up of the Promoters’ shareholding in our Company*” on page 55.

Our Company confirms that the permanent account number, bank account number, company registration number and the address of the registrar of companies where our Corporate Promoter is registered, as applicable, shall be submitted to the Stock Exchanges at the time of filing this Information Memorandum.

Details of our Promoter is as follows:

1. PAGAC Ecstasy Pte. Ltd. (“PAGAC”)

Corporate Information

PAGAC was incorporated on on August 14, 2020, as a private company limited by shares under the provisions of the Singapore Companies Act, 1967. The registered office of PAGAC is located at 9 Temasek Boulevard, #12-01/02, Suntec Tower Two, Singapore 038989. The UEN of PAGAC is 202024187D.

PAGAC is an alternative investment firm focused on APAC. PAGAC has a proven track record in the APAC region, driven by the combination of PAGAC’s three core strategies, credit and markets, private equity, and real assets.

Shareholding pattern of PAGAC

The shareholding pattern of PAGAC as on the date of this Information Memorandum is:

S. No.	Name of the shareholders	Number of equity shares	Percentage (in %)
1.	PAGAC Ecstasy II Pte. Ltd.	1 ordinary share at SGD1	100
2.	PAGAC Ecstasy II Pte. Ltd.	50,000,000 Class A preference shares at USD 50,000,000	100
Total			100

Board of directors of PAGAC

The board of directors of PAGAC as on the date of this Information Memorandum are:

1. Gauravjit Singh; and
2. Sujey Subramanian.

Details of change in control

There has been no change in the control of PAGAC during the three years preceding the date of this Information Memorandum.

Change in control of our Company

Except as disclosed below, there has been no change in control of our Company in the five years immediately preceding the date of this Information Memorandum:

Edelweiss Financial Services Limited was the holding company of our Company up to March 26, 2021. From March 27, 2021, to March 31, 2022, Edelweiss Global Wealth Management Limited, was the holding company of our Company and PAGAC Ecstasy Pte Limited was the ultimate holding company. With effect from March 31, 2022 PAGAC Ecstasy Pte Limited became the holding company.

Edelweiss Financial Services Limited (“**EFSL**”) along with its subsidiaries was holding 43.74% of the equity share capital of Nuvama Wealth Management Limited (“**NWML**”). Till March 30, 2023, EFSL had significant influence over NWML. With effect from March 30, 2023, and pursuant to the amendment dated March 9, 2023, made to the amended and restated shareholders’ agreement dated March 18, 2021 between EFSL, Edelweiss Global Wealth Management Limited (“**EGWML**”), PAGAC Ecstasy Pte. Ltd (“**PAGAC**”) and NWML, EFSL has lost its significant influence.

Other ventures of our Promoter

Other than as disclosed in “*Promoter Group*” on page 146, our Promoter is not involved in any other ventures.

Interests of Promoter

Our Promoter is interested in our Company to the extent (i) that it has promoted our Company; (ii) its shareholding in our Company and Subsidiaries and shareholding of entities in which it is associated as promoter, director, member or trustee; (iii) the dividends payable thereon; and (iv) any other distributions in respect of its shareholding in our Company. For further details, see “*Capital Structure - Details of Shareholding of our Promoter and members of the Promoter Group in the Company – Build-up of the Promoters’ shareholding in our Company*” on pages 55. For further details of interest of our Promoter in our Company, see “*Related Party Transactions*” on page 154.

No sum has been paid or agreed to be paid to our Promoter or to any firm or company in which our Promoter is interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a director or Promoter or otherwise for services rendered by the Promoter, or by such firm or company, in connection with the promotion or formation of our Company.

Interest in property, land, construction of building and supply of machinery

Our Promoter does not have any interest in any property acquired by our Company in the three years preceding the date of this Information Memorandum or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

Payment or benefits to Promoter or Promoter Group

Except as disclosed herein and as stated in “*Related Party Transactions*” on page 154, there has been no payment or benefits by our Company to our Promoter or any of the members of the Promoter Group during the two years preceding the date of this Information Memorandum nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Information Memorandum.

Our Company may in the future enter into transactions with our Promoter in the ordinary course of business, in the nature of related party transactions.

Companies or firms with which our Promoter have disassociated in the last three years

Our Promoter have not disassociated themselves from any company or firm during the three years preceding the date of this Information Memorandum.

Material guarantees

As on the date of this Information Memorandum, our Promoter have not given any material guarantee to any third party with respect to the Equity Shares. For details of shares pledged by our Promoter, refer to “*Capital Structure – Details of Shareholding of our Promoter and members of the Promoter Group in the Company*” on page 55.

Promoter Group

In addition to our Promoter, the entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group, are as follows:

1. PAGAC Ecstasy II Pte. Ltd.;
2. PAG Asia III LP and
3. Asia Pragati Strategic Investment Fund.

GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term “group companies”, includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, for (i) above, all such companies (other than our Promoter and Subsidiaries) with which our Company had related party transactions as covered under the relevant accounting standard (i.e., Ind AS 24), as per the Restated Consolidated Financial Information, have been considered as Group Companies in terms of the SEBI ICDR Regulations.

In addition, for the purposes of (ii) above, a company (other than the companies covered under (i) above, Promoters and Subsidiary(ies)) shall be considered “material” and will be disclosed as a “Group Company” in the Offer Documents if:

- a. it is a member of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations (other than the Promoters); and
- b. the Company has entered into one or more transactions with such company during the last completed fiscal year or the most recent period (if applicable) of the Restated Consolidated Financial Information, which individually or cumulatively in value exceeds 5% of the total consolidated income of the Company for the last fiscal year as per the Restated Consolidated Financial Information.

Based on the above, our Group Companies are set forth below:

1. Edelweiss Financial Services Limited*;
2. Edelweiss Tokio Life Insurance Company Limited*;
3. ECL Finance Limited*;
4. Edelweiss Rural & Corporate Services Limited*;
5. ECap Equities Limited (formerly Edel Land Limited)*;
6. Allium Finance Private Limited*;
7. ECap Securities and Investments Limited (formerly ECap Equities Limited)*;
8. Edel Finance Company Limited*;
9. Edel Investments Limited*;
10. Edelcap Securities Limited*;
11. EdelGive Foundation*;
12. Edelweiss Alternative Asset Advisors Limited*;
13. Edelweiss Alternative Asset Advisors Pte. Limited*;
14. Edelweiss Asset Management Limited*;
15. Edelweiss Asset Reconstruction Company Limited*;
16. Comtrade Commodities Services Limited (formerly Edelweiss Comtrade Limited)*;
17. Gallagher Insurance Brokers Private Limited (formerly Edelweiss Gallagher Insurance Brokers Limited)*;
18. Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)*;
19. Edelweiss Global Wealth Management Limited*;
20. Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)*;
21. Edelweiss International (Singapore) Pte Limited*;
22. Edelweiss Investment Adviser Limited*;
23. Edelweiss Retail Finance Limited*;
24. Edelweiss Securities and Investments Private Limited*;
25. Edelweiss Trusteeship Company Limited*;
26. Lichen Metals Private Limited*;
27. PAG Investment Advisors Pte Limited; and
28. Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited).

** Edelweiss Financial Services Limited held 29.99% directly and 43.74% indirectly along with its subsidiaries. Thus, these were disclosed as related parties. Pursuant to the amendment in the shareholders agreement effective 30th March 2023, EFSL ceased to exercise significant influence over the Company. Accordingly, these companies are no longer related parties as per IND AS effective thereafter.*

In accordance with the SEBI ICDR Regulations, financial information in relation to our Group Companies for the previous three financial years, derived from their respective audited financial statements (as applicable) are available at the respective websites indicated below. Our Company is providing links to the websites of the Group Companies solely to comply with the requirements specified under the SEBI ICDR Regulations.

Details of our Group Companies

The details of our Group Companies are provided below:

A. Details of our top 5 Group Companies

1. Edelweiss Financial Services Limited

Registered office

The registered office of Edelweiss Financial Services Limited is situated at Edelweiss House, off. C.S.T Road, Kalina, Mumbai- 400098, Maharashtra, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the audited standalone financial statements of the company for the last three financial years are available on EFSL-Financial-Information.pdf (edelweissfin.com) for Fiscal 2023, 2022 and 2021, respectively.

2. Edelweiss Asset Reconstruction Company Limited

Registered office

The registered office of Edelweiss Asset Reconstruction Company Limited is situated at Edelweiss House, off. C.S.T Road, Kalina, Mumbai- 400098, Maharashtra, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the audited standalone financial statements of the company for the last three financial years are available on https://www.edelweissarc.in/assets/documents/Governance/Financial_information_6_5_2023_12_43_49_PM.pdf for Fiscal 2023, 2022 and 2021, respectively.

3. Ecap Equities Limited (formerly Edel Land Limited)

Registered office

The registered office of Ecap Equities Limited (formerly Edel Land Limited) is situated at Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kiro Road, Kurla (West), Mumbai- 400070, Maharashtra, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the audited standalone financial statements of the company for the last three financial years are available on EEL-Financial-Information.pdf (edelweissfin.com) for Fiscal 2023, 2022 and 2021, respectively.

4. Edelweiss Rural & Corporate Services Limited

Registered office

The registered office of Edelweiss Rural & Corporate Services Limited is situated at 2nd Floor, MB Towers, Plot no. 5, Road no. 2, Banjara Hills, Hyderabad-500034, Telangana, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the audited standalone financial statements of the company for the last three financial years are available on [ERCSL-Financial-Information.pdf \(edelweissfin.com\)](#) for Fiscal 2023, 2022 and 2021, respectively.

5. Edelweiss Tokio Life Insurance Company Limited

Registered office

The registered office of Edelweiss Tokio Life Insurance Company Limited is situated at 6th Floor, Tower 3, Wing 'B', Kohinoor City, Kiro Road, Kurla (West), Mumbai- 400070, Maharashtra, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the audited standalone financial statements of the company for the last three financial years are available on <https://www.edelweisstokio.in/public-disclosure> for Fiscal 2023, 2022 and 2021, respectively.

B. Details of our other Group Companies

1. Allium Finance Private Limited

Registered office

The registered office of Allium Finance Private Limited is situated at Tower 3, Wing B, Kohinoor City Mall, Kohinoor City Kiro Road, Kurla West, Mumbai - 400070, Maharashtra, India.

2. ECap Securities and Investments Limited (formerly ECap Equities Limited)

Registered office

The registered office of Ecap Securities and Investments Limited (formerly Ecap Equities Limited) is situated at 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad- 500034, Telangana, India.

3. Edel Finance Company Limited

Registered office

The registered office of Edel Finance Company Limited is situated at Edelweiss House, off C.S.T Road, Kalina, Mumbai- 400098, Maharashtra, India.

4. Edel Investments Limited

Registered office

The registered office of Edel Investments Limited is situated at 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad- 500034, Telangana, India.

5. Edelcap Securities Limited

Registered office

The registered office of Edelcap Securities Limited is situated at 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad- 500034, Telangana, India.

6. EdelGive Foundation

Registered office

The registered office of EdelGive Foundation is situated at Edelweiss House, off C.S.T Road, Kalina, Mumbai- 400098, Maharashtra, India.

7. Edelweiss Alternative Asset Advisors Limited

Registered office

The registered office of Edelweiss Alternative Asset Advisors Limited is situated at Edelweiss House, off C.S.T Road, Kalina, Mumbai- 400098, Maharashtra, India.

8. Edelweiss Alternative Asset Advisors Pte. Limited

Registered office

The registered office of Edelweiss Alternative Asset Advisors Pte. Limited is situated at 9 Raffles Place #27-00 Republic Plaza, Singapore- 048619

9. ECL Finance Limited

Registered office

The registered office of ECL Finance Limited is situated at 5th Floor, Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kiroli Road, Kurla (W), Mumbai- 400070, Maharashtra, India.

10. Edelweiss Asset Management Limited

Registered office

The registered office of Edelweiss Asset Management Limited is situated at Edelweiss House, off C.S.T Road, Kalina – 400098, Mumbai, Maharashtra, India.

11. Comtrade Commodities Services Limited (formerly Edelweiss Comtrade Limited)

Registered office

The registered office of Comtrade commodities services limited (formerly Edelweiss Comtrade Limited) is situated at 2nd Floor, Office No. 201-203, Zodiac Plaza, Xavier College Road, Off C G Road Ahmedabad GJ 380 009

12. Gallagher Insurance Brokers Private Limited (formerly Edelweiss Gallagher Insurance Brokers Limited)

Registered office

The registered office of Gallagher Insurance Brokers Private Limited (formerly Edelweiss Gallagher Insurance Brokers Limited) is situated at Unit No. 1801, 18th Floor, ONE BKC, C Wing, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India.

13. Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)

Registered office

The registered office of Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited) is situated at 2nd Floor, Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kiroli Road, Kurla (West), Mumbai- 400070, Maharashtra, India.

14. Edelweiss Global Wealth Management Limited

Registered office

The registered office of Edelweiss Global Wealth Management Limited is situated at Edelweiss House, off CST Road, Kalina, Mumbai – 400098, Maharashtra, India.

15. Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)

Registered office

The registered office of Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited) is situated at Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kirod Road, Kurla (west), Mumbai – 400070.

16. Edelweiss International (Singapore) Pte Limited

Registered office

The registered office of Edelweiss International (Singapore) Pte Limited is situated at 9 Raffles Place, #27-00 Republic Plaza, Singapore 048619.

17. Edelweiss Investment Adviser Limited

Registered office

The registered office of Edelweiss Investment Adviser Limited is situated at 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad – 500034, Telangana, India.

18. Edelweiss Retail Finance Limited

Registered office

The registered office of Edelweiss Retail Finance Limited is situated at Tower 3, Wing B, Kohinoor City Mall, Kohinoor City Kirod Road, Kurla (W) Mumbai – 400070, Maharashtra, India.

19. Edelweiss Securities and Investments Private Limited

Registered office

The registered office of Edelweiss Securities and Investments Private Limited is situated at Edelweiss House, off C.S.T. Road, Kalina, Mumbai – 400098, Maharashtra, India.

20. Edelweiss Trusteeship Company Limited

Registered office

The registered office of Edelweiss Trusteeship Company Limited is situated at Edelweiss House, off C.S.T Road, Kalina, Mumbai 400098, Maharashtra, India.

21. Lichen Metals Private Limited

Registered office

The registered office of Lichen Metals Private Limited is situated at G-53, Shop, Haware Fantasia Plot 47, Sector 30A, Vashi Navi Mumbai - 400703, Thane Maharashtra, India.

22. PAG Investment Advisors Pte Limited.

Registered office

The registered office of PAG Investment Advisors Pte Limited is situated at 9 Temasek Boulevard, #12-01/02 Suntec Tower 2, Singapore 038989.

23. Nuvama Custodial Services Limited***Registered office***

The registered office of Nuvama Custodial Services Limited is situated 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

Nature and extent of interest of Group Companies***In the promotion of our Company***

Our Group Companies do not have any interest in the promotion of our Company, except as disclosed below :

Edelweiss Global Wealth Management Limited and Edelweiss Financial Services Limited, our Group Companies, were our holding companies prior to the Scheme of Arrangement and were accordingly interested in the promotion of our Company.

Properties acquired by our Company in the past three years before filing this Information Memorandum or proposed to be acquired by our Company

Except as mentioned in the related party transactions, our Group Companies are not interested in the properties acquired by our Company in the three years preceding the filing of this Information Memorandum or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

Except as mentioned in the related party transactions, our Group Companies are not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc with respect to our Company.

Common pursuits among the Group Companies and our Company

Certain of our Group Companies are in the same line of business as that of our Company and accordingly, there are certain common pursuits amongst our Group Companies and our Company. Our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise.

Related business transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed in “*Related Party Transactions*” on page 154, there are no related business transactions with the Group Companies which are significant to the financial performance of our Company.

Litigation

As on the date of this Information Memorandum, there is no pending litigation involving our Group Companies which may have a material impact on our Company.

Business interest of Group Companies

Except in the ordinary course of business and as stated in “*Related Party Transactions*” on page 154, our Group Companies do not have any business interest in our Company.

RELATED PARTY TRANSACTIONS

For details of related party transactions of our Company for the years ended March 31, 2023, 2022 and 2021 as per Ind AS 24 read with SEBI ICDR Regulations, see “*Financial Statements*” on page 156.

DIVIDEND POLICY

As on the date of this Information Memorandum, our Company has a formal dividend policy approved by our Board of Directors at their meeting held on June 16, 2023. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, and as per the applicable law, including the Companies Act, 2013 and will depend on a number of internal factors, including but not limited to present and expected financial performance of our Company, accumulated free reserves and retained earnings, fund requirements to support future growth and business requirements, compliance with regulatory requirements, contractual obligations entered into by the Company with its lenders, and the past dividend trends etc. as well as external factors including macro-economic conditions and market outlook, government regulations/policies, statutory taxes/levies, applicability of income tax on dividend etc. and other factors and / or material events which may have, direct or indirect, bearing on operations, revenue, profitability and available resources for distribution of dividends. Under certain circumstances the Company may not distribute a dividend or may distribute a reduced quantum of dividend including, business and growth requirements, adverse market conditions and business uncertainty, absence or inadequacy of profits during the financial year, inadequacy of cash balance, imposition of any regulatory restriction placed on declaration/recommendation of dividend etc. The Board may also declare interim dividend.

Except as disclosed below, our Company has not declared any dividend during the last three Fiscals on the Equity Shares:

Further, our Company has not declared any dividend from April 1, 2023, till the date of this Information Memorandum.

Details of dividend declared by Company to its equity shareholders

Particulars	April 1, 2023, to the date of filing of this Information Memorandum	Fiscal 2023	Fiscal 2022	Fiscal 2021
Face value per share (in ₹)	10	10	10	10
Rate of dividend (%)	-	-	-	320%
Dividend per Equity Share (in ₹)	-	-	-	32
Dividend paid (₹ in millions)	-	-	-	924.13
Dividend tax (₹ in millions)	-	-	-	-

Note: Dividend per Equity Share is calculated as dividend paid divided by total number of Equity Shares outstanding on the dividend payment dates

Details of dividend declared by Company to its Compulsorily Convertible Preference Shares (CCPS) holders

Particulars	April 1, 2023, to the date of filing of this Information Memorandum	Fiscal 2023	Fiscal 2022*	Fiscal 2021
Face value per share (in ₹)	-	-	-	1,000
Rate of dividend (%)	-	-	-	27.28%
Dividend per CCPS (in ₹)	-	-	-	272.84
Dividend paid (₹ in millions)	-	-	-	803.26
Dividend tax (₹ in millions)	-	-	-	-

Note: Dividend per CCPS is calculated as dividend paid divided by total number of CCPS outstanding on the dividend payment dates

**The data in above table reflects dividend on payment basis.*

SECTION VI - FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Details
The Restated Consolidated Financial Information for the last 3 (three) financial year ended March 31, 2023, March 31, 2022, year ended March 31, 2021

Independent Auditors' Examination Report on the restated consolidated statements of assets and liabilities as at March 31, 2023, 2022 and 2021, restated consolidated statement of profits and losses (including other comprehensive income), restated consolidated statement of cash flows and consolidated changes in equity for each of the years ended March 31, 2023, 2022 and 2021, consolidated statement of significant accounting policies and other explanatory information of Nuvama Wealth Management Limited (formerly Edelweiss Securities Limited) (collectively, the "Restated Consolidated Financial Information").

To
The Board of Directors
Nuvama Wealth Management Limited (formerly Edelweiss Securities Limited)
Building No. 3, Inspire BKC,
G Block, Bandra Kurla Complex,
Bandra East, Mumbai 400051, India

Dear Sirs:

1. We have examined the attached Restated Consolidated Financial Information of **Nuvama Wealth Management Limited (formerly Edelweiss Securities Limited)** (the "Company") and its subsidiaries and associate (the Company together with its subsidiaries and associate hereinafter referred to as "the Group") annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Information Memorandum ("IM") in connection with proposed listing of its equity shares("Proposed Listing"). The Company with its advisors having evaluated the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") have requested the statutory auditors vide its letter dated May 25, 2023 to examine these Restated Consolidated Financial Information. The Restated Consolidated Financial Information, which have been approved by the Board of Directors of the Company at their meeting held on June 16, 2023, have been prepared in accordance with the requirements of:
 - a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - b) The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

Management's Responsibility for the Restated Consolidated Financial Information

2. The preparation of the Restated Consolidated Financial Information, which are to be included in the IM is the responsibility of the Management of the Company. The Restated Consolidated Financial Information have been prepared by the Management of the Company on the basis of preparation, as stated in note 2 to the Restated Consolidated Financial Information. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Group complies with ICDR Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Restated Consolidated Financial Information taking into consideration:
 - a) the terms of reference and terms of our engagement agreed with you vide our engagement letter dated May 25, 2023, requesting us to carry out the assignment, in connection with the proposed listing of the Company;
 - b) the Guidance Note. The Guidance Note also requires that we comply with ethical requirements of the Code of Ethics Issued by ICAI.

- c) concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Consolidated Financial Information; and
- d) The requirements of the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations in connection with the proposed listing.

Restated Consolidated Financial Information

4. These Restated Consolidated Financial Information have been compiled by the management of the Company from:
- a) Audited consolidated financial statements of the Group as at and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 which were prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on May 25, 2023, May 23, 2022 and May 26, 2021, respectively.
 - b) Financial statements and other financial information in relation to the Company's subsidiaries and associate, as listed below, audited by Other Auditors and included in the consolidated financial statements of the Group as at and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021:

Name of the Entity	Relationship	Name of Audit Firm	Period audited by Other Auditors
Nuvama Wealth & Investment Limited (formerly known as Edelweiss Broking Limited)	Subsidiary	NGS & Co. LLP	March 31, 2021
Nuvama Financial Services Inc. (formerly known as Edelweiss Financial Services Inc.)	Subsidiary	NGS & Co. LLP	March 31, 2023, March 31, 2022 and March 31, 2021
Nuvama Financial Services (UK) Limited (formerly known as Edelweiss Financial Services (UK) Limited)	Subsidiary	NGS & Co. LLP	March 31, 2023, March 31, 2022 and March 31, 2021
Nuvama Investment Advisors (Hongkong) Private Limited (formerly known as Edelweiss Securities (Hong Kong) Private Limited)	Subsidiary	NGS & Co. LLP	March 31, 2023, March 31, 2022 and March 31, 2021
Nuvama Capital Services (IFSC) Limited (formerly known as Edelweiss Securities (IFSC) Limited)	Subsidiary	NGS & Co. LLP	March 31, 2023, March 31, 2022 and March 31, 2021
Nuvama Investment Advisors Private Limited (formerly known as Edelweiss Investment Advisors Private Limited)	Subsidiary	NGS & Co. LLP	March 31, 2023, March 31, 2022 and March 31, 2021

Name of the Entity	Relationship	Name of Audit Firm	Period audited by Other Auditors
Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited)	Subsidiary	Chokshi & Chokshi LLP	March 31, 2023, March 31, 2022 and March 31, 2021
Pickright Technologies Private Limited	Subsidiary	Mohammad Ibrahim & Co.	March 13, 2023 to March 31, 2023
Nuvama Custodial Services Limited (formerly known as Edelweiss Capital Services Limited)	Associate	NGS & Co. LLP	March 31, 2023, March 31, 2022 and March 31, 2021

Auditors Report

5. For the purpose of our examination, we have relied on:

- a) Auditors' reports issued by us, dated May 25, 2023, May 23, 2022 and May 26, 2021 on the consolidated financial statements of the Group as at and for each the years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively as referred in Paragraph 4 (a) above.
- b) As indicated in Paragraph 4 (b) above, we did not audit the financial statements of subsidiaries and associate as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 whose financial statements reflect total assets, total revenues and net cash inflows / (outflows) and share of profit/loss in associate as tabulated below and included in the Restated Consolidated Financial Information:

(Rs. In million)

As at and for the year ended	Total assets of subsidiaries	Total revenue of subsidiaries	Net cash inflow/ (outflow) of subsidiaries	Share of profit / loss in associate/ joint venture
March 31, 2023	40,603.05	5,119.96	103.94	9.53
March 31, 2022	34,319.34	4,326.73	736.21	10.03
March 31, 2021	18,277.28	6,372.70	(579.55)	(0.93)

These financial statements have been audited by other firms of Chartered Accountants as listed in Para 4(b) above, whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in the financial statements referred to in Para 4(a) and 4 (b) above are based solely on the report of other auditors.

6. The audit reports on consolidated financial statements of the Group as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 referred to in paragraph 5(a) and 5 (b) above included:

Emphasis of Matter

- **For the year ended March 31, 2022**

"We draw attention to Note 64 to the consolidated financial statements, which describes the uncertainty caused by the continuing COVID- 19 pandemic and the related probable events which could impact the Group's carrying value of its assets, estimates of impairment of loans to customers and operations of the Group. Our opinion is not modified in respect of this matter."

- **For the year ended March 31, 2021**

"We draw attention to Note 63 to the consolidated financial statements, which describes the uncertainty caused by the continuing COVID- 19 pandemic and the related probable events

which could impact the Group's carrying value of its assets, estimates of impairment of loans to customers and operations of the Group. Our opinion is not modified in respect of this matter."

7. In respect of examination performed by Other Auditors:

a) The audits of the Company's subsidiaries and associate for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 was conducted by Other Auditors and accordingly reliance has been placed on the restated consolidated statement of assets and liabilities and the restated consolidated financial information of profit and loss (including other comprehensive income), restated consolidated financial information of changes in equity and cash flow statements, the statement of significant accounting policies, and other explanatory information (the "2023 Restated Statements", the "2022 Restated Statements" and the "2021 Restated Statements") examined by them for the said periods. The examination report included for the said periods is based solely on the examination report submitted by the Other Auditor. The Other Auditors have also confirmed that the 2023 Restated Statements, the 2022 Restated Statements and the 2021 Restated Statements:

- (i) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed for the year ended March 31, 2023.
- (ii) does not contain any qualifications requiring adjustments; or have been made after giving effect to the matters giving rise to modifications given in paragraph 6 above; and
- (iii) have been prepared in accordance with ICDR Regulations and the Guidance Note.

8. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination reports submitted by Other Auditor as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 in respect of the Company's subsidiaries and associate, we report that Restated Consolidated Financial Information of the Group:

- i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2023;
- ii. there are no qualifications in the auditors' reports on the consolidated audited financial statements of the Company as at March 31, 2023, March 31, 2022 and March 31, 2021 which require any adjustments to the Restated Consolidated Financial Information.
- iii. Other unfavorable or adverse remarks included in the Annexures to the auditors' reports issued under the Companies (Auditor's Report) Order, 2020, on the consolidated financial statements for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, which do not require any corrective adjustment in the Restated Statements, are as follows:

- **Annexure to auditors' report for the year ended March 31, 2023**

"3(xxi) There are no unfavorable or adverse remarks by the respective auditors in their report on Companies (Auditors Report) Order, 2020 ("CARO") of the companies included in the consolidated financial statements except for following where the respective auditor have reported unfavorable or adverse remarks in their audit report to the principal auditor.

Clause no. of CARO	Name	CIN	Subsidiary / Associate
3 (xvii)	Nuvama Capital Services (IFSC) Limited (Formerly known as Edelweiss Securities (IFSC) Limited)	U65999GJ2016PLC094838	Subsidiary
3 (xvii)	Nuvama Asset Management Limited (formerly ESL Securities Limited)	U67190MH2019PLC343440	Subsidiary
3 (xvii)	Pickright Technologies Private Limited	U72200KA2019PTC126326	Subsidiary
3 (iii) (c)	Nuvama Wealth & Investment Limited (formerly known as Edelweiss Broking Limited)	U65100GJ2008PLC077462	Subsidiary

• **Annexure to auditors' report for the year ended March 31, 2022**

"3(xxi) There are no unfavorable or adverse remarks by the respective auditors in their report on Companies (Auditors Report) Order, 2020 of the companies included in the consolidated financial statements except for following where the respective auditor have reported unfavorable or adverse remarks in their audit report to the principal auditor.

Clause no. of CARO	Name	CIN	Subsidiary / Associate
3 (xvii)	Nuvama Asset Management Limited (formerly ESL Securities Limited)	U67190MH2019PLC343440	Subsidiary
3 (xix)	Nuvama Asset Management Limited (formerly ESL Securities Limited)	U67190MH2019PLC343440	Subsidiary
3 (xvii)	Nuvama Capital Services (IFSC) Limited (Formerly known as Edelweiss Securities (IFSC) Limited)	U65999GJ2016PLC094838	Subsidiary
3 (xvii)	Nuvama Custodial Services Limited (formerly known as Edelweiss Capital Services Limited)	U67190MH2021PLC355152	Associate
3 (iii) (c)	Nuvama Wealth & Investment Limited (formerly known as Edelweiss Broking Limited)	U65100GJ2008PLC077462	Subsidiary

9. We have not audited any financial statements of the Group as of any date or for any period subsequent to March 31, 2023. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as of any date or for any period subsequent to March 31, 2023.

10. 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.

11. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the audited financial statements mentioned in paragraph 4(a) above.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Board of Directors for inclusion in the IM to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited and Registrar of Companies Maharashtra in connection with the proposed listing. Our report should not be used, referred to, or distributed for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

For **S.R. Batliboi & CO. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Shrawan Jalan**

Partner

Membership Number: 102102

UDIN: 23102102BGXJFL9178

Place of Signature: Mumbai

Date: June 16, 2023

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure I : Restated Consolidated Statement of Assets and Liabilities

(Currency: Indian rupees in million)

	Note	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Assets				
Financial assets				
(a) Cash and cash equivalents	9	7,881.95	10,004.98	3,353.45
(b) Bank balances other than cash and cash equivalents	10	45,396.52	36,489.38	42,182.78
(c) Derivative financial instruments	11	6,127.00	2,126.47	625.19
(d) Securities held for trading	12	13,099.57	8,895.81	2,074.37
(e) Trade receivables	13	8,900.34	8,924.38	2,720.30
(f) Loans	14	35,533.36	29,530.64	14,832.58
(g) Investments	15	1,696.66	701.97	246.61
(h) Other financial assets	16	3,651.32	4,303.90	4,130.64
		122,286.72	100,977.53	70,165.92
Non-financial assets				
(a) Current tax assets (net)	17	570.78	740.34	437.74
(b) Deferred tax assets (net)	18	5.49	8.65	524.18
(c) Investment property	19	147.34	155.10	-
(d) Property, plant and equipment	20	2,290.25	1,631.63	1,260.45
(e) Capital work in progress	21	-	-	0.46
(f) Intangible assets under development	22	250.93	177.59	223.47
(g) Goodwill	55	99.64	-	-
(h) Other intangible assets	20	302.46	400.90	359.79
(i) Other non- financial assets	23	1,203.21	868.34	778.52
		4,870.10	3,982.55	3,584.61
Assets classified as held for sale / distribution				
	60	-	1,022.44	761.24
Total assets		127,156.82	105,982.52	74,511.77
Liabilities				
Financial liabilities				
(a) Derivative financial instruments	11	1,090.01	653.34	104.42
(b) Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises	24	80.73	51.00	17.25
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	24	17,485.18	16,327.63	11,685.45
(c) Debt securities	25	46,552.01	32,027.43	10,265.47
(d) Borrowings (other than debt securities)	26	7,427.74	3,308.68	3,850.69
(e) Subordinated liabilities	27	151.75	153.40	160.00
(f) Other financial liabilities	28	30,548.24	32,288.68	30,610.99
		103,335.66	84,810.16	56,694.27
Non-financial liabilities				
(a) Current tax liabilities (net)	29	200.85	91.70	214.03
(b) Provisions	30	120.76	148.98	123.58
(c) Other non-financial liabilities	31	911.56	780.76	725.12
		1,233.17	1,021.44	1,062.73
Liabilities included in disposal group held for sale / distribution				
	60	-	1,022.44	659.93
Total Liabilities		104,568.83	86,854.04	58,416.93
Equity				
(a) Equity share capital	32	350.56	171.71	171.71
(b) Instruments entirely equity in nature	33	-	22,439.88	22,439.88
(c) Other equity	34	22,191.85	(3,483.11)	(6,516.75)
Equity attributable to owners of the company		22,542.41	19,128.48	16,094.84
Non-controlling interests		45.58	-	-
Total Equity		22,587.99	19,128.48	16,094.84
Total Liabilities and Equity		127,156.82	105,982.52	74,511.77

The accompanying notes are an integral part of the restated consolidated financial information

As per our report of even date attached.

For S. R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

1 to 74

For and on behalf of the Board of Directors
per Shrawan Jalan

Partner

Membership No: 102102

Ashish Kehair

Managing Director & CEO

DIN: 07789972

Shiv Sehgal

Executive Director

DIN : 07112524

Aswin Vikram

Non-Executive Director

DIN : 08895013

Pooja Doshi

Company Secretary

Mumbai, June 16, 2023

Mihir Nanavati

Chief Financial officer

Mumbai, June 16, 2023

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure II: Restated Consolidated Statement of Profit and Loss

(Currency: Indian rupees in million)

	Note	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Continuing operations				
Revenue from operations				
Interest income	35	6,606.69	5,120.12	3,901.87
Fee and commission income	36	13,229.53	10,551.97	7,882.83
Dividend income	37	8.26	10.50	0.51
Net gain on fair value changes	38	2,302.70	2,049.25	942.53
Total revenue from operations		22,147.18	17,731.84	12,727.74
Other income	39	156.75	101.24	971.54
Total Income		22,303.93	17,833.08	13,699.28
Expenses				
Finance costs	40	3,964.07	2,779.08	2,463.31
Employee benefits expense	41	7,287.02	6,004.02	5,016.28
Impairment on financial instruments	42	82.44	57.95	98.39
Goodwill written off		-	-	433.52
Depreciation, amortisation and impairment	19 & 20	885.82	713.24	501.11
Other expenses	43	6,033.17	5,254.05	3,750.89
Total expenses		18,252.52	14,808.34	12,263.50
Profit before share of profit of associates, exceptional items and tax		4,051.41	3,024.74	1,435.78
Share of profit of associates	15.A	9.53	10.03	(0.93)
Profit before exceptional items and tax		4,060.94	3,034.77	1,434.85
Exceptional items - Provision for investment in associate	66	-	5,779.22	(5,779.22)
Exceptional items - Provision for investment in subsidiary	66	-	537.10	(587.55)
Profit / (Loss) before tax from continuing operations		4,060.94	9,351.09	(4,931.92)
Tax expenses				
Current tax	44	1,006.82	263.86	524.88
Deferred tax	44	3.43	515.90	57.16
Profit / (Loss) from continuing operations		3,050.69	8,571.33	(5,513.96)
Discontinuing operations				
Profit from discontinuing operations before tax	60	-	3.48	791.95
Tax expense of discontinuing operations		-	(0.88)	(27.82)
Profit from discontinuing operations		-	2.60	764.13
Profit / (Loss) for the year		3,050.69	8,573.93	(4,749.83)
Other comprehensive income				
(a) Items that will not be reclassified to profit or loss				
Remeasurement loss on defined benefit plans		(17.38)	(20.38)	30.90
Tax (charge) / benefit		1.96	1.46	45.08
Share in other comprehensive income of associates		(0.30)	(0.15)	-
Total		(15.72)	(19.07)	75.98
(b) Items that will be reclassified to profit or loss				
Exchange differences in translating the financial statements of foreign operations		46.85	16.67	(5.18)
Total		46.85	16.67	(5.18)
Other comprehensive income		31.13	(2.40)	70.80
Total comprehensive income/(Loss)		3,081.82	8,571.53	(4,679.03)

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure II: Restated Consolidated Statement of Profit and Loss

(Currency: Indian rupees in million)

	Note	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit/loss for the year attributable to:				
Owners of the Company		3,050.91	8,573.93	(4,749.83)
Non-controlling interest		(0.22)	-	-
Other comprehensive income for the year attributable to:				
Owners of the Company		31.13	(2.40)	70.80
Non-controlling interest		(0.00)	-	-
Total comprehensive income for the year attributable to:				
Owners of the Company		3,082.04	8,571.53	(4,679.03)
Non-controlling interest		(0.22)	-	-
Earnings per equity share (Face value of ₹ 10 each) for profits from continuing operations:	45			
Basic (INR) (Without considering CCDs)		92.07	499.18	(195.71)
Basic (INR) (With CCDs)		92.07	244.60	(193.65)
Diluted (INR) (Without considering CCDs)		92.07	244.60	(195.71)
Diluted (INR) (With CCDs)		92.07	244.60	(193.65)
Earnings per equity share (Face value of ₹ 10 each) for profits from discontinuing operations:	45			
Basic (INR) (Without considering CCDs)		-	0.15	27.12
Basic (INR) (With CCDs)		-	0.07	26.84
Diluted (INR) (Without considering CCDs)		-	0.07	27.12
Diluted (INR) (With CCDs)		-	0.07	26.84
Earnings per equity share (Face value of ₹ 10 each) for profits from continuing operations and discontinuing operations:	45			
Basic (INR) (Without considering CCDs)		92.07	499.33	(168.59)
Basic (INR) (With CCDs)		92.07	244.67	(166.81)
Diluted (INR) (Without considering CCDs)		92.07	244.67	(168.59)
Diluted (INR) (With CCDs)		92.07	244.67	(166.81)

The accompanying notes are an integral part of the restated consolidated financial information
As per our report of even date attached.

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For S. R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors

per Shrawan Jalan

Partner

Membership No: 102102

Ashish Kehair

Managing Director & CEO

DIN: 07789972

Shiv Sehgal

Executive Director

DIN : 07112524

Aswin Vikram

Non-Executive Director

DIN : 08895013

Pooja Doshi

Company Secretary

Mumbai, June 16, 2023

Mihir Nanavati

Chief Financial officer

Mumbai, June 16, 2023

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure III : Restated Consolidated Statement of Changes in Equity

(Currency: Indian rupees in million)

A. Equity share capital

	No of shares	Amount
Balance at the April 1, 2020	26,213,876	262.14
Shares issued during the year	8,512,947	85.13
Balance at the March 31, 2021	34,726,823	347.27
Shares issued during the year	-	-
Balance at the March 31, 2022	34,726,823	347.27
Shares issued pursuant to composite scheme of arrangement (refer note 58.2)	100	0.00
Cancellation of shares pursuant to composite scheme of arrangement (refer note 58.2)	(17,555,986)	(175.56)
Conversion of CCDs (refer note 33)	17,871,263	178.71
Equity shares issued for ESOPs exercised by employees	14,055	0.14
Balance at the March 31, 2023	35,056,255	350.56

2. Share suspense account

	No of shares	Amount
Balance at the April 1, 2020	-	-
Equity shares held by Edelweiss Global Wealth Management Limited to be cancelled (Refer note 58.2)	17,555,986	175.56
Balance at the March 31, 2021	17,555,986	175.56
Equity shares to be issued pursuant to the composite scheme of arrangement (Refer note 58.2)	100	-
Balance at the March 31, 2022	17,556,086	175.56
Shares issued pursuant to composite scheme of arrangement (refer note 58.2)	(100)	-
Cancellation of shares pursuant to composite scheme of arrangement (refer note 58.2)	(17,555,986)	(175.56)
Balance at the March 31, 2023	-	-

B. Instruments entirely equity in nature - Compulsorily Convertible Debentures ('CCDs')

	No of CCDs	Amount
Balance at the April 1, 2020	-	-
CCDs issued during the year	395,875	395.88
Addition due to composite scheme of arrangement (Refer note 58.2)	22,044,000	22,044.00
Balance at the March 31, 2021	22,439,875	22,439.88
CCDs issued during the year	-	-
Balance at the March 31, 2022	22,439,875	22,439.88
Extinguishment of CCDs pursuant to the Composite scheme of arrangement (refer note 33)	(22,044,000)	(22,044.00)
Issue of CCDs pursuant to the Composite scheme of arrangement (refer note 33)	22,044,000	22,044.00
Conversion of CCDs into equity shares (refer note 33)	(22,439,875)	(22,439.88)
Balance at the March 31, 2023	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure III : Restated Consolidated Statement of Changes in Equity

(Currency: Indian rupees in million)

B. Other Equity

	Share application money pending allotment	Reserves and surplus									Other comprehensive income		Total attributable to equity holders	Non-controlling interest
		Retained earnings	Securities premium reserve	Capital reserve	Deemed capital contribution	General Reserve	Capital redemption reserve	Statutory Reserve	Debenture redemption reserve	ESOP Reserve	Foreign exchange translation reserves	Revaluation Surplus		
Balance as at April 1, 2020	-	9,150.94	807.61	11.20	148.01	109.41	2.70	-	-	-	16.93	316.16	10,562.96	-
Loss for the year	-	(4,749.83)	-	-	-	-	-	-	-	-	-	-	(4,749.83)	-
Other comprehensive income	-	28.47	-	-	-	-	-	-	-	-	(5.18)	47.51	70.80	-
Total comprehensive income	-	(4,721.36)	-	-	-	-	-	-	-	-	(5.18)	47.51	(4,679.03)	-
Securities premium on shares issued during the year	-	-	9,915.98	-	-	-	-	-	-	-	-	-	9,915.98	-
Transferred to statutory reserve	-	(28.70)	-	-	-	-	-	28.70	-	-	-	-	-	-
Movement on account of loss of subsidiary	-	4.06	-	-	-	-	-	-	-	-	(1.99)	-	2.07	-
Acquisition of Non-controlling interest	-	-	-	6.36	-	-	-	-	-	-	-	-	6.36	-
Transferred to capital redemption reserve	-	(109.73)	-	-	-	-	109.73	-	-	-	-	-	-	-
Transfer from revaluation reserve	-	20.55	-	-	-	-	-	-	-	-	-	(20.55)	-	-
Interim dividend	-	(924.13)	-	-	-	-	-	-	-	-	-	-	(924.13)	-
Reduction due to composite scheme of arrangement (Refer note 58.2)	-	(15,600.39)	(5,800.57)	-	-	-	-	-	-	-	-	-	(21,400.96)	-
Balance as at March 31, 2021	-	(12,208.76)	4,923.02	17.56	148.01	109.41	112.43	28.70	-	-	9.76	343.12	(6,516.75)	-
Profit for the year	-	8,573.93	-	-	-	-	-	-	-	-	-	-	8,573.93	-
Other comprehensive income	-	(19.07)	-	-	-	-	-	-	-	-	16.67	-	(2.40)	-
Total comprehensive income	-	8,554.86	-	-	-	-	-	-	-	-	16.67	-	8,571.53	-
Transfer from revaluation reserve	-	19.00	-	-	-	-	-	-	-	-	-	(19.00)	-	-
Adjustment of share based payments on lapse /cancellation	-	172.63	-	-	-	-	-	-	-	-	-	-	172.63	-
Transfer to capital redemption reserve	-	(4.01)	-	-	-	-	4.01	-	-	-	-	-	-	-
Transfer to statutory reserve	-	(89.64)	-	-	-	-	-	89.64	-	-	-	-	-	-
Transfer to debenture redemption reserve	-	(207.83)	-	-	-	-	-	-	207.83	-	-	-	-	-
Share based payments (refer note 41B)	-	-	-	-	-	-	-	-	-	105.79	-	-	105.79	-
Addition due to composite scheme of arrangement (Refer note 58.2)	-	-	-	500.00	-	-	-	-	-	-	-	-	500.00	-
Reduction due to composite scheme of arrangement (Refer note 58.1)	-	(6,316.31)	-	-	-	-	-	-	-	-	-	-	(6,316.31)	-
Balance as at March 31, 2022	-	(10,080.06)	4,923.02	517.56	148.01	109.41	116.44	118.34	207.83	105.79	26.43	324.12	(3,483.11)	-
Profit for the year	-	3,050.91	-	-	-	-	-	-	-	-	-	-	3,050.91	(0.22)
Other comprehensive income	-	(15.72)	-	-	-	-	-	-	-	-	46.85	-	31.13	(0.00)
Total comprehensive income	-	3,035.19	-	-	-	-	-	-	-	-	46.85	-	3,082.04	(0.22)
Securities premium on shares issued	-	-	18.10	-	-	-	-	-	-	-	-	-	18.10	-
Conversion of CCDs	-	-	22,261.17	-	-	-	-	-	-	-	-	-	22,261.17	-
Transfer to securities premium on account of exercise of ESOPs	-	-	4.27	-	-	-	-	-	-	(4.27)	-	-	-	-
Transfer to Statutory reserve	-	(143.52)	-	-	-	-	-	143.52	-	-	-	-	-	-
Transfer from revaluation reserve	-	18.83	-	-	-	-	-	-	-	-	-	(18.83)	-	-
Reversal of ESOP cost	-	79.51	-	-	-	-	-	-	-	-	-	-	79.51	-
Transfer from deemed capital contribution	-	1.37	-	-	(1.37)	-	-	-	-	-	-	-	-	-
Transfer to capital redemption reserve	-	(1.00)	-	-	-	-	1.00	-	-	-	-	-	-	-
Share application money received	1.02	-	-	-	-	-	-	-	-	-	-	-	1.02	-
Share based payments (refer note 41B)	-	-	-	-	-	-	-	-	-	233.12	-	-	233.12	-
	1.02	(7,089.68)	27,206.56	517.56	146.64	109.41	117.44	261.86	207.83	334.64	73.28	305.29	22,191.85	(0.22)

As per our report of even date attached.

For S. R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors

Ashish Kehair
Managing Director & CEO
DIN: 07789972

Shiv Sehgal
Executive Director
DIN : 07112524

Aswin Vikram
Non-Executive Director
DIN : 08895013

per Shrawan Jalan
Partner
Membership No: 102102

Pooja Doshi
Company Secretary
Mumbai, June 16, 2023

Mihir Nanavati
Chief Financial officer

Mumbai, June 16, 2023

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure IV: Restated Consolidated Statement of Cash flows

(Currency: Indian rupees in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021 (Refer note 58)
A. Operating activities			
Profit / (Loss) before tax from			
Continuing operations	4,060.94	9,351.09	(4,931.92)
Discontinued operations	-	3.48	791.95
Profit / (Loss) before tax including Discontinued operations	4,060.94	9,354.57	(4,139.97)
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation, amortisation and impairment expenses	885.82	713.24	501.11
Impairment on financial instruments	82.44	57.95	98.39
Goodwill written off	-	-	433.52
Provision for compensated absences	18.20	12.86	0.10
Provision for gratuity	57.49	56.59	53.47
Share of profit of associates	(9.53)	(10.03)	(454.00)
Profit on sale of property, plant and equipment	(3.67)	(0.06)	(0.32)
Profit on termination of leases	(40.17)	(18.91)	(47.79)
Gain on sale of investments	-	-	(878.30)
Interest income on investments	(39.87)	(5.77)	(4.53)
Loss on sale of investments	-	-	142.15
Fair value of financial instruments (net)	(285.72)	(239.86)	-
Impairment of investments (Refer note 66)	-	(6,316.31)	6,316.31
Interest expenses on lease liabilities	121.42	99.87	63.60
Share based payment expenses	233.12	105.79	-
Operating cash flow before working capital changes	5,080.47	3,809.93	2,083.74
Adjustment for:			
(Increase) / decrease in trade receivables	(49.82)	(6,223.00)	1,596.08
Increase in loans	(6,011.30)	(14,728.97)	(7,475.48)
(Increase) / decrease in securities held for trading	(3,960.35)	(6,613.68)	27.89
Decrease/ (increase) in bank balances other than cash and cash equivalent	(7,884.17)	3,209.38	(17,621.48)
(Increase) / decrease in other financial assets	(2,791.36)	(1,091.06)	2,892.82
Increase in other non- financial assets	(349.34)	(62.88)	(270.87)
Increase in trade payables	1,185.40	5,986.25	2,044.29
Increase in other financial liabilities	(3,164.09)	2,185.81	5,832.99
(Decrease) / increase in non financial liabilities and provisions	23.92	(34.25)	230.85
	(17,920.64)	(13,562.47)	(10,659.17)
Income taxes paid	(728.48)	(690.03)	(417.62)
Net cash used in operating activities -A	(18,649.12)	(14,252.50)	(11,076.79)
B. Investing activities			
Purchase of property, plant and equipment, investment property and intangible assets (including Intangible assets under development and Capital work in progress)	(788.82)	(513.37)	(234.62)
Sale of property, plant and equipment and intangible assets	17.41	17.62	42.13
Consideration received on Slump sale of custody business	-	101.16	-
Purchase of infinity business	-	(15.00)	-
Acquisition of subsidiary, net of cash acquired (Refer note 55)	(57.18)	-	(3,681.65)
Purchase of Equity shares of Associate	-	(14.70)	(254.80)
Purchase of other investment (net)	-	(235.00)	(178.56)
Purchase of investment in units of AIF	(22.21)	(162.50)	-
Interest received on debt securities	14.70	-	-
Purchase of investment in debt securities	(966.28)	-	-
Proceeds from repayment from investment	30.00	-	-
Proceeds from sale of subsidiary, net of cash given (Refer note 55)	-	-	852.45
Proceeds from sale of investments	-	-	2,224.78
Net cash used in investing activities -B	(1,772.38)	(821.79)	(1,230.27)

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure IV: Restated Consolidated Statement of Cash flows

(Currency: Indian rupees in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021 (Refer note 58)
C. Cash flow from financing activities			
Proceeds from issuance of equity share capital (including securities premium)	18.25	-	7,057.05
Outflow in Subordinated liabilities	(1.65)	(6.60)	(225.33)
Increase in debt securities	14,524.58	21,761.96	6,983.74
Increase / (decrease) in Borrowings (other than debt securities)	4,119.06	(542.01)	(4,323.37)
Movement on account of composite scheme of arrangement (Refer note 58.2)	-	500.00	-
Proceeds from issuance of Compulsorily Convertible Debentures	-	-	395.88
Finance cost paid	-	-	-
Dividend paid on equity shares	-	-	(924.13)
Proceeds from share application money pending allotment	1.02	-	-
Repayment of lease liabilities	(409.64)	(328.14)	(192.61)
Net cash generated from financing activities - C	18,251.62	21,385.21	8,771.23
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(2,169.88)	6,310.92	(3,535.83)
Change in foreign exchange translation reserve	46.85	16.67	(7.17)
Cash and cash equivalent as at the beginning of the year			
Included in Cash and cash equivalent as per the balance sheet	10,004.98	3,353.45	7,220.39
Included in the assets of the disposal group classified as held for sale	-	323.94	-
Cash and cash equivalent as at the end of the year			
Included in Cash and cash equivalent as per the balance sheet	7,881.95	10,004.98	3,353.45
Included in the assets of the disposal group classified as held for sale	-	-	323.94

Notes:

- Cash receipts and payments for transaction in which the turnover is quick, the amounts are large, and the maturities are short are presented on net basis in accordance with Ind AS-7 Statement of Cash Flows
- Restated consolidated cash flow statement has been prepared under indirect method as set out in Ind AS 7 prescribed under the Companies (Indian Accounting Standards) Rules, 2015 under the Companies Act, 2013
- For disclosure relating to changes in liabilities arising from financing activities, refer note 48

As per our report of even date attached.

For S. R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors

per Shrawan Jalan

Partner

Membership No: 102102

Ashish Kehair

Managing Director & CEO

DIN: 07789972

Shiv Sehgal

Executive Director

DIN : 07112524

Aswin Vikram

Non-Executive Director

DIN : 08895013

Pooja Doshi

Company Secretary

Mumbai, June 16, 2023

Mihir Nanavati

Chief Financial officer

Mumbai, June 16, 2023

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure V: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

1. Corporate information:

Nuvama Wealth Management Limited (Formerly known as Edelweiss Securities Limited) ('the Company') is a public limited company domiciled and incorporated under the provisions of the Companies Act applicable in India having Corporate Identity Number: U67110MH1993PLC344634. The Company was incorporated on August 20, 1993. PAGAC Ecstasy Pte. Limited is the holding company. On August 18, 2022, the Company has changed its name from Edelweiss Securities Limited to Nuvama Wealth Management Limited ('NWML').

The Restated Consolidated Financial Information relate to Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) ('the Company') and its subsidiaries (together 'the Group') and associates. The Group is primarily engaged in agency business which includes Broking, advisory, product distribution, clearing, fund accounting and other fee-based services. The Group is also engaged in capital based and financing business which includes income from lending, treasury and investment activities.

These Restated Consolidated Financial Information have been compiled by the Management from audited financial statements of the Company as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (referred to as "Ind AS"), which have been approved by the Board of Directors at their meetings held on May 25, 2023, May 23, 2022 and May 26, 2021 respectively.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting on the audited consolidated financial statements mentioned above. These audited consolidated financial statements have been prepared on a going concern basis.

NWML is a stock broking entity registered in India and is licensed with and regulated by the Securities and Exchange Board of India ("SEBI") to, among other things, conduct trading and broking activities for institutional as well as retail clients. NWML is also licensed with SEBI to, among other things, distribute research reports on Indian Securities to its clients. NWML is also registered as an Investment Adviser with SEBI.

NWML is also a member of multiple stock exchanges in India including, among others, BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), Multi Commodity Exchange of India Limited ("MCX"), National Commodity & Derivatives Exchange Limited (NCDEX) and Metropolitan Stock Exchange of India Limited ("MSEI").

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure V: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

2. Basis of preparation of Restated Consolidated Financial Information

The Restated Consolidated Statement of Assets and Liabilities of the Group as at March 31, 2023, March 31, 2022, March 31, 2021, Restated Consolidated Statement of Profit and Loss including Other Comprehensive Income, Restated Consolidated Statement of Changes in Equity, Restated Consolidated Statement of Cash Flows and Notes to Restated Consolidated Financial Information for the year ended March 31, 2023, March 31, 2022, March 31, 2021 (hereinafter collectively referred to as 'Restated Consolidated Financial Information') have been compiled from the audited consolidated financial statements for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 which were prepared in accordance with the Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act'), amendments thereto and other relevant provisions of the Act.

The Restated Consolidated Financial Information as approved by the Board of the Directors at their meeting held on June 16, 2023 has been prepared for inclusion in the Draft Information Memorandum ('IM') prepared by the company in connection with the proposed listing of its equity shares ("Proposed Listing") prepared in accordance with the checklist provided by Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE") for in-principle approval in relation to any scheme of arrangement states that the IM should contain the information about the Company and its group companies in line with the disclosure requirement applicable for public issue. Further as per SEBI Master Circular dated November 23, 2021 on Scheme of Arrangement by Listed entities also states about the requirements to be given in an advertisement before commencement of trading that it should contain Restated Audited Financials for the previous three financial years and stub period prior to the date of listing. Hence for the purpose of disclosure in the IM, IM should contain restated consolidated financial information, in line with disclosure requirements for public issues. The disclosure requirements applicable for public issues form part of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and accordingly, all disclosure requirements mentioned therein in relation to public issues would be applicable to the information memorandum. Further, Clause (11) of the SEBI ICDR Regulations provides for 'Financial Statements' required to be disclosed in the offer document. Accordingly, these consolidated restated financial information have been prepared in terms of requirements of: (a) SEBI ICDR regulations; and (b) The Guidance Note of Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time ("the Guidance Note")

These Restated Consolidated Financial Information have been prepared on a historical cost basis, except for certain financial instruments such as derivative financial instruments and other financial instruments held for trading, which have been measured at fair value and assets classified as held for sale, which have been measured at lower of carrying value and fair value less cost to sell. The Restated Consolidated Financial Information are presented in Indian Rupees (INR) and all values are rounded to the nearest million, except when otherwise indicated.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure V: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

3. Presentation of Restated Consolidated Financial Information

The Group presents its Statement of Assets and Liabilities in order of liquidity in compliance with the Division III of the Schedule III to the Companies Act, 2013. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non-current) is presented in note 49.

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- The normal course of business
- The event of default
- The event of insolvency or bankruptcy of the Group and/or its counterparties

Derivative assets and liabilities with master netting arrangements [e.g. ISDAs (International Swaps and Derivatives Association)] are only presented net when they satisfy the eligibility of netting for all of the above criteria and not just in the event of default.

4. Basis of consolidation:

The Restated Consolidated Financial Information comprise the restated financial statements of the Company and its subsidiaries. The Company consolidates a subsidiary when it controls it. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure V: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a subsidiary/associate of the Group uses accounting policies other than those adopted in the restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group subsidiary's/associate's financial statements in preparing the restated consolidated financial information to ensure conformity with the Group's accounting policies. However, no subsidiaries and associates have followed different accounting policies than those followed by the Group for the preparation of these restated consolidated financial information.

The restated financial information of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Group, i.e., year ended on March 31.

Consolidation procedure:

- a. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Financial Information at the acquisition date.
- b. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- c. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, are eliminated in full). Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- a. Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- b. Derecognises the carrying amount of any non-controlling interests
- c. Derecognises the cumulative translation differences recorded in equity
- d. Recognises the fair value of the consideration received

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(Currency: Indian rupees in million)

- e. Recognises the fair value of any investment retained
- f. Recognises any surplus or deficit in profit or loss
- g. Recognise that distribution of shares of subsidiary to Group in Group's capacity as owners
- h. Reclassifies the parent's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind ASs as would be required if the Group had directly disposed of the related assets or liabilities

Disclosures for investment Interest in other entities are provided in Note 57.

The Restated Consolidated Financial Information of all subsidiaries incorporated outside India are converted on the following basis: (a) Income and expenses are converted at the average rate of exchange applicable for the period/year and (b) All assets and liabilities are translated at the closing rate as on the Balance Sheet date. The exchange difference arising out of period/year end translation is debited or credited as "Foreign Exchange Translation Reserve" forming part of Other Comprehensive Income and accumulated as a separate component of other equity.

Investment in associates:

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decision of the investee, but it's not control or joint control over those policies.

The considerations made in determining whether significant influence are similar to those necessary to determine control over the subsidiaries.

The Group's investment in its associate is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date.

The statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in other comprehensive income (OCI) of those investees is presented as a part of the Group's other comprehensive income (OCI).

The restated financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and then recognises the loss in the statement of profit and loss.

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(Currency: Indian rupees in million)

5. Significant accounting policies

5.1 Revenue from contract with customer

Revenue is measured at transaction price i.e. the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to the customer, excluding amounts collected on behalf of third parties. The Group consider the terms of the contracts and its customary business practices to determine the transaction price. Where the consideration promised is variable, the Group excludes the estimates of variable consideration that are constrained. The Group applies the five-step approach for recognition of revenue:

- i. Identification of contract(s) with customers;
- ii. Identification of the separate performance obligations in the contract;
- iii. Determination of transaction price;
- iv. Allocation of transaction price to the separate performance obligations; and
- v. Recognition of revenue when (or as) each performance obligation is satisfied

The group recognises revenue from the following sources:

- a. Brokerage income including client subscription fees is recognised as per contracted rates at the point in time when transaction's performance obligation is satisfies on behalf of the customers on the trade date.
- b. Fee income including advisory fees, referral fees, commission income, fund accounting etc. is accounted on an accrual basis as per Ind AS 115 in accordance with the terms and contracts entered into between the Group and the counterparty and presented service transferred at point in time and over time

Clearing fees income arises, when the performance obligation related to the trade is executed and a valid contract is generated for the trade.

Research services fee income and Interest on delayed payments is accounted when there is reasonable certainty as to its receipts.

5.2 Recognition of interest income and dividend income

5.2.1 Interest income:

Under Ind AS 109 interest income is recorded using the effective interest rate (EIR) method for all financial instruments measured at amortised cost and debt instrument measured at FVOCI. The EIR is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument or, when appropriate a shorter period to the gross carrying amount of financial instrument.

The EIR is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Group recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the financial asset. Hence, it recognises the effect of potentially different

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure V: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

interest rates charged at various stages, and other characteristics of the product life cycle including prepayments penalty interest and charges.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income.

The Group calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Group calculates interest income by applying the EIR to the amortised cost (net of expected credit loss) of the financial asset. If the financial asset cures and is no longer credit-impaired, the Group reverts to calculating interest income on a gross basis.

5.2.2 Dividend income:

Dividend income is recognised when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

5.3 Financial Instruments

5.3.1 Date of recognition

Financial assets and financial liabilities with exception of borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. This includes regular way trades; purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace. The Group recognises borrowings when funds are received by the Group.

5.3.2 Initial measurement of financial instruments

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section 5.1 Revenue from contracts with customers.

Annexure V: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

5.3.3 Day 1 profit or loss

When the transaction price of the financial instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Group recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in statement of profit and loss when the inputs become observable, or when the instrument is derecognised.

5.3.4 Classification of financial instruments

The Group classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The changes in carrying value of financial assets is recognised in profit and loss account.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The changes in fair value of financial assets is recognised in Other Comprehensive Income.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL. The Group measures all financial assets classified as FVTPL at fair value at each reporting date. The changes in fair value of financial assets is recognised in Profit and loss account.

The Group measures financial assets that meet the following conditions at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

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(Currency: Indian rupees in million)

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

5.4 Financial assets and liabilities

5.4.1 Amortized cost and effective interest rate (EIR)

The effective interest rate is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

5.4.2 Financial assets held for trading

The Group classifies financial assets as held for trading when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there evidence of a recent pattern of short-term profit is taking. Held-for-trading assets and liabilities are recorded and measured in the balance sheet at fair value.

5.4.3 Financial assets at fair value through profit or loss

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(Currency: Indian rupees in million)

Financial assets and financial liabilities in this category are those that are not held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109. Management only designates an instrument at FVTPL upon initial recognition when one of the following criteria are met. Such designation is determined on an instrument-by-instrument basis.

- The designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis; Or
- The liabilities are part of a group of financial liabilities, which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; Or
- The liabilities containing one or more embedded derivatives, unless they do not significantly modify the cash flows that would otherwise be required by the contract, or it is clear with little or no analysis when a similar instrument is first considered that separation of the embedded derivative(s) is prohibited.

Financial assets and financial liabilities at FVTPL are recorded in the balance sheet at fair value. Changes in fair value are recorded in profit and loss with the exception of movements in fair value of liabilities designated at FVTPL due to changes in the Group's own credit risk. Such changes in fair value are recorded in the own credit reserve through OCI and do not get recycled to the profit or loss. Interest earned or incurred on instruments designated at FVTPL is accrued in interest income or finance cost, respectively, using the EIR, taking into account any discount/ premium and qualifying transaction costs being an integral part of instrument. Interest earned on assets mandatorily required to be measured at FVTPL is recorded using contractual interest rate.

5.4.4 Investment in equity instruments

The Group subsequently measures all equity investments at fair value through profit or loss, unless the management has elected to classify irrevocably some of its strategic equity investments to be measured at FVOCI, when such instruments meet the definition of equity under Ind AS and are not held for trading. Such classification is determined on an instrument-by-instrument basis. Investments in associate company is carried at cost.

5.4.5 Financial liabilities

All financial liabilities are measured at amortised cost except loan commitments, financial guarantees, and derivative financial liabilities.

5.4.6 Loan commitments

Undrawn loan commitments are commitments under which, the Group is required to provide a loan with pre-specified terms to the customer during the duration of the commitment.

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5.4.7 Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and market risk.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss.

Embedded derivatives

An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, foreign exchange rate or other variable, provided that, in case of a non-financial variable, it is not specific to a party to the contract.

Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

5.4.8 Debt securities and other borrowed funds

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and costs that are an integral part of the EIR.

The Group issues certain non-convertible debentures, the return of which is linked to performance of specified indices over the period of the debenture. Such debentures have a component of an embedded derivative which is fair valued at a reporting date. The resultant 'net unrealised loss or gain' on the fair valuation of these embedded derivatives is recognised in the statement of profit and loss. The debt component of such debentures is measured at amortised cost using yield to maturity basis.

5.4.9 Financial guarantee

Financial guarantees are contracts that require the Group to make specified payments to reimburse to holder for loss that it incurs because a specified debtor fails to make payment when it is due in accordance with the terms of a debt instrument.

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Financial guarantee issued or commitments to provide a loan at below market interest rates are initially measured at fair value and the initial fair value is amortised over the life of the guarantee or the commitment. Subsequently, they are measured at higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

5.4.10 Financial liabilities and equity instruments

Financial instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

5.5 Reclassification of financial assets and liabilities

The Group does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line.

5.6 Derecognition of financial Instruments

5.6.1 Derecognition of financial asset

A financial asset (or, where applicable a part of a financial asset or a part of a group of similar financial assets) is derecognised when the rights to receive cash flows from the financial asset have expired. The Group also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Group has transferred the financial asset if, and only if, either

- The Group has transferred the rights to receive cash flows from the financial asset or
- It retains the contractual rights to receive the cash flows of the financial asset, but assumed a contractual obligation to pay the cash flows in full without material delay to third party under pass through arrangement.

Pass-through arrangements are transactions whereby the Group retains the contractual rights to receive the cash flows of a financial asset (the 'original asset'), but assumes a contractual obligation to pay those cash flows to one or more entities (the 'eventual recipients'), when all of the following three conditions are met:

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- The Group has no obligation to pay amounts to the eventual recipients unless it has collected equivalent amounts from the original asset, excluding short-term advances with the right to full recovery of the amount lent plus accrued interest at market rates
- The Group cannot sell or pledge the original asset other than as security to the eventual recipients
- The Group has to remit any cash flows it collects on behalf of the eventual recipients without material delay. In addition, the Group is not entitled to reinvest such cash flows, except for investments in cash or cash equivalents including interest earned, during the period between the collection date and the date of required remittance to the eventual recipients.

A transfer only qualifies for derecognition if either:

- The Group has transferred substantially all the risks and rewards of the asset; or
- The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The Group considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

5.6.1 Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in statement of profit or loss.

5.7 Impairment of financial assets

The Group records allowance for expected credit loss (ECL) for all financial assets, other than financial assets held at FVTPL together with loan commitments and financial guarantee contracts. Equity instruments are not subject to impairment.

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Simplified approach

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on portfolio of its receivables. The provision matrix is based on its historically observed default rates over the expected life of the receivables and is adjusted for forward-looking estimates. However, if receivables contain a significant financing component, the Group chooses as its accounting policy to measure the loss allowance by applying general approach to measure ECL.

General approach

For all other financial instruments where ECL is to be recognised, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses (12-month ECL). The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default (EAD), for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for loan commitments and financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors/borrowers, and other relevant forward-looking information.

Group categorises its financial assets as follows:

Stage 1 assets:

Stage 1 assets includes financial instruments that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these assets, 12-month ECL (resulting from default events possible within 12 months from reporting date) are recognised.

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Stage 2 assets:

Stage 2 assets include financial instruments that have had a significant increase in credit risk since initial recognition. For these assets, lifetime ECLs are recognised.

Stage 3 assets:

Stage 3 for assets considered credit-impaired, the Group recognises the lifetime ECL for these loans. The method is similar to that for Stage 2 assets, with the PD set at 100%.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

The Group's product offering includes facilities with a right to Group to cancel and/or reduce the facilities with one day's notice. The Group does not limit its exposure to credit losses to the contractual notice period, but instead calculates ECL over a period that reflects the Group's expectations of the customer behaviour, its likelihood of default and the Group's future risk mitigation procedures, which could include reducing or cancelling the facilities.

Significant increase in credit risk

ECL is measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

Impairment of Financial assets

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's ECL calculations are outputs of models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- PD calculation includes historical data, assumptions and expectations of future conditions.

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- The Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a life-time expected credit loss and the qualitative assessment.
- The segmentation of financial assets when their ECL is assessed on a collective basis.
- Development of ECL models, including the various formulas and the choice of inputs.
- Determination of associations between macroeconomic scenarios and, economic inputs, such as unemployment levels and collateral values, and the effect on PDs, EAD and LGD.
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models

It is Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

5.8 Collateral valuation

To mitigate its credit risks on financial assets, the Group seeks to use collateral, where possible. The collateral comes in various forms, such as cash, securities, letters of credit/guarantees, Collateral, unless repossessed, is not recorded on the balance sheet. However, the fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a periodical basis. However, some collateral, for example, cash or securities relating to margining requirements, is valued daily.

To the extent possible, the Group uses active market data for valuing financial assets held as collateral. Other financial assets which do not have readily determinable market values are valued using financial models.

5.9 Collateral repossessed

The Group's policy is to determine whether a repossessed asset can be best used for its internal operations or should be sold. Assets determined to be useful for the internal operations are transferred to their relevant asset category at the lower of their repossessed value or the carrying value of the original secured asset. Assets for which selling is determined to be a better option are transferred to assets held for sale at their fair value (if financial assets) and fair value less cost to sell for non-financial assets at the repossession date in, line with the Group's policy.

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5.10 Determination of Fair value

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1 financial instruments:

Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments

Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life.

Level 3 financial instruments

Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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For assets and liabilities that are recognised in the restated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Group periodically reviews its valuation techniques including the adopted methodologies and model calibrations.

Therefore, the Group applies various techniques to estimate the credit risk associated with its financial instruments measured at fair value, which include a portfolio-based approach that estimates for the expected net exposure per counterparty over the full lifetime of the individual assets, in order to reflect the credit risk of the individual counterparties for non-collateralised financial instruments.

The Group evaluates the levelling at each reporting period on an instrument-by-instrument basis and reclassifies instruments when necessary based on the facts at the end of the reporting period.

5.11 Write-offs

Financial assets are written off either partially or in their entirety only when the Group has no reasonable expectation of recovery.

5.12 Forborne and modified loans

The Group sometimes makes concessions or modifications to the original terms of loans as a response to the borrower's financial difficulties, rather than taking possession or to otherwise enforce collection of collateral. The Group considers a loan forborne when such concessions or modifications are provided as a result of the borrower's present or expected financial difficulties and the Group would not have agreed to them if the borrower had been financially healthy. Indicators of financial difficulties include defaults on covenants, or significant concerns raised by the Credit Risk Department. Forbearance may involve extending the payment arrangements and the agreement of new loan conditions. Once the terms have been renegotiated, any impairment is measured using the original EIR as calculated before the modification of terms. It is the Group's policy to monitor forborne loans to help ensure that future payments continue to be likely to occur. Derecognition decisions and classification between Stage 2 and Stage 3 are determined on a case-by-case basis. If these procedures identify a loss in relation to a loan, it is disclosed and managed as an impaired Stage 3 forborne asset, until it is collected or written off.

5.13 Property, Plant and Equipment, Right-of-use assets and Capital work in progress

Property, plant and equipment is stated at cost excluding the costs of day-to-day servicing, less accumulated depreciation and accumulated impairment in value. Changes in the expected useful life are accounted for by changing the amortization period or methodology, as appropriate, and treated as changes in accounting estimates.

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Depreciation is recognized so as to write off the cost of assets less their residual values over their useful lives. Depreciation is provided on a written down value basis from the date the asset is ready for its intended use. In respect of assets sold, depreciation is provided upto the date of disposal.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The carrying amount of those components which have been separately recognised as assets is derecognised at the time of replacement thereof. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

As per the requirement of Schedule II of the Companies Act, 2013, the Group has evaluated the estimated useful lives of the respective fixed assets which are as per the provisions of Part C of Schedule II of the Act for calculating the depreciation.

The estimated useful lives of the Property, plant and equipment are as follows:

Class of asset	Useful life
Building (other than factory building)	60 years
Furniture and fixtures	10 years
Vehicles	8 years
Office equipment	5 years
Computers and data processing units – End user devices, such as desktops, laptops etc.	3 years

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible asset recognised as of 1 April 2017 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Measurement of building under revaluation model:

Increases in the carrying amount arising on revaluation of land and buildings are credited to other comprehensive income and shown as a revaluation reserve in shareholders' equity. An exception is a gain on revaluation that reverses a revaluation decrease (impairment) on the same asset previously recognised as an expense. Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against the revaluation reserve directly in equity; all other decreases are charged to profit or loss. Each year the difference between depreciation based on the revalued carrying amount of the asset charged to profit or loss and depreciation based on the asset's original cost is transferred from the revaluation reserve to retained earnings.

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Right-of-use assets are presented together with property, plant and equipment in the statement of financial position – refer to the accounting policy. Right-of-use assets are depreciated on a straight-line basis over the lease term.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Leasehold improvements are amortized on a straight-line basis over the estimated useful lives of the assets or the period of lease whichever is shorter.

5.14 Intangible assets

The Group's intangible assets mainly include the value of computer software and asset management rights. An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Group.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

The estimated useful lives of the intangible assets are as follows:

Class of asset	Useful life
Computers and data processing units – Servers and networks	6 years
Computer software	3-5 years
Asset management rights	5 years

5.15 Investment properties

Investment Properties are properties held to earn rentals and/or capital appreciation and are measured. Upon initial recognition, an investment property is measured at cost, including transaction costs. Subsequent to the initial recognition, investment property is reported at cost less accumulated depreciation.

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Depreciation is recognised using written down method so as to write off the cost of the investment property less their residual values over their useful lives specified in schedule II to the Companies Act, 2013 or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined.

Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future benefits embodied in the investment property. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

5.16 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

5.17 Cash and cash equivalents

Cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

5.18 Foreign currency transactions

The Restated Consolidated Financial Information are presented in Indian Rupees which is also functional currency of the Company. Transactions in currencies other than Indian Rupees (i.e. foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively)

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Group companies

On consolidation, : (a) Income and expenses are converted at the average rate of exchange applicable for the period/year and (b) All assets and liabilities are translated at the closing rate as on the Balance Sheet date. The exchange difference arising out of period/year end translation is debited or credited as “Foreign Exchange Translation Reserve” forming part of Other Comprehensive Income and accumulated as a separate component of other equity.

5.19 Retirement and other employee benefits

Provident fund and national pension scheme

The Group contributes to a recognized provident fund and national pension scheme which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognized in the restated consolidated statement of profit and loss.

Gratuity

The Group’s gratuity scheme is a defined benefit plan. The Group’s net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted. The present value of the obligation under such benefit plan is determined based on independent actuarial valuation using the Projected Unit Credit Method. Benefits in respect of gratuity are funded with an Insurance Group approved by Insurance Regulatory and Development Authority (IRDA).

Re-measurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurement are not reclassified to profit or loss in subsequent periods.

Compensated Leave Absences

The eligible employees of the Group are permitted to carry forward certain number of their annual leave entitlement to subsequent years, subject to a ceiling. The Group recognises the charge to the consolidated statement of profit and loss and corresponding liability on account of such accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing annual leave benefits are determined using the projected unit credit method.

Share-based payment arrangements

Equity-settled share-based payments to employees by the Company and by the erstwhile ultimate parent Group are measured by reference to the fair value of the equity instruments at the grant date.

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The fair value of Equity-settled share-based payments determined at the grant date is expensed over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.'. In cases where the share options granted vest in instalments over the vesting period, the Group treats each instalment as a separate grant, because each instalment has a different vesting period, and hence the fair value of each instalment differs.

5.20 Income tax expenses

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, 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.
- Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

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- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

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Policy on MAT:

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

5.21 Leases

Group as a lessee:

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right of use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition,

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the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

5.22 Earnings per share

The Group reports basic and diluted earnings per share in accordance with Indian Accounting Standard 33 - Earnings Per Share. Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of parent company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of EPS, the potential ordinary shares that would be issued on conversion are included in the weighted average number of ordinary shares used in the calculation of basic EPS (and, therefore, also diluted EPS) from the date of issue of the instrument, since their issue is solely dependent on the passage of time

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders for the year by the weighted average number of equity shares considered for deriving basic earnings per share and weighted average number of equity shares that could have been issued upon conversion of all potential equity shares.

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5.23 Provisions and other contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or

(b) a present obligation that arises from past events but is not recognised because:

(i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) the amount of the obligation cannot be measured with sufficient reliability.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the Restated Consolidated Financial Information. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.

5.24 Assets classified as held for sale and discontinue operation.

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

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For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset or disposal group to be highly probable when –

- The appropriate level of management is committed to a plan to sell the asset (or disposal group)
- An active programme to locate a buyer and complete the plan has been initiated (if applicable)
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale.

Assets classified as held for sale are presented separately from other items in the balance sheet

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or
- Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

All other notes to the Restated Consolidated Financial Information mainly include amounts for continuing operations, unless otherwise mentioned.

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5.25 Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable

Business combinations under common control

Common control business combinations includes transactions, such as transfer of subsidiaries or businesses, between entities within a Company. Group has accounted for all such transactions based on pooling of interest method, which is as below:

- The assets and liabilities of the combining entities are reflected at their carrying amounts in the books of transferrer entity.
- No adjustments are made to reflect fair values or recognise any new assets or liabilities.
- The financial information in the financial statements in respect of prior periods are restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

The identity of the reserves shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor shall be transferred to capital reserve.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

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If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Exceptional Item

Any amount described as unusual or exceptional should be classified by nature, in the same way as non-exceptional amounts. Their inclusion or exclusion in EBIDTA will depend on the nature of income/ expense described as exceptional.

If nature of unusual or exceptional item is in the nature of interest, tax, depreciation and amortization, then it should be excluded from EBIDTA.

6. Significant accounting judgements, estimates and assumptions

The preparation of the Group's Restated Consolidated Financial Information requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, as well as the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

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Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

- a) Actuarial assumptions used in calculation of defined benefit plans.
- b) Assumptions used on discounted cash flows, growth rate and discount rate to justify the value of management rights reported under intangible assets.
- c) Assumptions used in estimating the useful lives of tangible assets reported under property, plant and equipment.

Provisions for Income Taxes

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectation of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of these assets are compensated.

The Group monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the quantum, the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate, whether there has been a change in business model and so a prospective change to the classification of those assets.

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7. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, as described below. The Group based its assumptions and estimates on parameters available when the Restated Consolidated Financial Information were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Effective interest rate method

The Group's EIR methodology, as explained in Note 5.2.1, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of financial instruments and recognises the effect of characteristics of the product life cycle

This estimation, by nature, requires an element of judgement regarding the expected behavioral and life-cycle of the instruments, as well expected changes fee income/expense that are integral parts of the instrument.

Incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ('IBR') to measure lease liabilities. Incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility.

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8. Standards issued but not yet effective

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

- i) Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the Company’s restated consolidated financial information.
- ii) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of accounting estimates’ and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and there is no impact on its restated consolidated financial information.
- iii) Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and there is no material impact on its restated consolidated financial information.

FY 2021-22 and FY 2020-21:

There are no such Standards which are notified but not yet effective.

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	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
9. Cash and cash equivalents			
Balances with banks			
In current accounts	7,752.51	9,929.08	3,073.21
In transit	12.33	68.40	10.08
In fixed deposits with original maturity less than 3 months	117.11	7.50	270.16
	7,881.95	10,004.98	3,353.45

Note:

- 1) Fixed deposit are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group and earn interest at the respective short-term deposits rates.

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
10. Bank balances other than cash and cash equivalents			
Fixed deposit with banks	1,113.66	906.16	689.31
Fixed deposits with banks to the extent held as margin money or security against borrowings, guarantees (Refer Note 10.A Below)	44,282.86	35,579.77	41,490.02
Earmarked balance with bank (unclaimed dividends)	-	3.45	3.45
	45,396.52	36,489.38	42,182.78

Notes:

- 1) Fixed deposit balances with banks earns interest at fixed rate.

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
10.A Encumbrances on fixed deposits held by the Group:			
Fixed deposits pledged with exchange to meet margin requirement	33,745.59	29,716.55	38,837.54
Fixed deposits pledged with bank for securing overdraft facilities and bank guarantees	10,505.84	5,627.82	2,596.16
Fixed deposits pledged with exchange for arbitration	29.43	233.40	24.32
Fixed deposits pledged for Market linked debentures issued	-	-	30.00
Fixed deposits pledged with Pension Fund Regulatory & Development Authority (PFRDA)	2.00	2.00	2.00
	44,282.86	35,579.77	41,490.02

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
11. Derivative financial instruments			
Fair value of assets			
Premium paid on outstanding exchange traded options	2,847.53	1,147.90	624.82
Mark to market on interest rate swap	3.32	-	-
Embedded derivatives in market-linked debentures (asset)	3,276.15	978.57	0.37
	6,127.00	2,126.47	625.19
Fair value of liabilities			
Premium received on outstanding exchange traded options	800.24	564.43	49.30
Mark to Market on interest rate swaps	0.69	-	-
Embedded derivatives in market-linked debentures (liabilities)	289.08	88.91	55.12
	1,090.01	653.34	104.42

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11.A Derivative financial instruments

The table below shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts/Units held.

Particulars	As at March 31, 2023							
	Unit	Currency	Notional	Fair value asset	Unit	Currency	Notional	Fair value liability
(i) Interest rate derivatives								
Interest rate swaps	Rupees	INR	1,250	3.32	Rupees	INR	1,500.00	0.69
Subtotal(i)				3.32				0.69
(i) Equity linked derivatives								
Stock futures	No of Shares	INR	1,253,981	27.08	No of Shares	INR	516,365	11.20
Options purchased	No of Shares	INR	467,061	50.37			-	-
Options sold				-	No of Shares	INR	467,061	13.66
Less: amounts offset		INR		(27.08)				(11.20)
(Refer Note 11.B & 52)								
Subtotal(i)				50.37				13.66
(ii) Index linked derivatives								
Index futures	Index Units	INR	601,300	172.57	Index Units	INR	174,600	30.27
Options purchased	Index Units	INR	2,210,075	2,797.16				-
Options sold				-	Index Units	INR	2,233,175	786.58
Less: amounts offset		INR		(172.57)				(30.27)
(Refer Note 11.B & 52)								
Subtotal(ii)				2,797.16				786.58
(iii) Embedded derivatives*								
In market linked debentures		INR		3,276.15		INR		289.08
Subtotal(iii)				3,276.15				289.08
Total derivative financial instruments			Total	6,127.00			Total	1,090.01

Particulars	As at March 31, 2022							
	Unit	Currency	Notional	Fair value asset	Unit	Currency	Notional	Fair value liability
(i) Equity linked derivatives								
Stock futures	No of Shares	INR	2,516,775	30.44	No of Shares	INR	3,485,889	25.12
Options purchased	No of Shares	INR	4,952,064	381.59				-
Options sold				-	No of Shares	INR	4,952,064	43.55
Less: amounts offset				(30.44)				(25.12)
(Refer Note 11.B & 52)								
Subtotal(i)				381.59				43.55
(ii) Index linked derivatives								
Index futures	Index Units	INR	200,000	57.16	Index Units	INR	71,825	2.06
Options purchased	Index Units	INR	652,750	766.31				-
Options sold				-	Index Units	INR	652,225	520.88
Less: amounts offset				(57.16)				(2.06)
(Refer Note 11.B & 52)								
Subtotal(ii)				766.31				520.88
(iii) Embedded derivatives*								
In market linked debentures				978.57				88.91
Subtotal(iii)				978.57				88.91
Total derivative financial instruments			Total	2,126.47			Total	653.34

Note: The notional/units held indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.

*An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. refer Note 5.4.7 for further details.

Refer note 5.4.7 on derivative financial instruments for use of derivatives and note 53.D for risk management.

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11.A Derivative financial instruments

The table below shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts/Units held.

Particulars	As at March 31, 2021							
	Unit	Currency	Notional	Fair value asset	Unit	Currency	Notional	Fair value liability
(i) Equity linked derivatives								
Stock Futures	No of Shares	INR	280,884	2.39	No of Shares	INR	1,964,450	13.16
Options purchased	No of Shares	INR	10,250	1.11				-
Options sold				-	No of Shares	INR	10,250	0.19
Less: amounts offset				(2.39)				(13.16)
(Refer Note 11.B & 52)								
Subtotal(i)				1.11				0.19
(ii) Index linked derivatives								
Index futures	Index units	INR	8,625	3.24	Index units	INR	129,025	17.85
Options purchased	Index units	INR	305,875	623.71				-
Options sold				-	Index units	INR	270,875	49.11
Less: amounts offset				(3.24)				(17.85)
(Refer Note 11.B & 52)								
Subtotal(ii)				623.71				49.11
(iii) Embedded derivatives*								
In market linked debentures				0.37				55.12
Subtotal(iii)				0.37				55.12
Total derivative financial instruments				625.19				104.42

Note: The notional/units held indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.

*An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. refer Note 5.4.7 for further details.

Refer note 5.4.7 on derivative financial instruments for use of derivatives and note 53.D for risk management.

Derivatives designated as hedging instruments

The Group has not designated any derivatives as hedging instruments

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11.B Offsetting

The tables below summarise the financial assets and liabilities subject to offsetting, enforceable master netting and similar agreements, as well as financial collateral received to mitigate credit exposures for these financial assets, and whether offset is achieved in the balance sheet:

Financial Assets subject to offsetting, netting arrangements

As at March 31, 2023	Offsetting recognised in balance sheet			Netting potential not recognised in balance sheet			Assets not subject to netting arrangements	Total Assets	Maximum Exposure to Risk
	Gross asset before offset	Amount offset	Net asset recognised on the balance sheet	Financial liabilities	Collaterals received	Assets after consideration of netting potential	Assets recognised on the balance sheet	Recognised in the balance sheet	After consideration of netting potential
Derivative Assets	199.65	(199.65)	-	-	-	-	6,127.00	6,127.00	6,127.00
Margin placed with broker*	124.40	42.27	166.67	-	-	166.67	-	166.67	166.67

Financial Liabilities subject to offsetting, netting arrangements

As at March 31, 2023	Offsetting recognised in balance sheet			Netting potential not recognised in balance sheet			Liabilities not subject to netting arrangements	Total Liabilities	Maximum Exposure to Risk
	Gross Liabilities before offset	Amount offset	Net Liabilities recognised on the balance sheet	Financial Assets	Collaterals Paid	Liabilities after consideration of netting potential	Liabilities recognised on the balance sheet	Recognised in the balance sheet	After consideration of netting potential
Derivative Liabilities	41.47	(41.47)	-	-	-	-	1,090.01	1,090.01	1,090.01

Financial Assets subject to offsetting, netting arrangements

As at March 31, 2022	Offsetting recognised in balance sheet			Netting potential not recognised in balance sheet			Assets not subject to netting arrangements	Total Assets	Maximum Exposure to Risk
	Gross asset before offset	Amount offset	Net asset recognised on the balance sheet	Financial liabilities	Collaterals received	Assets after consideration of netting potential	Assets recognised on the balance sheet	Recognised in the balance sheet	After consideration of netting potential
Derivative Assets	87.60	(87.60)	-	-	-	-	2,126.47	2,126.47	2,126.47

*Note: As at the reporting date, cash margin received that has been offset against the gross derivative assets. Also, cash margin paid that has been offset against the gross derivative liabilities.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

11.B Offsetting

The tables below summarise the financial assets and liabilities subject to offsetting, enforceable master netting and similar agreements, as well as financial collateral received to mitigate credit exposures for these financial assets, and whether offset is achieved in the balance sheet:

Financial Liabilities subject to offsetting, netting arrangements

As at March 31, 2022	Offsetting recognised in balance sheet			Netting potential not recognised in balance sheet			Liabilities not subject to netting arrangements	Total Liabilities	Maximum Exposure to Risk
	Gross Liabilities before offset	Amount offset	Net Liabilities recognised on the balance sheet	Financial Assets	Collaterals Paid	Liabilities after consideration of netting potential	Liabilities recognised on the balance sheet	Recognised in the balance sheet	After consideration of netting potential
Derivative Liabilities	27.18	(27.18)	-	-	-	-	653.34	653.34	653.34
Margin placed with broker*	543.85	(65.34)	478.51	-	-	478.51	-	478.51	478.51

Financial Assets subject to offsetting, netting arrangements

As at March 31, 2021	Offsetting recognised in balance sheet			Netting potential not recognised in balance sheet			Assets not subject to netting arrangements	Total Assets	Maximum Exposure to Risk
	Gross asset before offset	Amount offset	Net asset recognised on the balance sheet	Financial liabilities	Collaterals received	Assets after consideration of netting potential	Assets recognised on the balance sheet	Recognised in the balance sheet	After consideration of netting potential
Derivative Assets	630.82	(5.63)	625.19	-	-	-	-	625.19	625.19
Margin placed with broker*	2,628.29	(25.37)	2,602.92	-	-	-	-	2,602.92	2,602.92

Financial Liabilities subject to offsetting, netting arrangements

As at March 31, 2021	Offsetting recognised in balance sheet			Netting potential not recognised in balance sheet			Liabilities not subject to netting arrangements	Total Liabilities	Maximum Exposure to Risk
	Gross Liabilities before offset	Amount offset	Net Liabilities recognised on the balance sheet	Financial Assets	Collaterals Paid	Liabilities after consideration of netting potential	Liabilities recognised on the balance sheet	Recognised in the balance sheet	After consideration of netting potential
Derivative Liabilities	135.43	(31.01)	104.42	-	-	-	-	104.42	104.42

*Note: As at the reporting date, cash margin received that has been offset against the gross derivative assets. Also, cash margin paid that has been offset against the gross derivative liabilities.

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
12. Securities held for trading:			
At fair value through profit and loss account			
Equity instruments	3,518.71	3,341.28	1,711.16
Debt securities	6,434.97	2,302.21	239.47
Exchange traded funds / Mutual funds	3,145.89	3,000.30	123.74
Preference Shares	-	252.02	-
	13,099.57	8,895.81	2,074.37
Stock in trade outside India	-	-	-
Stock in trade inside India	13,099.57	8,895.81	2,074.37
	13,099.57	8,895.81	2,074.37

Note:

- 1) Please refer note 52 - Fair value measurement for valuation methodologies for securities held for trading
- 2) Please refer note 26 - For charge created on debt securities.

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
13. Trade receivables			
a) Trade receivables			
Receivables considered good - secured	3,008.00	6,298.02	1,655.03
Receivables considered good - unsecured	5,913.47	2,654.04	1,130.83
Receivable - credit impaired	162.37	155.30	95.00
	9,083.84	9,107.36	2,880.86
Allowance for expected credit losses			
Receivables considered good - unsecured	(21.13)	(27.68)	(65.56)
Receivables - credit impaired	(162.37)	(155.30)	(95.00)
Trade receivables	8,900.34	8,924.38	2,720.30

b) Reconciliation of impairment allowance on trade receivables:

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Impairment allowance as per simplified approach			
Opening balance	182.98	160.56	54.16
Add: Addition on account of purchase of subsidiary	-	-	102.39
Add: Addition due to composite scheme of arrangement (Refer note 58.2)	-	-	8.04
Add/ (less): asset originated/ recovered (net)	0.52	22.42	(4.03)
Closing balance	183.50	182.98	160.56

Notes:

- 1) No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. No trade or other receivables due from firms or private companies in which directors is/are partner, a director or a member.
- 2) For charges created on receivables refer note 25.B.

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

c) Trade receivables ageing

As at March 31, 2023	Unbilled	Not due	Less than 6 months	6 - 12 months	1 - 2 years	2 - 3 years	More than 3 years	Total
Gross receivables								
Undisputed								
Receivables – considered good	492.88	4,173.31	4,253.43	1.02	0.36	0.17	0.28	8,921.45
Receivables – credit impaired	-	-	9.41	22.62	30.58	13.60	79.78	155.99
Disputed								
Receivables – considered good	-	-	0.02	-	-	-	-	0.02
Receivables – credit impaired	-	-	-	-	-	-	6.38	6.38
Total (A)	492.88	4,173.31	4,262.86	23.64	30.94	13.77	86.44	9,083.84
Allowance for expected credit losses								
Undisputed								
Receivables – considered good	-	0.42	19.92	0.22	0.12	0.17	0.28	21.13
Receivables – credit impaired	-	-	9.41	22.62	30.58	13.60	79.78	155.99
Disputed								
Receivables – credit impaired	-	-	-	-	-	-	6.38	6.38
Total (B)	-	0.42	29.33	22.84	30.70	13.77	86.44	183.50
Total receivables net of ECL (A - B)	492.88	4,172.89	4,233.53	0.80	0.24	-	-	8,900.34

As at March 31, 2022	Unbilled	Not due	Less than 6 months	6 - 12 months	1 - 2 years	2 - 3 years	More than 3 years	Total
A. Gross receivables								
Undisputed								
Receivables – considered good	287.37	887.69	7,759.66	14.48	2.32	0.16	0.38	8,952.06
Receivables – credit impaired	-	-	4.56	15.59	18.06	19.38	77.71	135.30
Disputed								
Receivables – credit impaired	-	-	0.02	0.97	2.98	6.13	9.90	20.00
Total (A)	287.37	887.69	7,764.24	31.04	23.36	25.67	87.99	9,107.36
B. Allowance for expected credit losses								
Undisputed								
Receivables – considered good	-	0.01	10.50	14.39	2.24	0.16	0.38	27.68
Receivables – credit impaired	-	-	4.56	15.59	18.06	19.38	77.71	135.30
Disputed								
Receivables – credit impaired	-	-	0.02	0.97	2.98	6.13	9.90	20.00
Total (B)	-	0.01	15.08	30.95	23.28	25.67	87.99	182.98
Total receivables net of ECL (A - B)	287.37	887.68	7,749.16	0.09	0.08	-	-	8,924.38

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

c) Trade receivables ageing (continued)

As at March 31, 2021	Unbilled	Not due	Less than 6 months	6 - 12 months	1 - 2 years	2 -3 years	More than 3 years	Total
A. Gross receivables								
Undisputed								
Receivables – considered good	3.58	162.06	1,611.05	25.92	17.80	7.83	24.30	1,852.54
Receivables – credit impaired	-	-	2.07	6.94	11.16	7.64	34.27	62.08
Disputed								
Receivables – considered good	-	-	1.11	558.81	362.80	10.60	-	933.32
Receivables – credit impaired	-	-	-	-	22.36	0.52	10.04	32.92
Total (A)	3.58	162.06	1,614.23	591.67	414.12	26.59	68.61	2,880.86
B. Allowance for expected credit losses								
Undisputed								
Receivables – considered good	-	14.70	15.09	4.67	5.70	1.49	6.37	48.02
Receivables – credit impaired	-	-	2.07	6.94	11.16	7.64	34.27	62.08
Disputed								
Receivables – considered good	-	-	0.37	0.29	6.28	10.60	-	17.54
Receivables – credit impaired	-	-	-	-	22.36	0.52	10.04	32.92
Total (B)	-	14.70	17.53	11.90	45.50	20.25	50.68	160.56
Total receivables net of ECL (A - B)	3.58	147.36	1,596.70	579.77	368.62	6.34	17.93	2,720.30

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Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
14. Loans			
(at amortised cost)			
Retail credit	30,510.31	24,185.49	12,418.17
Margin trading facility	5,117.74	5,425.97	2,464.18
Total gross	35,628.05	29,611.46	14,882.35
Less: Impairment loss allowance (Refer Note 14.A)	(94.69)	(80.82)	(49.77)
Total net	35,533.36	29,530.64	14,832.58
Secured:			
- Loan against securities	29,178.69	22,232.37	11,433.31
- Margin trading facility	5,115.91	5,424.30	2,462.61
Unsecured:			
- In case of ESOP and IPO funding	734.08	984.66	307.64
- In case of Margin trading facility	1.83	1.67	1.57
- Others	597.54	968.46	677.22
Total gross	35,628.05	29,611.46	14,882.35
Less: Impairment loss allowance (Refer Note 14.A)	(94.69)	(80.82)	(49.77)
Total net	35,533.36	29,530.64	14,832.58
Loans in India			
Public sector	-	-	-
Others	35,628.05	29,611.46	14,882.35
Total gross	35,628.05	29,611.46	14,882.35
Less: Impairment loss allowance (Refer Note 14.A)	(94.69)	(80.82)	(49.77)
Total net	35,533.36	29,530.64	14,832.58

Notes:

- 1) For charges created on loans refer note 25.B.

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Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

14.A Credit quality of assets

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's year-end stage classification. The amounts presented are gross of impairment allowances. Details of the Group's internal grading for stage classification are explained in Note 53.D.1 and policies on ECL allowances are set out in Note 5.7.

a Credit quality of assets

As at March 31, 2023				
	Stage I	Stage II	Stage III	Total
Performing				
High grade	35,618.72	-	-	35,618.72
Standard grade	-	7.54	-	7.54
Sub-standard grade	-	-	-	-
Non-performing				
Individually impaired	-	-	1.79	1.79
	35,618.72	7.54	1.79	35,628.05
As at March 31, 2022				
	Stage I	Stage II	Stage III	Total
Performing				
High grade	29,608.46	-	-	29,608.46
Standard grade	-	1.41	-	1.41
Non-performing				
Individually impaired	-	-	1.59	1.59
	29,608.46	1.41	1.59	29,611.46
As at March 31, 2021				
	Stage I	Stage II	Stage III	Total
Performing				
High grade	14,292.17	-	-	14,292.17
Standard grade	-	590.18	-	590.18
Sub-standard grade	-	-	-	-
Non-performing				
Individually impaired	-	-	(0.00)	(0.00)
	14,292.17	590.18	(0.00)	14,882.35

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Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

The following disclosure provides stage wise reconciliation of the Group's gross carrying amount and ECL allowances for loans and advances to corporates and retail customers. The transfers of financial assets represents the impact of stage transfers upon the gross carrying amount and associated allowance for ECL. The net remeasurement of ECL arising from stage transfers represents the increase or decrease due to these transfers.

The 'New assets originated /repayments received (net)' represent the gross carrying amount and associated allowance ECL impact from transactions i.e. new lending, further disbursements, repayments and interest accrual on loans.

b Reconciliation / movement for the year ended March 31, 2023

Particulars	Non credit impaired				Credit impaired		Total	
	Stage I		Stage II		Stage III			
	Gross Carrying Amount	Allowance for ECL	Gross carrying Amount	Allowance for ECL	Gross carrying Amount	Allowance for ECL	Gross carrying Amount	Allowance for ECL
Opening balance	29,608.46	79.22	1.41	0.01	1.59	1.59	29,611.46	80.82
Transfer of financial assets								
Stage I to Stage II	(6.43)	(0.03)	6.43	0.03	-	-	-	-
Stage II to Stage I	1.41	0.01	(1.41)	(0.01)	-	-	-	-
New assets originated /repayments received (net)	6,015.28	13.67	1.11	-	0.20	0.20	6,016.59	13.87
Closing balance	35,618.72	92.87	7.54	0.03	1.79	1.79	35,628.05	94.69

Reconciliation / movement for the year ended March 31, 2022

Particulars	Non credit impaired				Credit impaired		Total	
	Stage I		Stage II		Stage III			
	Gross Carrying Amount	Allowance for ECL	Gross carrying Amount	Allowance for ECL	Gross carrying Amount	Allowance for ECL	Gross carrying Amount	Allowance for ECL
Opening balance	14,292.17	47.41	590.18	2.36	(0.00)	-	14,882.35	49.77
Transfer of financial assets								
Stage II to Stage I	532.58	2.13	(532.58)	(2.13)	-	-	-	-
New assets originated /repayments received (net)	14,783.71	29.68	(56.19)	(0.22)	1.59	1.59	14,729.11	31.05
Closing balance	29,608.46	79.22	1.41	0.01	1.59	1.59	29,611.46	80.82

Reconciliation / movement for the year ended March 31, 2021

Particulars	Non credit impaired				Credit impaired		Total	
	Stage I		Stage II		Stage III			
	Gross Carrying Amount	Allowance for ECL	Gross carrying Amount	Allowance for ECL	Gross carrying Amount	Allowance for ECL	Gross carrying Amount	Allowance for ECL
Opening balance	7,167.22	25.73	147.27	0.59	45.64	29.67	7,360.13	55.99
Transfer of financial assets:								
Stage I to Stage II	(105.33)	(0.42)	105.33	0.42	-	-	-	-
Stage II to Stage I	82.05	0.33	(82.05)	(0.33)	-	-	-	-
New assets originated /repayments received (net)	6,567.62	21.27	419.63	1.68	0.29	16.26	6,987.54	39.21
Reduction on account of sale of subsidiary	(464.13)	(0.66)	-	-	(45.93)	(45.93)	(510.06)	(46.59)
Additions on account of purchase of subsidiary	1,044.74	1.16	-	-	-	-	1,044.74	1.16
Closing balance	14,292.17	47.41	590.18	2.36	(0.00)	-	14,882.35	49.77

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

15. Investments

As at March 31, 2023	At amortised cost (1)	At fair value				At cost (Associates) (6)	Total (7) = (1+5+6)
		Through OCI (2)	Through P&L (3)	Designated at fair value through profit or loss (4)	Subtotal 5 = (2+3+4)		
Equity shares	-	-	-	-	-	281.19	281.19
Units of AIF	-	-	209.65	-	209.65	-	209.65
Preference shares	226.58	-	-	-	-	-	226.58
Units of Trust	-	-	3.60	-	3.60	-	3.60
Government securities	975.64	-	-	-	-	-	975.64
TOTAL - gross (A)	1,202.22	-	213.25	-	213.25	281.19	1,696.66
(i) Investments outside India	-	-	-	-	-	-	-
(ii) Investment in India	1,202.22	-	213.25	-	213.25	281.19	1,696.66
Total (B)	1,202.22	-	213.25	-	213.25	281.19	1,696.66
Less: allowance for impairment (C)	-	-	-	-	-	-	-
Total net (A-C)	1,202.22	-	213.25	-	213.25	281.19	1,696.66

As at March 31, 2022	At amortised cost (1)	At fair value				At cost (Associates) (6)	Total (7) = (1+5+6)
		Through OCI (2)	Through P&L (3)	Designated at fair value through profit or loss (4)	Subtotal 5 = (2+3+4)		
Equity shares	-	-	-	-	-	271.80	271.80
Units of AIF	-	-	189.40	-	189.40	-	189.40
Preference shares	240.77	-	-	-	-	-	240.77
TOTAL - gross (A)	240.77	-	189.40	-	189.40	271.80	701.97
(i) Investments outside India	-	-	-	-	-	-	-
(ii) Investment in India	240.77	-	189.40	-	189.40	271.80	701.97
Total (B)	240.77	-	189.40	-	189.40	271.80	701.97
Less: allowance for impairment (C)	-	-	-	-	-	-	-
Total net (A-C)	240.77	-	189.40	-	189.40	271.80	701.97

As at March 31, 2021	At amortised cost (1)	At fair value				At cost (Associates and others) (6)	Total (7) = (1+5+6)
		Through OCI (2)	Through P&L (3)	Designated at fair value through profit or loss (4)	Subtotal 5 = (2+3+4)		
Equity shares (including assets held for distribution. Refer note 60)	-	-	-	-	-	6,562.93	6,562.93
Units of AIF	-	-	-	-	-	-	-
Preference shares	-	-	-	-	-	-	-
TOTAL - gross (A)	-	-	-	-	-	6,562.93	6,562.93
(i) Investments outside India	-	-	-	-	-	-	-
(ii) Investment in India	-	-	-	-	-	6,562.93	6,562.93
Total (B)	-	-	-	-	-	6,562.93	6,562.93
Less: allowance for impairment (C) (including assets held for distribution. Refer note 60)	-	-	-	-	-	6,316.32	6,316.32
Total Net (A-C)	-	-	-	-	-	246.61	246.61

Notes:

- 1) Please refer note 15.B - Investment details for further details
- 2) Please refer note 52 - Fair value measurement for valuation methodology

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15. Investments

15.A Investments in equity shares of associate companies:

Investment in associates is accounted for using the equity method in the restated consolidated financial information. The following table illustrates the summarised financial information of Company's investment in Associate entities.

Particulars	Nuvama Custodial Services Limited (Edelweiss Capital Services Limited)			Edelweiss Asset Reconstruction Company Limited
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	As at March 26, 2021
Total financial assets	1,374.22	2,541.80	508.73	61,234.79
Total non-financial assets	53.04	29.61	0.30	461.46
Total assets (A)	1,427.26	2,571.41	509.03	61,696.25
Total financial liabilities	841.38	2,006.82	0.66	38,520.11
Total non-financial liabilities	12.03	9.90	4.60	1,101.19
Total liabilities (B)	853.41	2,016.72	5.26	39,621.30
Net worth (A-B)	573.85	554.69	503.77	22,074.95
% share in equity	49%	49%	49%	26.18%
Share in equity (Rs.in million)	281.19	271.80	246.61	5,779.22
Gross carrying amount of the investment	281.19	271.80	246.61	5,779.22

Particulars	Nuvama Custodial Services Limited (Edelweiss Capital Services Limited)			Edelweiss Asset Reconstruction Company Limited
	For the year ended	For the year ended	For the year ended	For the period ended
	March 31, 2023	March 31, 2022	March 31, 2021	March 26, 2021
Total income	389.03	180.15	1.47	9,412.12
Total expenses	365.02	157.17	17.50	7,081.02
Profit before tax	24.01	22.98	(16.03)	2,331.10
Tax expense	4.56	2.51	-	589.66
Profit/(Loss) for the year	19.45	20.47	(16.03)	1,741.44
Other Comprehensive Income	(0.61)	(0.30)	(0.20)	0.89
Total Comprehensive Income	18.84	20.17	(16.23)	1,742.33
Share of Company	9.23	9.88	(0.93)	454.93

Note:

1) Nuvama Custodial Services Limited (Edelweiss Capital Services Limited) is into the business of custodian of securities and designated depository participants and operates primarily out of Mumbai.

2) Edelweiss Asset Reconstruction Company Limited is registered with Reserve Bank of India as a Securitisation and Asset Reconstruction Company under the Securitisation and Reconstruction of Financial Asset and Enforcement of Security Interest Act, 2002 and operates primarily out of Mumbai.

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(Currency: Indian rupees in million)

15.B Investments
Equity shares (fully paid up) - at cost
(a) Equity instruments of associate companies

Nuvama Custodial Services Limited (Edelweiss Capital Services Limited)

Edelweiss Asset Reconstruction Company Limited*

Less : Diminution in value of investments (Refer note 66)*

Less : Reduction due to composite scheme of arrangement (Refer note 58.1)*

(b) Equity instruments of other companies

Edelweiss Alternative Asset Advisors Pte. Ltd.*

Less : Diminution in value of investments (Refer note 66)*

ECL Finance Limited

Edelweiss Finvest Private Limited

Edelweiss Alternative Asset Advisors Limited*

Less : Diminution in value of investments (Refer note 66)*

Less : Reduction due to composite scheme of arrangement (Refer note 58.1)*

As at March 31, 2023			As at March 31, 2022			As at March 31, 2021		
Face Value	Quantity	Amount	Face Value	Quantity	Amount	Face Value	Quantity	Amount
10	26,950,000	281.19	10	26,950,000	271.80	10	25,480,000	246.61
-	-	-	10	68,909,148	5,779.22	10	68,909,148	5,779.22
		-			-			(5,779.22)
		-			(5,779.22)			-
		-			-	SGD 1	Class A - 9,230,000 Class B - 95	537.05
		-			-	-	-	(537.05)
		-			-			-
		-	10	1,044,884	0.05	10	1,044,884	0.05
		-			-			(0.05)
		-			(0.05)			-
Total (A)		281.19			271.80			246.61
10.00	9,375,829	125.52	10.00	9,654,775	117.23			-
10.00	2,379,484	31.10	10.00	2,379,484	31.23			-
10.00	2,424,556	27.44	10.00	2,424,556	28.25			-
10.00	1,953,291	20.56	10.00	1,249,900	12.69			-
10.00	500,000	5.03			-			-
Total (B)		209.65			189.40			-
10.00	360,000	3.60			-			-
Total (C)		3.60			-			-
10.00	23,500,000	226.58	10.00	23,500,000	240.77			-
Total (C)		226.58			240.77			-
100	5,000,000	484.18			-			-
100	5,000,000	491.46			-			-
Total (D)		975.64			-			-
Total (A+B+C+D)		1,696.66			701.97			246.61

* Represents Assets held for distribution (Refer note 60)

Note:

1) Please refer note 52 - Fair value measurement for valuation methodologies for investments

2) Edelweiss Financial Services Limited (EFSL), erstwhile holding company, had issued and allotted debentures and in consideration of the debenture holders agreeing to subscribe to the debentures, the Group's investment into 68,909,148 equity shares of Edelweiss Asset Reconstruction Company Limited (Pledged Shares) are pledged by EFSL with Catalyst Trusteeship Limited (the Debenture Trustee). Further, the obligation of the Group with respect to the same shall be limited to the value of the Pledged Shares in accordance with the terms of Pledge Agreement entered on March 15, 2021.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
16. Other financial assets			
(Unsecured considered good, unless stated otherwise)			
Receivable from exchange /clearing house (net)	1,678.66	810.01	1,255.30
Margin placed with broker	81.03	1,899.51	18.23
Deposits placed with/ for exchange/ depositories	1,385.65	578.98	2,576.81
Rental deposits	381.36	273.99	114.05
Deposits- others	18.81	13.55	15.66
Accrued interest on margin	-	0.05	-
CBLO - Lending	-	499.82	-
Advances recoverable in cash or for value to be received	102.89	146.22	150.59
Other assets	2.92	-	-
Receivable on account of composite scheme of arrangement (Refer note below)	-	81.77	-
	3,651.32	4,303.90	4,130.64

Note:

Receivable of Rs 81.77 million as at March 31, 2022 pertained to the cash & bank balance of Wealth Management Business undertaking demerged from the Edelweiss Global Wealth Management Limited ("EGWML") into the Company. Since the said amount is received subsequently on April 28, 2022 by the Company, it is shown as receivable from EGWML pursuant to composite scheme of arrangement (Refer note 58).

17. Current tax assets (net)

Advance income taxes (net of provision for income tax)	570.78	740.34	437.74
	570.78	740.34	437.74

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
18. Deferred tax assets (net)			
Deferred tax assets			
<u>Trade receivables and Loans</u>			
Expected credit loss	88.13	65.13	57.51
Unamortised processing fees - EIR on lending	18.73	13.86	15.82
<u>Employee benefit obligations</u>			
Disallowances under section 43B of the Income tax act, 1961	23.85	17.34	21.46
<u>Unused tax losses</u>			
Accumulated losses	-	19.86	332.72
MAT credit entitlement	-	-	112.30
<u>Investments and other financial instruments</u>			
Fair valuation - Derivative financial instruments	41.98	20.44	10.79
Fair valuation - Investments and securities held for trading	-	-	0.08
<u>Property, plant and equipment and intangibles</u>			
Difference between book and tax depreciation	90.67	66.25	66.34
<u>Leases</u>			
Right to Use Assets (net of lease liabilities)	43.06	32.03	35.59
<u>Disallowances under section 35DD of the Income tax act, 1961</u>	8.97	-	-
<u>Others</u>	0.47	4.60	10.78
	315.86	239.51	663.39
Deferred tax liabilities			
<u>Property, plant and equipment and intangibles</u>			
Revaluation of Property, plant, equipment	102.73	108.49	115.40
<u>Investments and other financial instruments</u>			
Fair valuation - Derivative financial instruments	62.53	42.57	14.73
Fair valuation - Investments and securities held for trading	89.54	59.95	8.97
<u>Borrowings</u>			
Effective interest rate on borrowings	55.57	19.85	0.11
	310.37	230.86	139.21
	5.49	8.65	524.18

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**Annexure VI: Notes to restated consolidated financial information**

(Currency: Indian rupees in million)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
19. Investment property			
Gross book value - opening balance	158.53	-	-
Add: Property acquired during the year	-	158.53	-
Less: Accumulated depreciation	11.19	3.43	-
Net book value	147.34	155.10	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

20. Property, plant and equipment and intangible assets

Particulars	Property, plant and equipment								Other Intangible Assets		
	Building	Leasehold improvements	Furniture and Fixtures	Vehicles	Office equipment	Computers	Right to Use Assets	Total	Computer Software	Management rights	Total
<u>Cost:</u>											
As at April 1, 2020	665.29	35.48	9.02	18.18	10.35	241.12	212.85	1,192.29	146.12	-	146.12
Additions	-	4.36	3.78	-	1.96	140.23	45.06	195.39	59.11	-	59.11
Additions on account of acquisition of subsidiary (refer note 55a)	-	70.64	25.99	12.39	58.73	224.00	752.49	1,144.24	225.95	47.50	273.45
Disposals	-	(53.87)	(10.68)	(6.08)	(15.86)	(69.94)	(357.61)	(514.04)	(1.36)	-	(1.36)
Sale of subsidiary	-	-	(0.11)	(4.06)	(3.19)	(10.57)	(3.88)	(21.81)	(25.18)	(47.50)	(72.68)
Assets included in a disposal group classified as held for sale (refer note 60)	-	-	-	-	-	(6.82)	-	(6.82)	(82.50)	-	(82.50)
Addition due to composite scheme of arrangement (refer note 58.2)	-	7.40	1.25	4.31	3.25	3.98	19.96	40.15	576.86	-	576.86
As at March 31, 2021	665.29	64.01	29.25	24.74	55.24	522.00	668.87	2,029.40	899.00	-	899.00
Additions	33.03	17.03	2.44	-	6.43	106.43	800.34	965.70	231.65	14.13	245.78
Disposals	-	(8.64)	(3.72)	(16.10)	(9.12)	(50.37)	(91.57)	(179.52)	(232.49)	-	(232.49)
Reduction due to composite scheme of arrangement (refer note 58.1)	-	-	-	-	-	(0.06)	-	(0.06)	-	-	-
As at March 31, 2022	698.32	72.40	27.97	8.64	52.55	578.00	1,377.64	2,815.52	898.16	14.13	912.29
Additions	-	232.15	2.89	-	23.49	242.82	1,043.39	1,544.74	161.94	-	161.94
Additions on account of acquisition of subsidiary (refer note 55a)	-	-	-	-	0.01	0.34	-	0.35	16.63	-	16.63
Disposals	-	(2.13)	(0.91)	(5.77)	(1.03)	(168.78)	(354.95)	(533.57)	0.53	-	0.53
As at March 31, 2023	698.32	302.42	29.95	2.87	75.02	652.38	2,066.08	3,827.04	1,077.26	14.13	1,091.39

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

20. Property, plant and equipment and intangible assets

Particulars	Property, plant and equipment								Other Intangible Assets		
	Building	Leasehold improvements	Furniture and Fixtures	Vehicles	Office equipment	Computers	Right to Use Assets	Total	Computer Software	Management rights	Total
<u>Depreciation and Impairment:</u>											
As at April 1, 2020	0.23	9.88	1.96	10.53	3.03	105.19	46.12	176.94	86.18	-	86.18
Depreciation/Amortisation/ Impairment for the year	37.56	17.54	6.01	4.38	11.62	163.46	136.81	377.38	111.24	12.49	123.73
Additions on account of acquisition of subsidiary (refer note 55a)	-	19.44	8.68	7.45	35.93	158.06	150.27	379.83	144.15	35.01	179.16
Disposals	-	(29.95)	(5.83)	(5.07)	(11.34)	(62.18)	(65.90)	(180.27)	(1.29)	-	(1.29)
Sale of subsidiary	-	-	(0.03)	(3.12)	(2.63)	(7.76)	(0.68)	(14.22)	(14.23)	(47.50)	(61.73)
Assets included in a disposal group classified as held for sale (refer note 60)	-	-	-	-	-	(5.04)	-	(5.04)	(48.18)	-	(48.18)
Addition due to composite scheme of arrangement (refer note 58.2)	-	4.98	0.51	3.67	2.16	3.31	19.70	34.33	261.34	-	261.34
As at March 31, 2021	37.79	21.89	11.30	17.84	38.77	355.04	286.32	768.95	539.21	-	539.21
Depreciation/Amortisation/ Impairment for the year	49.20	16.39	4.77	1.45	7.98	166.93	261.77	508.49	199.01	2.31	201.32
Disposals	-	(5.75)	(2.18)	(12.04)	(7.98)	(45.79)	(19.76)	(93.50)	(229.14)	-	(229.14)
Reduction due to composite scheme of arrangement (refer note 58.1)	-	-	-	-	-	(0.05)	-	(0.05)	-	-	-
As at March 31, 2022	86.99	32.53	13.89	7.25	38.77	476.13	528.33	1,183.89	509.08	2.31	511.39
Depreciation/Amortisation/ Impairment for the year	34.39	25.48	4.55	0.25	9.11	159.40	372.45	605.63	269.60	2.83	272.43
Additions on account of acquisition of subsidiary (refer note 55a)	-	-	-	-	0.01	0.31	-	0.32	4.58	-	4.58
Disposals	-	(2.59)	(0.67)	(5.02)	(0.96)	(155.64)	(88.17)	(253.05)	0.53	-	0.53
As at March 31, 2023	121.38	55.42	17.77	2.48	46.93	480.20	812.61	1,536.79	783.79	5.14	788.93
<u>Net Book Value</u>											
As at March 31, 2021	627.50	42.12	17.95	6.90	16.47	166.96	382.55	1,260.45	359.79	-	359.79
As at March 31, 2022	611.33	39.87	14.08	1.39	13.78	101.87	849.31	1,631.63	389.08	11.82	400.90
As at March 31, 2023	576.94	247.00	12.18	0.39	28.09	172.18	1,253.47	2,290.25	293.47	8.99	302.46

Note:

- During FY 2020-21 Nuvama Clearing Services Ltd (Formerly known as Edelweiss Custodial Services Ltd) (NCSL), a wholly owned subsidiary of the Company, had challenged an order by an investigating agency marking lien on its Clearing Bank account before the 47th Additional Chief Metropolitan Magistrate Court, Mumbai. Since the investigation against the trading member, for which NCSL was a clearing member, was under process, the Court contended that it had no objection to setting aside the lien order issued by investigating agency, upon NCSL providing an undertaking to keep sufficient assets unencumbered amounting to Rs. 4606.90 million. NCSL had then provided an undertaking to keep the assets (Building) amounting to Rs. 662.56 million belonging to the Company unencumbered. The Hon'ble Court had set aside the lien order. The original Misc. Application filed by NCSL before 47th Additional Chief Metropolitan Magistrate's Court at Esplanade, Mumbai has now been transferred to the City Civil & Sessions Court under M.P.I.D. Act and the matter has been listed for further hearing. NCSL has assessed such liability to be remote and accordingly, as per the Company there is no adjustment required in the consolidated financial information for the year ended March 31, 2023
- Charge on a class of asset (i.e. building) gross block to the extent of ₹ 2.73 million (as at March 31, 2022 ₹ 2.73 million, March 31, 2021 ₹ 2.73 million) against secured redeemable non-convertible debentures.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

21. Capital work in progress

a. Ageing schedule

As at March 31, 2023	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

As at March 31, 2022	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

As at March 31, 2021	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	0.46	-	-	-	0.46
Total	0.46	-	-	-	0.46

b. Projects whose completion is overdue or had exceeded its cost compared to its original plan

As at March 31, 2023	To be completed in				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

As at March 31, 2022	To be completed in				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

As at March 31, 2021	To be completed in				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

22. Intangible assets under development

a. Ageing schedule

As at March 31, 2023	Amount in Intangible asset under development for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	159.64	91.29	-	-	250.93
Total	159.64	91.29	-	-	250.93

As at March 31, 2022	Amount in Intangible asset under development for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	138.63	21.20	8.67	9.09	177.59
Total	138.63	21.20	8.67	9.09	177.59

As at March 31, 2021	Amount in Intangible asset under development for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	71.69	65.05	86.73	-	223.47
Total	71.69	65.05	86.73	-	223.47

b. Projects whose completion is overdue or had exceeded its cost compared to its original plan

As at March 31, 2023	To be completed in				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	243.47	-	-	-	243.47
Total	243.47	-	-	-	243.47

As at March 31, 2022	To be completed in				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	151.40	-	-	-	151.40
Total	151.40	-	-	-	151.40

As at March 31, 2021	To be completed in				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	183.38	38.97	-	-	222.35
Total	183.38	38.97	-	-	222.35

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
23. Other non-financial assets			
(Unsecured considered good, unless stated otherwise)			
Input tax credit	68.67	53.30	20.73
Advances to others	467.48	467.48	468.18
Capital Advances	-	66.92	125.74
Other deposits	9.55	11.47	10.36
Contribution to gratuity fund (net)	18.75	6.15	1.07
Prepaid expenses	239.25	170.73	117.69
Vendor advances	171.60	80.31	22.59
Advances to employees	3.52	2.96	3.15
Others	224.39	9.02	9.01
	1,203.21	868.34	778.52
24. Trade Payables			
Trade payables	17,565.91	16,378.63	11,702.70
(refer note 50 for related party disclosure)			
	17,565.91	16,378.63	11,702.70

24.A Details of dues to micro and small enterprises

Trade Payables includes Rs. 80.73 million (March 31, 2022: Rs. 51 million, March 31, 2021 : Rs. 17.25 million) payable to “Suppliers” registered under the Micro, Small and Medium Enterprises Development Act, 2006. No interest has been paid / is payable by the Group during the year to “Suppliers” registered under this act. The aforementioned is based on the responses received by the Group to its inquiries with suppliers with regard to applicability under the said Act.

24.B Trade payables ageing

As at March 31, 2023	Outstanding for following periods from due date of transaction					
	Unbilled	Upto 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	73.84	6.89	-	-	-	80.73
Others	1,773.52	15,664.84	24.06	5.88	15.69	17,483.99
Disputed dues - Others	-	1.02	0.17	-	-	1.19
Total	1,847.36	15,672.75	24.23	5.88	15.69	17,565.91

As at March 31, 2022	Outstanding for following periods from due date of transaction					
	Unbilled	Upto 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	50.14	0.86	-	-	-	51.00
Others	1,302.05	14,955.85	59.29	2.40	8.04	16,327.63
Total	1,352.19	14,956.71	59.29	2.40	8.04	16,378.63

As at March 31, 2021	Outstanding for following periods from due date of transaction					
	Unbilled	Upto 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	13.62	3.63	-	-	-	17.25
Others	593.89	11,069.79	8.80	2.83	10.14	11,685.45
Total	607.51	11,073.42	8.80	2.83	10.14	11,702.70

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Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
25. Debt securities			
(at amortised cost)			
(Refer Note 25.A and 25.B)			
Redeemable non-convertible debentures - secured			
Public issue	4,370.13	1,737.92	2,210.05
Market linked debentures	31,211.87	19,757.97	8,055.42
Commercial papers - unsecured	11,165.00	10,650.00	-
Less: Unamortised discount	(194.99)	(118.46)	-
	10,970.01	10,531.54	-
Total	46,552.01	32,027.43	10,265.47
Debt securities in India	46,552.01	32,027.43	10,265.47
Debt securities outside India	-	-	-
Total	46,552.01	32,027.43	10,265.47

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

25.A Maturity profile and rate of interest of debt securities are set out below:

Redeemable non-convertible debentures - secured

Month	As at March 31, 2023					Month	As at March 31, 2022				
	Rate of Interest				Grand total		Rate of Interest			Grand total	
	8% - 9%	9% - 10%	10% - 11%	MLD*			9% - 10%	10% - 11%	MLD*		
May 2023	-	-	-	1,068.75	1,068.75	May 2022	-	-	21.32	21.32	
Jun 2023	-	-	-	1,466.81	1,466.81	Aug 2022	-	-	1,018.85	1,018.85	
Aug 2023	-	-	-	131.55	131.55	Oct 2022	-	-	161.02	161.02	
Dec 2023	-	-	-	1,665.94	1,665.94	Dec 2022	-	-	3,166.29	3,166.29	
Jan 2024	-	-	-	870.83	870.83	Feb 2023	351.31	-	283.18	634.49	
Feb 2024	-	-	-	139.19	139.19	May 2023	-	-	2,232.33	2,232.33	
Mar 2024	-	-	-	2,231.19	2,231.19	Jun 2023	-	-	1,382.95	1,382.95	
Apr 2024	-	-	-	239.86	239.86	Aug 2023	-	-	122.25	122.25	
May 2024	-	-	-	167.64	167.64	Dec 2023	-	-	1,479.36	1,479.36	
Jul 2024	419.88	-	-	1,127.30	1,547.18	Jan 2024	-	-	747.23	747.23	
Aug 2024	-	-	-	561.69	561.69	Feb 2024	-	-	126.32	126.32	
Sep 2024	-	-	-	868.27	868.27	Mar 2024	-	-	894.51	894.51	
Jan 2025	-	-	-	35.03	35.03	Aug 2024	-	-	518.31	518.31	
Feb 2025	-	443.93	401.49	-	845.42	Sep 2024	-	-	578.51	578.51	
Mar 2025	-	-	-	430.67	430.67	Jan 2025	-	-	31.92	31.92	
Apr 2025	-	-	-	2,057.97	2,057.97	Feb 2025	443.91	401.49	-	845.40	
May 2025	-	-	-	1,029.04	1,029.04	Mar 2025	-	-	288.41	288.41	
Jun 2025	-	-	-	1,555.36	1,555.36	Apr 2025	-	-	1,887.45	1,887.45	
Jul 2025	535.86	679.33	-	2,352.85	3,568.04	May 2025	-	-	941.19	941.19	
Aug 2025	-	-	-	2,490.46	2,490.46	Jun 2025	-	-	1,358.77	1,358.77	
Sep 2025	-	-	-	1,705.90	1,705.90	Jul 2025	-	-	2,093.31	2,093.31	
Oct 2025	-	-	-	1,857.54	1,857.54	Aug 2025	-	-	396.64	396.64	
Nov 2025	-	-	-	1,536.08	1,536.08	Jul 2026	-	-	-	-	
Dec 2025	-	-	-	1,318.54	1,318.54	Dec 2026	-	-	27.85	27.85	
Jan 2026	-	-	-	556.47	556.47	Feb 2030	263.38	276.34	-	539.72	
Apr 2026	-	-	-	387.26	387.26						
May 2026	-	-	-	1,424.52	1,424.52						
Jun 2026	-	-	-	855.19	855.19						
Jul 2026	-	-	-	1,020.82	1,020.82						
Aug 2026	-	-	-	16.87	16.87						
Dec 2026	-	-	-	31.77	31.77						
Jul 2027	-	812.56	-	-	812.56						
Feb 2030	-	262.96	265.63	-	528.59						
Jul 2032	-	477.32	-	-	477.32						
955.742,676.10667.1231,211.8735,510.83						1,058.60677.8319,757.9721,494.40					
Add: interest accrued **148.31						51.89					
Less: unamortised issuance cost(77.14)						(50.40)					
35,582.00						21,495.89					

Month	As at March 31, 2021			
	Rate of Interest			Grand total
	9% - 10%	10% - 11%	MLD*	
Apr 2021	-	-	83.63	83.63
May 2021	-	-	51.36	51.36
Jun 2021	-	-	511.02	511.02
Jul 2021	-	-	142.15	142.15
Aug 2021	482.45	-	21.10	503.55
Sep 2021	-	-	1,160.31	1,160.31
Feb 2022	-	-	1,785.05	1,785.05
Mar 2022	-	-	362.20	362.20
Aug 2022	-	-	497.87	497.87
Oct 2022	-	-	135.05	135.05
Dec 2022	-	-	1,582.95	1,582.95
Feb 2023	351.52	-	254.88	606.40
Jun 2023	-	-	60.30	60.30
Feb 2024	-	-	111.76	111.76
Mar 2024	-	-	29.11	29.11
Feb 2025	443.93	401.49	-	845.42
Jul 2026	-	-	1,175.09	1,175.09
Dec 2026	-	-	25.00	25.00
Feb 2030	263.41	276.34	-	539.75
Apr 2030	-	-	14.80	14.80
	1,541.31	677.83	8,003.63	10,222.77
Add: interest accrued **				59.84
Less: unamortised issuance cost				(17.14)
				10,265.47

* MLD represents market linked debentures. The interest rate is linked to the performance of the underlying benchmark and is fluctuating in nature.

** Interest accrued and payable on interest payment date for respective ISINs.

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

25.A Maturity profile and rate of interest of debt securities are set out below:
Commercial papers - unsecured

Month	As at March 31, 2023			
	Rate of Interest			Grand total
	7% - 8%	8% - 9%	9% - 10%	
Apr 2023	50.00	500.00	500.00	1,050.00
May 2023	105.00	2,250.00	1,700.00	4,055.00
Jun 2023	100.00	60.00	3,500.00	3,660.00
Jul 2023	150.00	-	1,500.00	1,650.00
Nov 2023	200.00	-	-	200.00
Feb 2024	-	500.00	-	500.00
Mar 2024	-	50.00	-	50.00
	605.00	3,360.00	7,200.00	11,165.00

Less: unamortised discount

(194.99)

10,970.01

Month	As at March 31, 2022			
	Rate of Interest			Grand total
	5% - 6%	7% - 8%	8% - 9%	
Apr 2022	3,350.00	-	-	3,350.00
May 2022	6,000.00	-	-	6,000.00
Jul 2022	-	100.00	-	100.00
Oct 2022	-	-	550.00	550.00
Dec 2022	-	100.00	50.00	150.00
Jan 2023	-	-	-	-
Feb 2023	-	-	500.00	500.00
Mar 2023	-	-	-	-
Apr 2023	-	-	-	-
May 2023	-	-	-	-
Jun 2023	-	-	-	-
	9,350.00	200.00	1,100.00	10,650.00

(118.46)

10,531.54
25.B Details of securities:
Redeemable non-convertible debentures - secured

The issue proceeds of Non-Convertible Debentures (NCDs) issued by the Group are being utilized as per the objects stated in the offer document. Further, there have been no deviations in the use of proceeds of issue of NCDs from the objects stated in the offer document.

All secured & redeemable debt securities issued by the Group and outstanding as on reporting date are fully secured by first charge / pari passu charge, as the case may be, on the property and on present & future receivables, book debts, loans and other financial & non- financial assets. Accordingly, the Group is maintaining asset cover of 1x or such higher asset cover required as per the terms of offer document/Information Memorandum.

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(Currency: Indian rupees in million)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
26. Borrowings other than debt securities (at amortised cost)			
Secured			
Working capital demand loan	2,226.01	1,257.75	-
[Secured by charge on receivables, fixed deposits and corporate guarantee from Company]			
(Interest rate ranging from 7.50% to 10.25% p.a. for March 31, 2023)			
(Interest rate ranging from 6.75% to 9.50% p.a. for March 31, 2022)			
Collateralised borrowing and lending obligation and Clearcorp repo order matching system	4,208.57	1,059.63	-
(Secured by pledge of Government securities and Treasury-bills)			
(For March 31, 2023, repayable on April 03, 2023 Interest payable in range of 6.75% to 8.00%)			
(Repayable on April 04, 2022 Interest payable in range of 3.70% to 3.95%)			
Unsecured			
Loan from related parties			
(Repayable on demand, at Interest rate ranging @ 9.25% p.a. to 11.57% p.a. for March 31, 2021)	-	-	3,850.69
Bank Overdraft	792.44	790.15	-
(Interest rate at 8.60% p.a. for March 31, 2023)			
(Interest rate at 7.25% p.a. for March 31, 2022)			
Working capital demand loan	200.72	201.15	-
(Interest rate at 8.20% for March 31, 2023)			
(Interest rate at 6.75% for March 31, 2022)			
Total	7,427.74	3,308.68	3,850.69
Borrowings in India	7,427.74	3,308.68	3,850.69
Borrowings from outside India	-	-	-
Total	7,427.74	3,308.68	3,850.69

Note:

The Group has filed periodic returns or statement of current assets ('returns/statements') with the banks / financial institutions in accordance with the terms of sanction. These returns/statements are inline with the books of account.

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Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
27. Subordinated liabilities (unsecured)			
(at amortised cost)			
(Refer Note 27.A)			
Redeemable preference shares	151.75	153.40	160.00
Total	151.75	153.40	160.00
Subordinated liabilities in India	151.75	153.40	160.00
Subordinated liabilities outside India	-	-	-
Total	151.75	153.40	160.00

27.A Details of subordinated liabilities:

Compulsorily convertible preference shares (CCPS)

In March 2021, the Group entered into an agreement with its CCPS holders, there by replacing the original arrangements. As per the terms of said revised agreements, in financial year ended March 31, 2021, the Group has converted the entire CCPS into 2,700,250 equity shares. In financial year ended March 31, 2021, the group has declared and paid dividend of Rs. 803.26 million to compulsory convertible preference shares holders.

Redeemable preference shares

The preference shares of the face value of Rs. 10 each were issued at the rate of Rs. 15 per share. The preference shares were allotted on July 19, 2013. The preference shares are cumulative and redeemable. The preference shares carry a cumulative dividend of 14.625%. The preference shares will be redeemed at a premium of Rs. 5 per preference share over the face value together with the unpaid dividend till the date of redemption. The preference share will be compulsorily redeemed at the end of 10 years from the date of allotment. The Group and the investor can seek the early redemption of preference shares after 5 years from the date of allotment by giving early redemption notice from May 16 to May 31, every year. In such a case, Group shall redeem preference shares within 30 days of receiving early redemption notice.

In line with the terms, during the year ended March 31, 2023, the Group has redeemed 100,000 (March 31, 2022: 401,000, March 31, 2021 : 10,973,000) preference shares basis the early redemption requests received. Consequently, as required under the Companies Act, the Group has also transferred Rs. 1 Million (March 31, 2022: Rs. 4.01 million, March 31, 2021 : Rs. 109.72 million), being face value of preference shares redeemed, to capital redemption reserve from its free reserves.

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(Currency: Indian rupees in million)

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
28. Other financial liabilities			
Accrued salaries and benefits	1,244.93	1,078.16	594.77
Payable to exchange / clearing house (net)	1.71	7,188.82	423.63
Payable to client (net)	24,519.30	21,348.46	28,709.10
Advances from customers	3,117.16	1,407.70	108.21
Deposits from sub-brokers	130.73	180.15	148.95
Retention money payable	0.81	1.60	-
Provision for short sale	141.07	-	-
Lease liabilities	1,368.59	976.96	497.24
Other payables	15.18	71.57	54.48
Accrued interest on margins	8.76	28.06	68.63
Book overdraft	-	3.75	2.53
Unclaimed dividends	-	3.45	3.45
	30,548.24	32,288.68	30,610.99
29. Current tax liabilities (net)			
Provision for taxation (net of advance tax)	200.85	91.70	214.03
	200.85	91.70	214.03
30. Provisions			
Provision for employee benefits			
Gratuity (Refer note 41.A)	61.44	90.27	77.77
Compensated leave absences	50.31	49.70	36.80
Others	9.01	9.01	9.01
	120.76	148.98	123.58
31. Other non-financial liabilities			
Statutory liabilities*	380.33	331.44	624.56
Income received in advance	527.08	442.22	25.70
Others	4.15	7.10	74.86
	911.56	780.76	725.12

* Includes withholding taxes, provident fund, profession tax and other statutory dues payables

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(Currency: Indian rupees in million)

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
32. Equity share capital						
Authorised :						
Equity shares of Rs.10 each	799,540,000	7,995.40	799,540,000	7,995.40	799,540,000	7,995.40
Preference shares of Rs. 10 each	460,000	4.60	460,000	4.60	460,000	4.60
Preference shares of Rs. 1,000 each	12,000,000	12,000	12,000,000	12,000	12,000,000	12,000
	812,000,000	20,000.00	812,000,000	20,000.00	812,000,000	20,000.00
Issued, subscribed and paid up:						
Equity shares of Rs.10 each	35,056,255	350.56	34,726,823	347.27	34,726,823	347.27
Less : Share suspense account	-	-	-	(175.56)	-	(175.56)
	35,056,255	350.56	34,726,823	171.71	34,726,823	171.71

Note:

Share suspense account represents cancellation of Equity shares of the Company held by Edelweiss Global Wealth Management Limited pursuant to the composite scheme of arrangement (Refer note 58).

A. Reconciliation of number of Equity shares

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
Equity share capital						
Balance as at beginning of the year	34,726,823	347.27	34,726,823	347.27	26,213,876	262.14
Equity shares issued for ESOPs exercised by employees	14,055	0.14	-	-	-	-
Equity shares issued during the year	-	-	-	-	8,512,947	85.13
Equity shares issued pursuant to the composite scheme of arrangement (Refer note 58.2)	100	0.00	-	-	-	-
Cancellation of Equity shares pursuant to composite scheme of arrangement (Refer note 58.2)	(17,555,986)	(175.56)	-	-	-	-
Conversion of CCDs into equity shares	17,871,263	178.71	-	-	-	-
Balance as at end of the year -A	35,056,255	350.56	34,726,823	347.27	34,726,823	347.27
Share suspense account						
Balance as at beginning of the year	17,555,886	175.56	17,555,986	175.56	-	-
Equity shares held by Edelweiss Global Wealth Management Limited to be cancelled (Refer note 58.2)	-	-	-	-	17,555,986	175.56
Cancellation of Equity shares pursuant to composite scheme of arrangement (Refer note 58.2)	(17,555,986)	(175.56)	-	-	-	-
Equity shares to be issued pursuant to the composite scheme of arrangement (Refer note 58.2)	-	-	(100.00)	-	-	-
Equity shares issued pursuant to the composite scheme of arrangement (Refer note 58.2)	100	-	-	-	-	-
Balance as at end of the year -B	-	-	17,555,886	175.56	17,555,986	175.56
Net (A-B)	35,056,255	350.56	17,170,937	171.71	17,170,837	171.71

Note:

- During the year ended March 31, 2021, the Company had issued 8,512,947 fully paid-up equity shares of ₹ 10 each for aggregate consideration of ₹ 10,001.11 million. Out of which 2,700,250 fully paid equity shares of ₹ 10 each for aggregate consideration of ₹ 2,944.05 million were issued in lieu of conversion of Compulsory Convertible Preference Shares.
- The Company had issued 100 equity shares of Rs 10 each on April 27, 2022 to Edelweiss Financial Services Limited as a consideration for transfer of Wealth Management Business Undertaking to the Company.
- 17,555,986 equity shares of Rs 10 each held by Edelweiss Global Wealth Management Limited in the Company had been extinguished and cancelled on April 26, 2022.
- On May 10, 2022, the Company had issued 17,871,263 equity shares of Rs 10 each on account of conversion of its entire compulsory convertible debentures of Rs 22,439.88 million.

B. Terms/rights attached to Equity shares :

The Company has only one class of Equity shares having a par value of ₹ 10 per share. Each holder of Equity shares is entitled to one vote per share held.

In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, if any, in proportion to the number of Equity shares held by the shareholders.

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C. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No of shares	% holding	No of shares	% holding	No of shares	% holding
Ultimate Holding Company						
PAGAC Ecstasy Pte. Ltd (including shares held by the nominees)	-	0.00%	1,836,082	5.29%	3,670,537	17.29%
Holding company						
PAGAC Ecstasy Pte. Ltd (including shares held by the nominees)	19,392,068	55.32%	-	0.00%	-	0.00%
Edelweiss Global Wealth Management Limited*	-	0.00%	17,555,986	50.55%	17,555,986	82.71%
Others						
Asia Pragati Strategic Investment Fund	315,277	0.90%	-	0.00%	-	0.00%
	19,707,345	56.22%	19,392,068	55.84%	21,226,523	100.00%

D. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No of shares	% holding	No of shares	% holding	No of shares	% holding
Ultimate Holding Company						
PAGAC Ecstasy Pte. Ltd (including shares held by the nominees)	-	0.00%	1,836,082	5.29%	3,670,537	10.57%
Holding company						
PAGAC Ecstasy Pte. Ltd (including shares held by the nominees)	19,392,068	55.32%	-	0.00%	-	0.00%
Edelweiss Global Wealth Management Limited*	-	0.00%	17,555,986	50.55%	17,555,986	50.55%
Others						
Edelweiss Financial Services Limited	10,512,660	29.99%	13,500,300	38.88%	13,500,300	38.88%
Edel Finance Company Limited	1,834,455	5.23%	1,834,455	5.28%	-	0.00%
Ecap Equities Limited (formerly known as Edel Land Limited)	2,987,740	8.52%	-	0.00%	-	0.00%
	34,726,923	99.06%	34,726,823	100.00%	34,726,823	100.00%

E. Details of shares held by Promoters
For the financial year 2022-23

	As at March 31, 2023		change during the year	
	No of shares	% holding	% change	No . of shares
PAGAC Ecstasy Pte. Ltd (including shares held by the nominees)	19,392,068	55.32%	50.03%	17,555,986
Edelweiss Global Wealth Management Limited*	-	0.00%	-50.03%	(17,555,986)
	19,392,068	55.32%	0.00%	-

For the financial year 2021-22

	As at March 31, 2022		change during the year	
	No of shares	% holding	% change	No . of shares
PAGAC Ecstasy Pte. Ltd (including shares held by the nominees)	1,836,082	5.29%	(5.29%)	(1,834,455)
Edelweiss Global Wealth Management Limited*	17,555,986	50.55%	-	-
	19,392,068	55.84%	-5.29%	(1,834,455)

For the financial year 2020-21

	As at March 31, 2021		change during the year	
	No of shares	% holding	% change	No . of shares
PAGAC Ecstasy Pte. Ltd (including shares held by the nominees)	3,670,537	10.57%	10.57%	3,670,537
Edelweiss Global Wealth Management Limited*	17,555,986	50.55%	50.55%	17,555,986
Edelweiss Financial Services Limited (upto March 26, 2021)	13,500,300	38.88%	(61.12%)	(12,713,576)
	34,726,823	100.00%	0.00%	8,512,947

*Pursuant to the Composite scheme of arrangement, Equity Shares held by Edelweiss Global Wealth Management Limited have been cancelled on April 26, 2022 post giving effect of the Demerger of Wealth Management Business Undertaking into the Company basis effective date of accounting under Appendix C of IND AS 103 (Business Combinations of entities under common control) i.e. March 26, 2021 (Refer note 58.2).

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33. Instruments entirely equity in nature

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No of CCDs	Amount	No of CCDs	Amount	No of CCDs	Amount
Issued, subscribed and paid up:						
0.001% Compulsorily Convertible Debentures of Rs. 1000 each	-	-	22,439,875	22,439.88	22,439,875	22,439.88
	-	-	22,439,875	22,439.88	22,439,875	22,439.88

A. Reconciliation of number of CCDs

	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No of CCDs	Amount	No of CCDs	Amount	No of CCDs	Amount
Balance at the beginning of the year	22,439,875	22,439.88	22,439,875	22,439.88	-	-
CCDs issued during the year	-	-	-	-	395,875	395.88
Addition due to composite scheme of arrangement (Refer note 58.2)	-	-	-	-	22,044,000	22,044.00
Extinguishment of CCDs pursuant to the Composite scheme of arrangement	(22,044,000)	(22,044.00)	-	-	-	-
Issue of CCDs pursuant to the Composite scheme of arrangement	22,044,000	22,044.00	-	-	-	-
Conversion of CCDs into equity shares	(22,439,875)	(22,439.88)	-	-	-	-
Balance at the end of the year	-	-	22,439,875	22,439.88	22,439,875	22,439.88

Note:

- During the financial year 2020-21, the Company has issued 395,875 - 0.001% Compulsorily Convertible Debentures ('CCDs') of face value of Rs.1,000 each. These CCDs are unsecured and rank senior and superior to the holders of Equity Shares or any other Securities of the Company. These CCDs are convertible at the option of investor at any time after the issue date or upon the expiry of a period of 24 months or such other later date as may be notified by investor at its option, whichever is earlier, as per the terms of issue.
- Pursuant to the Composite scheme of arrangement, 22,044,000 Compulsorily Convertible Debentures (CCDs) held by PAGAC Ecstasy Pte Ltd (PAG) in Edelweiss Global Wealth Management Limited (EGWML) have been demerged from EGWML into the Company. On April 27, 2022, the Company has reissued 22,044,000 CCDs to PAG in lieu of CCDs held by PAG in EGWML. These CCDs shall be convertible into 17,555,986 equity shares of Rs 10 each at the option of holder of CCDs.
- Further, on May 10, 2022 the Company has converted entire 22,439,875 CCDs into 17,871,263 Equity shares of Rs. 10 each thereby crediting Equity share capital by Rs. 178.71 million and Securities premium by Rs. 22,261.17 million.

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34. Other equity

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Retained earnings	(7,089.68)	(10,080.06)	(12,208.76)
Securities premium reserve	27,206.56	4,923.02	4,923.02
Statutory reserve	261.86	118.34	28.70
Capital reserve	517.56	517.56	17.56
Deemed capital contribution - equity	146.64	148.01	148.01
Revaluation surplus	305.29	324.12	343.12
Capital redemption reserve	117.44	116.44	112.43
Foreign exchange translation reserves	73.28	26.43	9.76
General reserves	109.41	109.41	109.41
ESOP reserve	334.64	105.79	-
Debenture redemption reserve	207.83	207.83	-
Share application money pending allotment	1.02	-	-
	22,191.85	(3,483.11)	(6,516.75)

A. Nature and purpose of reserves

a. Retained earnings

Retained earnings comprises of the Group's undistributed profits after taxes.

b. Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

c. Statutory reserve

Represents reserve created in terms of Section 45-IC of The Reserve Bank of India Act, 1934, by a Non-banking financial company of a sum equivalent to not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.

d. Capital reserve

Capital reserve represents the gains of capital nature which is not freely available for distribution.

e. Deemed capital contribution - equity

Deemed capital contribution relates to share options granted to eligible employees of the Group by the erstwhile parent company under its employee share option plan.

f. Revaluation surplus

The revaluation surplus relates to the revaluation of class of asset (i.e. building).

g. Capital redemption reserve

The Group has recognised Capital redemption reserve on redemption of Redeemable preference shares.

h. Foreign exchange translation reserves

The exchange difference arising out of year end translation of Group entities having functional currency other than Indian Rupees is debited or credited to this reserve. The cumulative amount will be reclassified to statement of profit or loss when net investment will be disposed-off.

i. General reserves

Under the erstwhile Companies Act 1956, General reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. This reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

j. ESOP reserve

The employee stock options reserve represents reserve in respect of equity settled share options granted to the employees of the Group.

k. Debenture redemption reserve

Debenture redemption reserve represents reserves created as per the Companies Act, 2013 w.r.t. outstanding redeemable debentures out of free reserves. The amounts credited to the debenture redemption reserve may not be utilised except to redeem debentures. On redemption of debentures, the amount may be transferred from debenture redemption reserve to retained earnings.

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34. Other equity

B. Movement in Other equity

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
I. Retained earnings			
Opening balance	(10,080.06)	(12,208.76)	9,150.94
Add: Profit / (Loss) for the year	3,050.91	8,573.93	(4,749.83)
Add: Other comprehensive income	(15.72)	(19.07)	28.47
Add: Movement on account of loss of subsidiary	-	-	4.06
Add: Transfer from Revaluation reserve	18.83	19.00	20.55
Add: Reversal of ESOP cost	79.51	172.63	-
Add: Transfer from Deemed capital contribution - equity	1.37	-	-
Less : Reduction due to composite scheme of arrangement (Refer note 58)	-	(6,316.31)	(15,600.39)
Amount available for appropriation	(6,945.16)	(9,778.58)	(11,146.20)
Appropriations:			
Transfer to Capital redemption reserve	(1.00)	(4.01)	(109.73)
Transfer to Statutory reserve	(143.52)	(89.64)	(28.70)
Transfer to Debenture redemption reserve	-	(207.83)	-
Interim dividend	-	-	(924.13)
	(144.52)	(301.48)	(1,062.56)
	(7,089.68)	(10,080.06)	(12,208.76)
II. Securities premium reserve			
Opening balance	4,923.02	4,923.02	807.61
Add : Premium received on issue of securities	18.10	-	9,915.98
Add: Addition on account of conversion of CCDs	22,261.17	-	-
Add : Transfer from ESOP reserve on exercise of ESOPs	4.27	-	-
Less : Reduction due to composite scheme of arrangement (Refer note 58.2)	-	-	(5,800.57)
	27,206.56	4,923.02	4,923.02
III. Statutory reserve			
Opening balance	118.34	28.70	-
Add : Reserve created for the year	143.52	89.64	28.70
	261.86	118.34	28.70
IV. Capital reserve			
Opening balance	517.56	17.56	11.20
Add : Reserves created on acquisition of Non-controlling interest	-	-	6.36
Add : Addition due to composite scheme of arrangement (Refer note 58.2)	-	500.00	-
	517.56	517.56	17.56

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(Currency: Indian rupees in million)

34. Other equity

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
V. Deemed capital contribution - equity			
Opening balance	148.01	148.01	148.01
Less : Transfer to retained earnings	(1.37)	-	-
	146.64	148.01	148.01
VI. Revaluation surplus			
Opening Balance	324.12	343.12	316.16
Add : Reserve created during the year	-	-	47.51
Less : Transfer to retained earnings	(18.83)	(19.00)	(20.55)
	305.29	324.12	343.12
VII. Capital redemption reserve			
Opening Balance	116.44	112.43	2.70
Add : Reserve created during the year	1.00	4.01	109.73
	117.44	116.44	112.43
VIII Foreign exchange translation reserves			
Opening Balance	26.43	9.76	16.93
Add : Reserve created during the year	46.85	16.67	(7.17)
	73.28	26.43	9.76
IX. General reserves			
Opening Balance	109.41	109.41	109.41
Add : Reserve created during the year	-	-	-
	109.41	109.41	109.41
X. ESOP reserve			
Opening Balance	105.79	-	-
Add : Reserve created during the year	233.12	105.79	-
Less: Transfer to securities premium on account of exercise of ESOPs	(4.27)	-	-
	334.64	105.79	-
XI. Debenture redemption reserve			
Opening Balance	207.83	-	-
Add : Reserve created during the year	-	207.83	-
	207.83	207.83	-
	22,190.83	(3,483.11)	(6,516.75)

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(Currency: Indian rupees in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
35. Interest Income			
On financial assets measured at amortised cost			
Interest on loans			
Loans	3,612.37	2,466.98	1,423.08
Interest income from investments			
Investment in preference shares	15.81	5.77	4.53
Investment in debt securities	24.06	-	-
Interest on deposits with bank			
Fixed deposits	2,407.43	2,092.82	1,819.73
Other interest income			
Intercompany deposits	2.71	-	14.22
Margin with brokers	156.49	32.86	12.56
Delayed payment charges	88.59	428.14	578.87
Others	16.23	25.29	6.95
	6,323.69	5,051.86	3,859.94
On financial assets measured at FVTPL			
Debt securities held for trading	283.00	68.26	41.93
	283.00	68.26	41.93
	6,606.69	5,120.12	3,901.87
36. Fee and commission income			
Income from broking	5,095.64	5,335.71	4,679.10
Advisory and other fees	8,133.89	5,216.26	3,203.73
	13,229.53	10,551.97	7,882.83
36.A Below is the disaggregation of the revenue from contracts with customers and its reconciliation to amounts reported in statement of profit and loss:			
Service transferred at a point in time	12,471.54	10,229.60	7,634.36
Service transferred over a time	757.99	322.37	248.47
	13,229.53	10,551.97	7,882.83
37. Dividend Income			
Dividend - Securities held for trading and Investments	8.26	10.50	0.51
	8.26	10.50	0.51

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	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
38. Net gain/ (loss) on fair value changes			
A. On financial instruments at fair value through profit or loss			
Investments			
Gain on investments	7.77	26.91	-
Derivatives			
Gain on trading - Equity derivative instruments (net)	274.48	47.94	22.86
(Loss)/ gain on trading - Currency derivative instruments (net)	-	(5.61)	0.38
Gain on trading - Interest rate derivative instruments (net)	6.43	11.37	1.67
Securities held for trading			
Gain on trading - securities held for trading (net)	2,014.02	1,971.59	1,010.79
B. Loss on derecognition of subsidiaries on loss of control	-	-	(92.98)
C. Others	-	(2.95)	(0.19)
	2,302.70	2,049.25	942.53
Fair value changes:			
Realised	2,016.98	1,809.39	894.93
Unrealised	285.72	239.86	47.60
	2,302.70	2,049.25	942.53
39. Other income			
Rental income	40.42	32.18	6.96
Fund accounting fees	35.49	27.20	18.85
Profit on termination of lease	40.17	18.91	47.79
Net gain on sale of investments	-	-	894.39
Miscellaneous income	27.10	22.87	(53.05)
Profit on sale of fixed assets (net)	3.18	0.06	0.32
Foreign exchange gain	0.16	0.02	0.01
Interest on income tax refund	10.23	-	56.27
	156.75	101.24	971.54

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(Currency: Indian rupees in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
40. Finance costs			
On financial liabilities measured at amortised cost			
Interest on borrowings other than debt securities	345.98	304.37	379.38
Interest on debt securities	3,246.63	1,688.30	868.84
Interest on subordinated liabilities	13.51	13.74	775.81
Other finance cost and bank charges	236.53	672.80	375.68
Interest on lease liabilities	121.42	99.87	63.60
	3,964.07	2,779.08	2,463.31
41. Employee benefits expenses			
Salaries wages and bonus	6,515.50	5,456.87	4,622.45
Contribution to provident and other funds	289.58	236.44	201.01
Expense on share based payments - refer note below	285.86	166.75	114.42
Staff welfare expenses	196.08	143.96	78.40
	7,287.02	6,004.02	5,016.28

Notes:

- 1) The Company has granted Employee Stock Option Plans ("ESOP") to the Group's employees on an equity-settled basis that would vest in a graded manner. The Group has recognised share based payment expense of Rs 233.12 million for the year ended March 31, 2023 (FY 2021-22: Rs. 105.79 million) based on fair value as on the grant date calculated as per option pricing model (Refer note 41B).
- 2) Edelweiss Financial Services Limited ("EFSL") the erstwhile holding Company has granted an ESOP/Stock appreciation rights (SAR) option to acquire equity shares of EFSL that would vest in a graded manner to Group's employees. Based on group policy / arrangement, EFSL has charged the fair value of such stock options, and Group has accepted such cross charge and recognised the same under the employee cost.

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(Currency: Indian rupees in million)

41.A Employee benefits expenses

a) Defined contribution plan - provident funds

Amount of ₹ 203.12 million (FY 2021-22: ₹ 167.53 million, FY 2020-21: ₹ 138.03 million) is recognised as expenses in “Employee benefit expenses” – note 41 in the restated consolidated statement of profit and loss.

b) Defined benefit plan - gratuity

The following tables summarise the components of the net employee benefit expenses recognised in the restated consolidated statement of profit and loss, the funded status and amount recognised in the restated consolidated statement of assets and liabilities for the gratuity benefit plan.

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Present value of funded obligations (A)	421.56	395.43	337.01
Fair value of plan assets (B)	378.87	311.31	260.31
Funded Status [Surplus/ (Deficit)] (A - B)	42.69	84.12	76.70
Net Liability / (Asset) recognised in the Balance Sheet	42.69	84.12	76.70
Of which, Short term provision	8.79	10.87	6.05

Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Defined benefit obligation (DBO):

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening balance	395.43	337.01	104.64
Current service cost	54.15	48.84	49.56
Interest cost (income)	21.33	16.82	17.87
	470.91	402.67	172.07
Other comprehensive income			
Remeasurement loss (gain):			
Demographic assumption	(5.28)	-	(7.67)
Experience	41.68	33.56	5.34
Financial assumptions	(24.74)	(6.18)	15.50
Return on plan assets	-	-	-
	11.66	27.38	13.17
Others			
Addition on account of acquisition of subsidiary (refer note 58)	1.54	-	171.93
On account of sale of subsidiary	-	-	(52.43)
Transfer in/ (out)*	(0.42)	(0.64)	48.01
Benefits paid	(62.13)	(33.98)	(26.88)
Addition due to composite scheme of arrangement (Refer note 58.2)	-	-	11.14
Closing balance	421.56	395.43	337.01

* Represents movement on account of transfer of employees from one entity to another.

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(Currency: Indian rupees in million)

41.A Employee benefits expenses

Fair value of plan assets:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening balance	311.31	260.31	89.03
Interest cost (income)	18.29	13.99	14.19
	329.60	274.30	103.22
Other comprehensive income			
Return on plan assets	(5.71)	7.00	38.86
	(5.71)	7.00	38.86
Others			
Addition on account of acquisition of subsidiary (refer note 58)	-	-	160.57
On account of sale of subsidiary	-	-	(42.34)
Contributions by employer	117.11	63.99	26.88
Benefits paid	(62.13)	(33.98)	(26.88)
Closing balance	378.87	311.31	260.31
Actual return on plan assets	12.58	20.99	53.05
Expected employer contribution for the next annual reporting period.	20.00	30.00	50.00

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(Currency: Indian rupees in million)

41.A Employee benefits expenses

Components of defined benefit plan cost:

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Recognised in statement of profit or loss			
Current service cost	54.15	48.84	49.56
Interest cost / (income) (net)	3.04	2.83	3.91
Total	57.19	51.67	53.47

Movement in Other Comprehensive Income

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Balance at start of year (Loss)/ Gain	(29.28)	(8.90)	(11.56)
Re-measurement on DBO			
Actuarial (Loss)/Gain from changes in demographic assumptions	5.28	-	7.67
Actuarial (Loss)/Gain from changes in financial assumptions	24.74	6.18	(15.50)
Actuarial (Loss)/Gain from experience over the past years	(41.68)	(33.56)	(5.34)
Return on plan assets	(5.71)	7.00	38.86
Re-measurement on DBO			
Changes in the effect of limiting a net defined benefit asset to the asset ceiling	-	-	4.04
Addition on account of acquisition of subsidiary (refer note 58)	-	-	(18.57)
On account of sale of subsidiary	-	-	(7.53)
Reduction due to composite scheme of arrangement (Refer note 58.2)	-	-	(0.97)
Balance at end of year (Loss)/ Gain	(46.65)	(29.28)	(8.90)

Actuarial assumptions:

The following were the principal actuarial assumptions at the reporting date:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Discount rate	7.10%	5.40%	5.00%
Salary growth rate	7.00%	7.00%	7.00%
Withdrawal/attrition rate (based on categories)	22% - 35%	25.00%	25.00%
Mortality rate	IALM 2012-14 (Ultimate)	IALM 2012-14 (Ultimate)	IALM 2012-14 (Ultimate)
Expected weighted average remaining working lives of employees	2 - 3 Years	3 Years	3 Years
Interest rate on net DBO/ (asset) (% p.a.)	5.40%	5.00%	5.50% to 5.90%

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41.A Employee benefits expenses

Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	As at March 31, 2023	
	Increase	Decrease
Salary Growth Rate (+/- 1%)	12.43	(11.94)
Discount Rate (+/- 1%)	(11.82)	12.54
Withdrawal Rate (+/- 1%)	(0.73)	0.74
Mortality (Increase in expected lifetime by 1 year)	-	-
Mortality (Increase in expected lifetime by 3 year)	(0.00)	0.00

Particulars	As at March 31, 2022	
	Increase	Decrease
Salary Growth Rate (+/- 1%)	14.06	(13.40)
Discount Rate (+/- 1%)	(13.48)	14.42
Withdrawal Rate (+/- 1%)	(0.83)	0.89
Mortality (Increase in expected lifetime by 1 year)	0.01	(0.01)
Mortality (Increase in expected lifetime by 3 year)	0.04	(0.04)

Particulars	As at March 31, 2021	
	Increase	Decrease
Salary Growth Rate (+/- 1%)	12.39	(11.58)
Discount Rate (+/- 1%)	(11.88)	12.58
Withdrawal Rate (+/- 1%)	(0.92)	0.99
Mortality (Increase in expected lifetime by 1 year)	0.02	(0.02)
Mortality (Increase in expected lifetime by 3 year)	0.05	(0.05)

Experience Adjustment

Particulars	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020	March 31, 2019
Present value of DBO	421.56	395.43	337.01	104.64	83.86
Fair value of plan assets	378.87	311.31	260.31	89.03	75.03
Net assets/ (liability)	(42.69)	(84.12)	(76.70)	(15.61)	(8.83)
Experience adjustment on plan liabilities: (Gain)/ Loss	41.68	33.56	5.34	(5.66)	1.00
Experience adjustment on plan Asset: (Gain)/ Loss	NA	NA	NA	NA	NA

Note:

The Indian Parliament has approved the Code on Social Security, 2020 which subsumes the Provident Fund and the Gratuity Act and rules there under. The Ministry of Labour and Employment has also released draft rules thereunder on 13 November 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Group will evaluate the rules, assess the impact, if any, and account for the same once the rules are notified and become effective.

c) Compensated absences :

The Group provides for accumulated compensated absences as at the balance sheet date using projected unit credit method based on actuarial valuation.

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(Currency: Indian rupees in million)

41.B Share based payments

Nuvama Wealth Management Limited has granted Employee Stock Option Plans ("ESOP") under the plan ESOP 2021 to its employees on an equity-settled basis as tabulated below. The ESOPs provide a right to its holders (i.e., Nuvama group employees) to purchase one Company share for each option at a pre-determined strike price on the expiry of the vesting period. The ESOP hence represents an European call option that provides a right but not an obligation to the employees of the Nuvama group to exercise the option by paying the strike price at any time on completion of the vesting period, subject to an outer boundary on the exercise period.

Nuvama Wealth Management Limited has recognised share based payment expenses for the period ended March 31, 2023 based on fair value as on the grant date calculated as per option pricing model.

ESL has granted stock options on an equity-settled basis as tabulated below for the year ended March 31, 2023

	ESOP 2021- Plan A Black-Scholes model	ESOP 2021- Plan B Black-Scholes model	ESOP 2021- Plan C Monte Carlo simulation
Date of grant	October 28, 2021/ July 31, 2022/	October 28, 2021/	
No. of option granted	December 19, 2022	December 19, 2022	February 1, 2023
Option Type	761,872/ 25,795/ 155,764	1,384,160/ 198,315	1,64,086
No. of outstanding options at March 31, 2023	Equity settled	Equity settled	Equity settled
No. of outstanding options at March 31, 2022	832,168	1,448,315	164,086
No. of Equity shares represented by an option	744,736	1,251,000	-
Fair Value per option	1 share for 1 option	1 share for 1 option	1 share for 1 option
Exercise Price	438.05 / 526.63 / 511.82	297.43 / 373.13	10.40
Vesting Period	1298.40	1298.40	1298.40
Vesting Conditions	2-6 years	2-6 years	4 years
Term of Options	Service period and such other criteria's as may be specified in the scheme		Performance Based Stock Options
	1-5 years	1-5 years	4 years

The ESOPs shall vest as follows subject to vesting conditions:

Duration from grant date	% options vesting ESOP 2021- Plan A Black-Scholes model	% options vesting ESOP 2021- Plan B Black-Scholes model	% options vesting ESOP 2021- Plan C Monte Carlo simulation
365 days from the grant date	15%	15%	
641 days from the grant date	15%	15%	Performance Based Stock
1007 days from the grant date	20%	15%	Options 100% vesting after 4
1372 days from the grant date	25%	25%	years
1737 days from the grant date	25%	30%	

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(Currency: Indian rupees in million)

41.B Share based payments

Movement of number of options for the year ended March 31, 2023

Particulars	ESOP 2021- Plan A Black-Scholes model		ESOP 2021- Plan B Black-Scholes model		ESOP 2021- Plan C Monte Carlo simulation	
	No. of options	Weighted average exercise price	No. of options	Weighted average exercise price	No. of options	Weighted average exercise price
Balance as at March 31, 2022	744,736	1,298.40	1,251,000	1,298.40	-	-
Granted during the year	181,559	1,298.40	198,315	1,298.40	164,086	1,298.40
Exercised during the year	13,841	1,298.40	1,000	1,298.40	-	1,298.40
Lapsed/ cancelled during the year	80,286	1,298.40	-	1,298.40	-	1,298.40
Outstanding as at March 31, 2023	832,168	1,298.40	1,448,315	1,298.40	164,086	1,298.40
Exercisable as at March 31, 2023	87,311	-	186,651	-	-	-

Movement of number of options for the year ended March 31, 2022

Particulars	ESOP 2021- Plan A Black-Scholes model		ESOP 2021- Plan B Black-Scholes model		ESOP 2021- Plan C Monte Carlo simulation	
	No. of options	Weighted average exercise price	No. of options	Weighted average exercise price	No. of options	Weighted average exercise price
Balance as at March 31, 2021	-	-	-	-	-	-
Granted during the year	761,872	1,298.40	1,384,160	1,298.40	-	-
Exercised during the year	-	-	-	-	-	-
Lapsed/ cancelled during the year	17,136	1,298.40	133,160	1,298.40	-	-
Outstanding as at March 31, 2022	744,736	1,298.40	1,251,000	1,298.40	-	-
Exercisable as at March 31, 2022	-	-	-	-	-	-

Note: ESOP 2021 plan came into effect during the financial year ended March 31, 2022. Hence, the above table is not applicable for the financial year ended March 31, 2021.

The following table list the inputs to the models used for the three plans for the years ended March 31, 2023 and March 31, 2022, respectively:

	ESOP 2021- Plan A Black-Scholes model	ESOP 2021- Plan B Black-Scholes model	ESOP 2021- Plan C Monte Carlo simulation
Weighted average share price (in ₹)	1,298.40	1,298.40	1,298.40
Weighted average remaining lifetime of options (in years)	3.50 - 7.51 years	1 - 5 years	3.8 years
Expected volatility (% p.a.)	19.12% - 28.83%	19.29% - 29.89%	22.87%
Risk-free discount rate (% p.a.)	5.21% - 7.26%	3.84% - 7.16%	7.04%
Expected dividend yield (% p.a.)	0%	0%	0%

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	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
42. Impairment on financial instruments			
(On financial instruments measured at amortised cost)			
Bad- debts and advances written off	2.42	5.70	55.79
Provision for expected credit loss	80.02	52.25	42.60
	82.44	57.95	98.39
42.A Impairment on financial instruments based on category of financial instrument			
Trade receivables	0.52	22.42	39.77
Loan	13.87	31.05	39.75
Others	68.05	4.48	18.87
	82.44	57.95	98.39
43. Other expenses			
Advertisement and business promotion	388.51	190.42	49.03
Auditors' remuneration (refer note 43.A)	30.41	33.32	20.48
Clearing & custodian charges	7.52	5.18	1.49
Fee, commission and brokerage expenses	2,384.36	2,201.99	1,207.62
Commission to Non-Executive Directors	12.50	14.37	-
Communication	228.11	247.23	222.19
Computer expenses	619.23	644.45	219.53
Computer software	464.32	264.35	289.46
Dematerialisation charges	43.59	53.28	34.98
Directors' sitting fees	9.46	3.38	1.85
Corporate Social Responsibility (Refer note 43.B)	44.01	34.62	35.66
Donations	0.86	-	-
Electricity charges	47.24	41.47	18.90
Foreign exchange loss (net)	12.97	15.20	10.65
Insurance	22.95	14.89	4.71
Legal and professional fees	339.09	449.79	323.29
Membership and subscription	116.30	98.24	91.67
Miscellaneous expenses	36.94	13.36	20.05
Office expenses	25.30	19.12	252.16
Outside services cost	191.01	161.46	165.59
Postage and courier	18.49	12.42	5.24
Printing and stationery	15.63	10.00	13.46
Rates and taxes	3.42	8.00	1.29
Goods & service tax expenses	122.45	91.87	38.90
Rating support fees	13.60	7.08	7.94
Rent	116.85	92.63	290.42
Repairs and maintenance	20.72	14.59	11.48
ROC Expenses	1.01	0.26	14.79
Securities transaction tax	107.40	92.67	29.04
Selling and Distribution expenses	-	-	49.66
Stamp duty	55.06	62.42	41.83
Stock exchange expenses	268.69	213.28	184.09
Loss on sale of property, plant and equipment	(0.49)	-	-
Travelling and conveyance	265.66	142.71	93.44
	6,033.17	5,254.05	3,750.89

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43.A Auditors' remuneration:

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
As a Auditor (*)			
Statutory audit fees	15.64	14.69	14.78
Limited review	6.93	7.23	4.47
Other services including certification work (**)	7.05	11.54	3.09
Reimbursement of expenses	0.79	0.05	0.13
	30.41	33.51	22.47

(*) including remuneration of Nil (March 31, 2022: Rs. 0.19 million, March 31, 2021: Rs. 1.99 million) for discontinued operations.

(**) Pertains to audit fees expenses paid/ payable to the auditors of the demerged company EGWML.

Note:

In addition to above, during the year ended March 31, 2023, the Group has paid an amount of Rs. 5.56 millions to statutory auditors towards certification fees for Public issue of Non Convertible Debentures (NCD). The fees paid to the statutory auditors has been amortised as over the NCD period and the same has been considered in calculation of Effective Interest Rate.

43.B Details of CSR Expenditure:

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Gross Amount required to be spent by the Company during the year	44.00	36.55	42.79
Amount of expenditure incurred (refer note below)*			
i) Construction/ acquisition of any assets	-	-	-
ii) On purpose other than (i) above	44.01	36.88	43.00
Shortfall at the end of the year	-	-	-
Total of previous years shortfall	-	-	-
	44.01	36.88	43.00
Amount paid to EdelGive Foundation (refer note 50 for related party disclosure)	44.01	36.68	42.90
Paid to external parties	-	0.20	0.10
	44.01	36.88	43.00

Note:

The amount spent towards corporate social responsibility as mentioned above has been incurred towards various projects in the area of Community Resilience and Climate Action (Schedule VII (ii) & (iv)).

(*) including expenditure of Nil (March 31, 2022: Rs. 2.26 million, March 31, 2021: Rs. 7.34 million) for discontinued operations.

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44. Income tax

Component of income tax expenses

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Current tax	1,035.97	468.32	548.60
Adjustment in respect of current income tax of prior years	(29.15)	(204.46)	(23.72)
Deferred tax relating to unused tax credit or unused tax losses	-	112.30	(21.66)
Deferred tax relating to temporary differences	3.43	403.60	78.82
Total tax charge for the year	1,010.25	779.76	582.04
Current tax (refer note 44.A)	1,006.82	263.86	524.88
Deferred tax (refer note 44.B)	3.43	515.90	57.16

44.A The income tax expenses for the year can be reconciled to the accounting profit as follows:

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit/(Loss) before tax from continuing operations	4,060.94	9,351.09	(4,931.92)
Profit/(Loss) before tax from discontinuing operations	-	3.48	791.95
Profit before taxes	4,060.94	9,354.57	(4,139.97)
Statutory income tax rate applicable to the Company	25.17%	25.17%	25.17%
Tax charge at statutory rate	1,022.06	2,354.55	(1,042.03)
Tax effect of :			
A) Adjustment in respect of current income tax of prior year	(29.15)	(204.46)	(23.72)
B) Income not subject to tax or chargeable to lower tax rate	(4.25)	(1.82)	(349.61)
C) Tax impact due to change in Income tax rate (Refer note 2 and 3 below)	-	91.08	45.71
D) Tax losses on which no deferred tax is created	11.37	35.04	26.94
E) Non deductible expenses	20.83	(1,518.75)	1,977.59
F) Utilisation of tax losses	(34.63)	(91.45)	(44.31)
G) Income taxed at different tax rates for subsidiaries	(2.75)	(0.65)	32.07
H) Loss accounted under composite scheme of arrangement not available to Group (refer note 58.2) (Refer note 1 below)	2.92	41.76	-
I) MAT write off (Refer note 3 below)	-	112.30	-
K) Others	23.85	(36.96)	(12.78)
Total tax reported in statement of profit and loss*	1,010.25	780.64	609.86
Effective tax rate	24.88%	8.35%	(14.73%)

* Includes income tax expense of Nil for the year ended March 31, 2023 for discontinued operations (March 31, 2022: Rs. 0.88 million, March 31, 2021: Rs 27.82 million)

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44. Income tax

Note:

- 1) To give impact to the Composite scheme of arrangement and in line with IND AS requirements, the Group has recorded net losses of Rs 11.62 million pertaining to the Wealth Management business undertaking in its statement of profit & loss account for the year ended March 31, 2023 (previous year: Rs 165.94 million). However, since the effective date of the said Wealth Management business undertaking is April 26 2022 as per the Composite scheme of arrangement, the said losses will be claimed / accounted for by the Demerged Company in its Income tax Return appropriately.
- 2) During the year ended March 31, 2021, Nuvama Wealth Management Limited (formerly Edelweiss Securities Limited) ('NWML') had opted for the reduced tax rate of 25.17% under the said section, pursuant to the introduction of Section 115BAA of the Income Tax Act, 1961. Accordingly, NWML had recognised provision for income tax for the year ended March 31, 2021 and have also re-measured their deferred tax asset/liabilities (net) resulting in tax benefit of Rs. 45.71 million to the Group.
- 3) Pursuant to The Taxation Laws (Amendment) Ordinance 2019, promulgated on September 20, 2019, Nuvama Wealth and Investment Limited (formerly Edelweiss Broking Limited) ("NWIL") has elected to apply the concessional tax rate permitted u/s 115BAA of The Income tax Act, 1961 from the financial year ended March 31, 2022 onwards. Accordingly, NWIL has re-measured the closing net deferred tax asset at concessional rate as at March 31, 2021 in the financial year ended March 31, 2022. Consequently, Minimum alternate tax amounting to Rs. 112.30 million has been charged to statement of profit and loss for the year ended March 31, 2022. NWIL have also re-measured their deferred tax asset/liabilities (net) resulting in tax benefit of Rs. 91.08 million to the Group

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44. Income Tax (contd.)

44.B Table below shows deferred tax recorded in the Restated Consolidated Statement of Assets and Liabilities and changes recorded in Income tax expenses:

For the year ended March 31, 2023	As at April 1, 2022	Recognised in profit or loss	Recognised in OCI	Acquisition of subsidiary	Sale of subsidiary	Others	As at March 31, 2023
Deferred tax assets							
Expected credit loss provision	65.13	23.00	-	-	-	-	88.13
Difference between book and tax depreciation (including intangibles)	66.25	24.50	-	(0.10)	-	0.02	90.67
Effective interest rate on financial assets	13.86	4.87	-	-	-	-	18.73
Fair valuation of Derivative financial instruments	20.44	21.54	-	-	-	-	41.98
Employee benefits obligations	17.34	6.16	0.33	-	-	0.02	23.85
Accumulated losses	19.86	(19.86)	-	-	-	-	-
Disallowances under section 35DD of the Income Tax Act	-	8.97	-	-	-	-	8.97
Leases	32.03	11.03	-	-	-	-	43.06
Others	4.60	(4.13)	-	-	-	-	0.47
Deferred tax liabilities							
Effective interest rate on borrowings	(19.85)	(35.72)	-	-	-	-	(55.57)
Revaluation of Property Plant & Equipments	(108.49)	5.76	-	-	-	-	(102.73)
Fair valuation of Derivative financial instruments	(42.57)	(19.96)	-	-	-	-	(62.53)
Fair valuation of Investments and securities held for trading	(59.95)	(29.59)	-	-	-	-	(89.54)
Deferred tax asset (net)	8.65	(3.43)	0.33	(0.10)	-	0.04	5.49
For the year ended March 31, 2022	As at April 1, 2021	Recognised in profit or loss	Recognised in OCI	Acquisition of subsidiary	Sale of subsidiary	Others	As at March 31, 2022
Deferred tax assets							
Expected credit loss provision	57.51	7.62	-	-	-	-	65.13
Difference between book and tax depreciation (including intangibles)	66.34	(0.09)	-	-	-	-	66.25
Effective interest rate on financial assets	15.82	(1.96)	-	-	-	-	13.86
Fair valuation of Derivative financial instruments	10.79	9.65	-	-	-	-	20.44
Employee benefits obligations	21.46	(4.49)	0.37	-	-	-	17.34
Accumulated losses	332.72	(312.86)	-	-	-	-	19.86
MAT credit entitlement	112.30	(112.30)	-	-	-	-	-
Leases	35.59	(3.56)	-	-	-	-	32.03
Others	10.78	(6.18)	-	-	-	-	4.60
Deferred tax liabilities							
Effective interest rate on borrowings	(0.11)	(19.74)	-	-	-	-	(19.85)
Revaluation of Property Plant & Equipments	(115.40)	6.91	-	-	-	-	(108.49)
Fair valuation of Derivative financial instruments	(14.73)	(27.84)	-	-	-	-	(42.57)
Fair valuation of Investments and securities held for trading	(8.89)	(51.06)	-	-	-	-	(59.95)
Deferred tax asset (net)	524.18	(515.90)	0.37	-	-	-	8.65

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For the year ended March 31, 2021	As at April 01, 2020	Recognised in profit or loss	Recognised in OCI	Acquisition of subsidiary	Sale of subsidiary	Others	As at March 31, 2021
Deferred tax assets							
Expected credit loss provision	33.45	7.95	-	32.88	(16.77)	-	57.51
Difference between book and tax depreciation (including intangibles)	4.01	25.35	-	44.51	(7.55)	0.02	66.34
Effective interest rate on financial assets	-	15.82	-	-	-	-	15.82
Fair valuation of Derivative financial instruments	1.83	8.96	-	-	-	-	10.79
Fair valuation of Investments and securities held for trading	17.72	(19.13)	-	-	1.49	-	0.08
Employee benefits obligations	9.45	9.03	(1.50)	7.81	(3.27)	(0.06)	21.46
Accumulated losses	16.85	(52.31)	-	368.18	-	-	332.72
MAT credit entitlement	95.49	(33.06)	-	112.30	(62.43)	-	112.30
Leases	12.51	(17.01)	-	40.09	-	-	35.59
Others	(0.22)	9.21	-	2.14	(0.04)	(0.31)	10.78
Deferred tax liabilities							
Effective interest rate on borrowings	-	(0.11)	-	-	-	-	(0.11)
Revaluation of Property Plant & Equipments	(169.82)	6.91	47.51	-	-	-	(115.40)
Fair valuation of Derivative financial instruments	-	(14.73)	-	-	-	-	(14.73)
Fair valuation of Investments and securities held for trading	(5.89)	(3.69)	-	-	0.61	-	(8.97)
Deferred tax asset (net)	15.38	(56.81)	46.01	607.91	(87.96)	(0.35)	524.18

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

45. Earnings per Share

Basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company with the weighted average number of equity shares outstanding during the year adjusted for assumed conversion of all dilutive potential equity shares.

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Basic Earnings per Share			
Net Profit/ (Loss) attributable to Equity holders of the Company - A			
From continuing operations - A	3,050.91	8,571.33	(5,513.96)
From discontinuing operations - B	-	2.60	764.13
Total (A+B) - C	3,050.91	8,573.93	(4,749.83)
Weighted average number of Shares			
- Number of equity shares outstanding at the beginning of the year	17,170,937	17,170,837	26,213,876
- Number of equity shares issued during the year	14,055	-	8,512,947
- Shares issued/cancelled pursuant to composite scheme of arrangement (Refer note 58)		100	(17,555,986)
- Conversion of CCDs into equity share capital during the year	17,871,263	-	-
Total number of equity shares outstanding at the end of the year	35,056,255	17,170,937	17,170,837
Weighted average number of equity shares outstanding during the year (based on the date of issue of shares) - D	33,135,718	17,170,937	28,174,412
Weighted average number of dilutive potential equity shares - E	-	17,871,263	299,821
Basic earnings per share (in rupees) (Without considering CCDs)			
From continuing operations (A/D)	92.07	499.18	(195.71)
From discontinuing operations (B/D)	-	0.15	27.12
Total basic earnings per share	92.07	499.33	(168.59)
Basic earnings per share (in rupees) (With CCDs)			
From continuing operations (A/D)	92.07	244.60	(193.65)
From discontinuing operations (B/D)	-	0.07	26.84
Total basic earnings per share	92.07	244.67	(166.81)
Diluted earnings per share (in rupees) (Without considering CCDs)			
From continuing operations (A/(D+E))	92.07	244.60	(195.71)
From discontinuing operations (B/(D+E))	-	0.07	27.12
Total diluted earnings per share	92.07	244.67	(168.59)
Diluted earnings per share (in rupees) (With CCDs)			
From continuing operations (A/(D+E))	92.07	244.60	(193.65)
From discontinuing operations (B/(D+E))	-	0.07	26.84
Total diluted earnings per share	92.07	244.67	(166.81)

Notes:

- 1) CCDs issued during the year and outstanding as at March 31, 2021 are anti dilutive in nature. Hence, CCDs have not been considered for computing diluted earnings per share for year ended March 31, 2021.
- 2) ESOPs outstanding as at March 31, 2023 and as at March 31, 2022 being anti dilutive in nature have not been considered for computing diluted earnings per share for the year ended March 31, 2023 and March 31, 2022.

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46. Contingent Liability & Commitment:

In the ordinary course of business, the Group faces claims and assertions by various parties. The Group assesses such claims and assertions and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel, wherever necessary. The Group records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial information, if material. For potential losses that are considered possible, but not probable, the Group provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

The Group believes that the outcome of these proceedings will not have a materially adverse effect on the Group's financial position and results of operations.

A. Contingent Liability

As at March 31, 2023

- (i) Taxation matters in respect of which appeal is pending ₹ 4.04 million (Previous year: ₹ 4.13 million).
- (ii) The Group has claims not acknowledged as debts of Rs 227.98 million (Previous year: Rs 254.17 million).
- (iii) Litigation pending against the Group amounting to ₹ 6.84 million (Previous year: ₹ 6.84 million).
- (iv) The Group has provided bank guarantees aggregating to Rs 17,000 million (Previous year: Rs 11,450 million) to Exchanges for meeting margin requirements.

The Group has pledged fixed deposits with banks aggregating of Rs 5,650.64 million (Previous year: Rs 3,813.12 million) for obtaining the above bank guarantees as per sanction terms.

- (v) The Group has received demand notices from tax authorities on account of disallowance of expenditure for earning exempt income under Section 14A of Income Tax Act 1961 read with Rule 8D of the Income Tax Rules, 1962. The Group has filed appeal/s and is defending its position. Based on the favourable outcome in Appellate proceedings in the past and as advised by the tax advisors, Group is reasonably certain about sustaining its position in the pending cases, hence the possibility of outflow of resources embodying economic benefits on this ground is remote.

As at March 31, 2022

- (i) Taxation matters in respect of which appeal is pending ₹ 4.13 million (Previous year: ₹ 15.93 million).
- (ii) The Group has claims not acknowledged as debts of ₹ 254.17 million (Previous year: ₹ 78.26 million).
- (iii) Litigation pending against the Group amounting to ₹ 6.84 million (Previous year: ₹ 8.04 million).
- (iv) The Group has provided bank guarantees aggregating to ₹ 11,450 million (Previous year: ₹ 7,150 million) to Exchanges for meeting margin requirements.

The Group has pledged fixed deposits with banks aggregating of ₹ 3,813.12 million (Previous year: ₹ 1,645.34 million) for obtaining the above bank guarantees as per sanction terms.

- (v) The Group has received demand notices from tax authorities on account of disallowance of expenditure for earning exempt income under Section 14A of Income Tax Act 1961 read with Rule 8D of the Income Tax Rules, 1962. The Group has filed appeal/s and is defending its position. Based on the favourable outcome in Appellate proceedings in the past and as advised by the tax advisors, Group is reasonably certain about sustaining its position in the pending cases, hence the possibility of outflow of resources embodying economic benefits on this ground is remote.

As at March 31, 2021

- (i) Taxation matters in respect of which appeal is pending ₹ 15.93 million (Previous year: ₹ 361.30 million).
- (ii) The Group has claims not acknowledged as debts of ₹ 78.26 million (Previous year: ₹ 22.50 million).
- (iii) The Group has provided bank guarantees aggregating to ₹ 7,150 million (Previous year: ₹ 14,405 million) as on March 31, 2021 to Exchanges for
- (iv) The Group has pledged fixed deposits with banks aggregating of ₹ 1,645.34 million (Previous year: ₹ 1,497.09 million) for obtaining the above bank guarantees as per sanction terms.
- (v) The Group has received demand notices from tax authorities on account of disallowance of expenditure for earning exempt income under Section 14A of Income Tax Act 1961 read with Rule 8D of the Income Tax Rules, 1962. The Group has filed appeal/s and is defending its position. Based on the favourable outcome in Appellate proceedings in the past and as advised by the tax advisors, Group is reasonably certain about sustaining its position in the pending cases, hence the possibility of outflow of resources embodying economic benefits on this ground is remote.

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B. Commitment

As at March 31, 2023

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for Rs 93.96 million (Previous year: Rs 144.66 million).

Sponsor capital commitments (net of investments) Rs 130.40 million (previous year: Rs 87.50 million)

As at March 31, 2022

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹ 144.66 million (Previous year: ₹ 45.18 million).

Sponsor capital commitments (net of investments) Rs 87.50 million (previous year: Nil)

As at March 31, 2021

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹ 45.18 million (Previous year: ₹ 39.54 million).

C. Leases

I. Movement in the Right to use assets

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening balance	849.31	382.55	166.73
Additions on account of purchase of subsidiaries	-	-	602.22
Additions during the year	1,043.39	800.34	45.06
Deletions during the year	(266.78)	(71.81)	(294.91)
Depreciation charge for the year	(372.45)	(261.77)	(136.81)
Addition due to composite scheme of arrangement (refer note 58.2)	-	-	0.26
Closing balance	1,253.47	849.31	382.55

II. Movement in the Lease liabilities

Opening balance	976.96	497.24	200.27
Additions on account of purchase of subsidiaries	-	-	727.24
Additions during the year	942.76	800.39	45.06
Interest accrued during the year	121.42	99.87	63.50
Payment of lease liabilities	(409.64)	(328.14)	(192.61)
Deletions during the year	(262.91)	(92.40)	(346.59)
Addition due to composite scheme of arrangement (refer note 58.2)	-	-	0.37
Closing balance	1,368.59	976.96	497.24

III. Amounts recognised in statement of profit and loss

Depreciation on Right to use lease assets	372.45	261.77	136.81
Interest on lease liabilities	121.42	99.87	63.60
Expenses relating to short term leases	116.85	92.63	296.55
Total	610.72	454.27	496.96

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47. Segment Reporting

During the year ended March 31, 2023, the underlying businesses of the reportable segments, namely 'Agency business', 'Capital based business', 'Financing business' and 'Holding company activity' were reclassified into 3 new reportable segments, namely 'Wealth Management', 'Capital Markets' and 'Asset Management'. The said reclassification of business segments was based on internal review of businesses carried out by the Chief Operating Decision Maker (CODM) post the internal restructuring exercise carried out by the Group. The Managing Director and Chief Executive Officer who is responsible for allocating resources and assessing performance of the operating segments has been identified as the CODM.

The Group's business is organised and management reviews the performance based on the business segments as mentioned

Segment	The business segment comprises
Wealth management business	Retail securities broking business, Distribution of financial products, Investment advisory and lending against securities
Asset management business	Investment management for Alternative investment Funds (AIFs) and Portfolio management services (PMS) across strategies
Capital market business	Institutional broking business, debt advisory and clearing services

Income for each segment has been specifically identified. Expenditure, assets and liabilities are either specifically identified with individual segments or have been allocated to segments on a systematic basis. Based on such allocations, segment disclosures relating to revenue, results, assets and liabilities have been prepared.

Revenue contributed by any single customer in any of the operating segments, whether reportable or otherwise, does not exceed ten percent of the Group's total revenue.

An operating segment is classified as reportable segment if reported revenue (including inter-segment revenue) or absolute amount of result or assets exceed 10% or more of the combined total of all the operating segments.

Accordingly, the Company has reportable segments as described in above table.

Since the business operations of the Group are primarily concentrated in India, the Group is considered to operate only in the domestic segment and therefore there is no reportable geographic segment.

Segment information for the reportable segments:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Segment Revenue			
i) Wealth management business	17,033.07	12,738.33	6,945.07
ii) Asset management business	536.96	220.84	7.99
iii) Capital market business	6,994.98	6,880.59	6,371.64
iv) Unallocated	128.37	0.47	4,544.57
Sub-total	24,693.38	19,840.23	17,869.27
Inter-segment revenues	(2,389.45)	(1,965.76)	(3,365.56)
Total	22,303.93	17,874.47	14,503.71
Segment profit/(loss) before taxation			
i) Wealth management business	3,036.34	1,577.91	322.29
ii) Asset management business	(116.30)	(142.15)	(101.56)
iii) Capital market business	1,244.53	1,662.97	1,923.49
iv) Unallocated	19.74	0.38	1,617.57
Sub-total	4,184.31	3,099.11	3,761.79
Inter-segment elimination	(132.90)	(70.89)	(1,988.99)
Share of profit of associates	9.53	10.03	(0.93)
Exceptional items	-	6,316.32	(6,366.77)
Total	4,060.94	9,354.57	(4,594.90)

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47. Segment Reporting

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Segment assets			
i) Wealth management business	84,397.54	66,225.80	37,918.69
ii) Asset management business	513.51	267.69	213.69
iii) Capital market business	57,414.84	47,067.43	47,357.07
iv) Unallocated	2,048.00	2,600.02	1,647.35
Sub-total	144,373.89	116,160.94	87,136.80
Inter-segment elimination	(17,217.07)	(10,178.42)	(12,625.03)
Total	127,156.82	105,982.52	74,511.77
Segment liabilities			
i) Wealth management business	69,679.47	53,915.41	28,267.17
ii) Asset management business	287.09	166.88	116.21
iii) Capital market business	50,795.87	41,623.11	41,666.09
iv) Unallocated	991.92	1,206.90	930.59
Sub-total	121,754.35	96,912.30	70,980.06
Inter-segment elimination	(17,185.52)	(10,058.26)	(12,563.13)
Total	104,568.83	86,854.04	58,416.93

Note:

- 1) The above segmental information for Capital market business includes information for discontinued operations (refer note 60).
- 2) Following table provides details about reclassification adjustment carried out:

For the year ended March 31, 2022

Particulars	Amount as per March 31, 2022 audited financial statement	Reclassification/ Adjustments	Reclassified segments
Segment revenue:			
i) Holding company activity	19.79	(19.79)	-
ii) Agency business	12,099.36	(12,099.36)	-
iii) Capital based business	1,649.32	(1,649.32)	-
iv) Financing business	2,476.88	(2,476.88)	-
v) Unallocated	1.26	(0.79)	0.47
vi) Wealth management business	-	12,738.33	12,738.33
vii) Asset management business	-	220.84	220.84
viii) Capital market business	-	6,880.59	6,880.59
Sub-total			19,840.23
Inter-segment revenues			(1,965.76)
Total			17,874.47
Segment profit/(loss) before taxation			
i) Holding company activity	6,138.96	(6,138.96)	-
ii) Agency business	2,230.33	(2,230.33)	-
iii) Capital based business	555.94	(555.94)	-
iv) Financing business	440.89	(440.89)	-
v) Unallocated	(11.55)	11.93	0.38
vi) Wealth management business	-	1,577.91	1,577.91
vii) Asset management business	-	(142.15)	(142.15)
viii) Capital market business	-	1,662.97	1,662.97
Sub-total			3,099.11
Inter-segment elimination			(70.89)
Share of profit of associate			10.03
Exceptional items			6,316.32
			9,354.57

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47. Segment Reporting

Particulars	Amount as per March 31, 2022 audited financial statement	Reclassification/ Adjustments	Reclassified segments
Segment assets			
i) Holding company activity	1,767.22	(1,767.22)	-
ii) Agency business	58,792.42	(58,792.42)	-
iii) Capital based business	12,493.49	(12,493.49)	-
iv) Financing business	32,212.98	(32,212.98)	-
v) Unallocated	700.61	1,899.41	2,600.02
vi) Wealth management business	-	66,225.80	66,225.80
vii) Asset management business	-	267.69	267.69
viii) Capital market business	-	47,067.43	47,067.43
Sub-total			116,160.94
Inter-segment elimination			(10,178.42)
Total			105,982.52
Segment liabilities			
i) Holding company activity	1,025.39	(1,025.39)	-
ii) Agency business	50,128.88	(50,128.88)	-
iii) Capital based business	9,757.98	(9,757.98)	-
iv) Financing business	25,624.31	(25,624.31)	-
v) Unallocated	301.68	905.22	1,206.90
vi) Wealth management business	-	53,915.41	53,915.41
vii) Asset management business	-	166.88	166.88
viii) Capital market business	-	41,623.11	41,623.11
Sub-total			96,912.30
Inter-segment elimination			(10,058.26)
Total			86,854.04

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47. Segment Reporting

For the year ended March 31, 2021

Particulars	Amount as per March 31, 2021 audited financial statement	Reclassification/ Adjustments	Reclassified segments
Segment revenue:			
i) Holding company activity	1,361.85	(1,361.85)	-
ii) Agency business	10,036.34	(10,036.34)	-
iii) Capital based business	888.35	(888.35)	-
iv) Financing business	1,405.08	(1,405.08)	-
v) Unallocated	51.45	4,493.12	4,544.57
vi) Wealth management business	-	6,945.07	6,945.07
vii) Asset management business	-	7.99	7.99
viii) Capital market business	-	6,371.64	6,371.64
Sub-total			17,869.27
Inter-segment revenues			(3,365.56)
Total			14,503.71
Segment profit/(loss) before taxation			
i) Holding company activity	(6,416.89)	6,416.89	-
ii) Agency business	1,716.41	(1,716.41)	-
iii) Capital based business	647.32	(647.32)	-
iv) Financing business	(127.97)	127.97	-
v) Unallocated	41.16	1,576.41	1,617.57
vi) Wealth management business	-	322.29	322.29
vii) Asset management business	-	(101.56)	(101.56)
viii) Capital market business	-	1,923.49	1,923.49
Sub-total			3,761.79
Inter-segment elimination			(1,988.99)
Share of profit of associate			(0.93)
Exceptional items			(6,366.77)
			(4,594.90)
Segment assets			
i) Holding company activity	256.51	(256.51)	-
ii) Agency business	51,508.87	(51,508.87)	-
iii) Capital based business	5,611.52	(5,611.52)	-
iv) Financing business	15,514.14	(15,514.14)	-
v) Unallocated	960.79	686.56	1,647.35
vi) Wealth management business	-	37,918.69	37,918.69
vii) Asset management business	-	213.69	213.69
viii) Capital market business	-	47,357.07	47,357.07
Sub-total			87,136.80
Inter-segment elimination			(12,625.03)
Total			74,511.77
Segment liabilities			
i) Holding company activity	2.59	(2.59)	-
ii) Agency business	43,009.46	(43,009.46)	-
iii) Capital based business	1,554.77	(1,554.77)	-
iv) Financing business	12,614.02	(12,614.02)	-
v) Unallocated	576.15	354.44	930.59
vi) Wealth management business	-	28,267.17	28,267.17
vii) Asset management business	-	116.21	116.21
viii) Capital market business	-	41,666.09	41,666.09
Sub-total			70,980.06
Inter-segment elimination			(12,563.13)
Total			58,416.93

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

48. Change in liabilities arising from financing activities

Particulars	As at April 01, 2022	Acquisition of subsidiary	Cash flows (net)	Addition due to composite scheme of demerger*	Others (net)	As at March 31, 2023
Debt securities	32,027.43	-	14,524.58	-	-	46,552.01
Borrowings other than debt securities	3,308.68	-	4,119.06	-	-	7,427.74
Subordinated liabilities	153.40	-	(1.65)	-	-	151.75
	35,489.51	-	18,641.99	-	-	54,131.50

Particulars	As at April 01, 2021	Acquisition of subsidiary	Cash flows (net)	Addition due to composite scheme of demerger*	Others (net)	As at March 31, 2022
Debt securities	10,265.47	-	21,761.96	-	-	32,027.43
Borrowings other than debt securities	3,850.69	-	(542.01)	-	-	3,308.68
Subordinated liabilities	160.00	-	(6.60)	-	-	153.40
	14,276.16	-	21,213.35	-	-	35,489.51

Particulars	As at April 01, 2020	Acquisition of subsidiary	Cash flows (net)	Addition due to composite scheme of demerger*	Others (net)	As at March 31, 2021
Debt securities	3,281.73	-	6,983.74	-	-	10,265.47
Borrowings other than debt securities (refer note 2 below)	6,261.81	2,402.38	(4,320.78)	484.83	(977.55)	3,850.69
Subordinated liabilities (refer note 1 below)	3,329.38	-	(180.55)	-	(2,988.83)	160.00
	12,872.92	2,402.38	2,482.41	484.83	(3,966.38)	14,276.16

*Refer note 58.2

Note: 1) For the year ended March 31, 2021 others includes movement on account of conversion of Compulsorily convertible preference shares (CCPS) into equity shares and changes on account of sale of subsidiaries.

2) For the year ended March 31, 2021 others includes movement on account of account of sale of subsidiaries.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

49. Maturity Analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	As at March 31, 2023			As at March 31, 2022			As at March 31, 2021		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial Assets									
Cash and cash equivalents	7,881.95	-	7,881.95	10,004.98	-	10,004.98	3,353.45	-	3,353.45
Bank balances other than cash and cash equivalents	45,349.95	46.57	45,396.52	36,481.53	7.85	36,489.38	42,124.90	57.88	42,182.78
Derivative financial instruments	2,943.04	3,183.96	6,127.00	1,147.90	978.57	2,126.47	625.08	0.11	625.19
Securities held for trading	13,099.57	-	13,099.57	8,895.81	-	8,895.81	2,074.37	-	2,074.37
Trade receivables	8,755.33	145.01	8,900.34	8,751.37	173.01	8,924.38	2,720.30	-	2,720.30
Loans	34,895.52	637.84	35,533.36	29,061.12	469.52	29,530.64	14,832.58	-	14,832.58
Investments	995.27	701.39	1,696.66	-	701.97	701.97	-	246.61	246.61
Other financial assets	3,010.47	640.85	3,651.32	3,823.29	480.61	4,303.90	3,783.05	347.59	4,130.64
Non-financial assets									
Current tax assets (net)	-	570.78	570.78	8.06	732.28	740.34	34.90	402.84	437.74
Deferred tax assets (net)	-	5.49	5.49	(23.07)	31.72	8.65	-	524.18	524.18
Investment Property	-	147.34	147.34	-	155.10	155.10	-	-	-
Property, plant and equipment	-	2,290.25	2,290.25	-	1,631.63	1,631.63	-	1,260.45	1,260.45
Capital work in progress	-	-	-	-	-	-	-	0.46	0.46
Intangible assets under development	-	250.93	250.93	-	177.59	177.59	-	223.47	223.47
Goodwill	-	99.64	99.64	-	-	-	-	-	-
Other intangible assets	-	302.46	302.46	-	400.90	400.90	-	359.79	359.79
Other non- financial assets	153.13	1,050.08	1,203.21	739.60	128.74	868.34	677.20	101.32	778.52
Assets classified as held for sale	-	-	-	1,022.44	-	1,022.44	761.24	-	761.24
Total Assets	117,084.23	10,072.59	127,156.82	99,913.03	6,069.49	105,982.52	70,987.07	3,524.70	74,511.77
Financial Liabilities									
Derivative financial instruments	865.59	224.42	1,090.01	564.43	88.91	653.34	49.30	55.12	104.42
Trade payables	17,565.91	-	17,565.91	16,378.63	-	16,378.63	11,702.70	-	11,702.70
Debt securities	18,624.14	27,927.87	46,552.01	15,573.73	16,453.70	32,027.43	4,640.66	5,624.81	10,265.47
Borrowings (other than debt securities)	7,427.74	-	7,427.74	3,308.68	-	3,308.68	3,850.69	-	3,850.69
Subordinated liabilities	151.75	-	151.75	13.63	139.77	153.40	14.21	145.79	160.00
Other financial liabilities	29,406.47	1,141.77	30,548.24	31,467.54	821.14	32,288.68	30,243.71	367.27	30,610.99
Non-financial liabilities									
Current tax liabilities (net)	171.95	28.90	200.85	50.57	41.13	91.70	156.14	57.89	214.03
Provisions	39.78	80.98	120.76	68.51	80.47	148.98	50.42	73.18	123.58
Other non-financial liabilities	382.68	528.88	911.56	406.80	373.96	780.76	725.12	-	725.12
Liabilities included in disposal group held for sale / distribution	-	-	-	1,022.44	-	1,022.44	659.93	-	659.93
Total Liabilities	74,636.01	29,932.82	104,568.83	68,854.96	17,999.08	86,854.04	52,092.88	6,324.06	58,416.93
Net	42,448.22	(19,860.23)	22,587.99	31,058.07	(11,929.59)	19,128.48	18,894.19	(2,799.36)	16,094.84

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure

(A) Names of related parties by whom control is exercised

PAGAC Ecstasy Pte Limited (w.e.f March 31, 2022)	Holding company
PAGAC Ecstasy Pte Limited (w.e.f March 27, 2021 upto March 31, 2022)	Ultimate Holding company
Edelweiss Global Wealth Management Limited (w.e.f March 27, 2021 upto March 31, 2022)	Holding company
Edelweiss Financial Services Limited (Upto March 26, 2021)	Holding company

(B) Names of related parties exercising significant influence

Edelweiss Financial Services Limited (w.e.f. March 27, 2021 and upto March 30, 2023)

(C) Fellow subsidiaries with whom the Group has transactions (upto March 26, 2021):

Allium Finance Private Limited
ECap Equities Limited (formerly known as Edel Land Limited)
ECL Finance Limited
Edel Finance Company Limited (refer note 1 below)
Edel Investments Limited
Edelcap Securities Limited
EdelGive Foundation
Edelweiss Asset Management Limited
Edelweiss Capital (Singapore) Pte. Limited
Edelweiss Comtrade Limited
Edelweiss Finvest Limited (formerly Edelweiss Finvest Private Limited) (refer note 1 below)
Edelweiss Gallagher Insurance Brokers Limited
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)
Edelweiss Global Wealth Management Limited
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)
Edelweiss International (Singapore) Pte Limited
Edelweiss Investment Adviser Limited
Edelweiss Multi Strategy Fund Advisors LLP
Edelweiss Private Tech Equity Fund
Edelweiss Retail Finance Limited
Edelweiss Rural & Corporate Services Limited
Edelweiss Tokio Life Insurance Company Limited
Edelweiss Trusteeship Company Limited
Edelweiss Value Growth Fund
Lichen Metals Private Limited
Edelweiss Securities And Investments Private Limited

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure

(D) Subsidiaries/Associates/Joint ventures of Entity exercising significant influence with whom the Group has transactions (upto March 30, 2023)

Allium Finance Private Limited
EC Commodity Limited (refer note 3 below)
ECap Equities Limited (formerly known as Edel Land Limited)
ECL Finance Limited
Edel Finance Company Limited (refer note 1 below)
Edel Investments Limited
Edelcap Securities Limited
EdelGive Foundation
Edelweiss Asset Management Limited
Edelweiss Comtrade Limited
Edelweiss Finvest Limited (formerly Edelweiss Finvest Private Limited) (refer note 1 below)
Edelweiss Gallagher Insurance Brokers Limited (upto October 17, 2021)
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)
Edelweiss International (Singapore) Pte Limited
Edelweiss Investment Advisors Limited
Edelweiss Multi Strategy Fund Advisors LLP
Edelweiss Retail Finance Limited
Edelweiss Rural & Corporate Services Limited
Edelweiss Tokio Life Insurance Company Limited
Edelweiss Trusteeship Company Limited
Lichen Metals Private Limited
Edelweiss Alternative Asset Advisors Limited
Edelweiss Securities And Investments Private Limited
Edelweiss Alternative Asset Advisors Pte. Limited
Edelweiss Asset Reconstruction Company Limited

(E) Associate companies with whom the Group has transactions

Edelweiss Asset Reconstruction Company Limited (upto March 26, 2021)
Edelweiss Capital Services Limited (w.e.f. March 16, 2021)

(F) Fellow entity of the Ultimate Holding company with whom Group has transactions

Asia Pragati Strategic Investment Fund
PAG Investment Advisors Pte. Ltd.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure

(G) Key Management Personnel (KMP)

Ashish Kehair	Managing Director & CEO (w.e.f. September 21, 2021)
Shiv Sehgal	MD & CEO (Upto March 19, 2021) Executive Director (w.e.f. January 11, 2022)
Shivaraman Iyer	Chief Financial Officer (w.e.f. August 1, 2020 upto October 31, 2022)
Mihir Nanavati	Chief Financial Officer (w.e.f. November 1, 2022)
Rashesh Shah	Non- Executive Director (w.e.f March 19, 2021 upto March 17, 2023)
Vidya Shah	Non- Executive Director (w.e.f March 19, 2021 upto February 8, 2022)
Nikhil Srivastava	Non- Executive Director (w.e.f March 19, 2021)
Anthony Miller	Non- Executive Director (w.e.f March 19, 2021)
Ramesh Abhishek	Non- Executive Director & Chairman
Lincoln Pan	Non- Executive Director (w.e.f. July 30, 2021 upto November 7, 2022)
Aswin Vikram	Non- Executive Director (w.e.f. January 11, 2022)
Kunnasagaran Chinniah	Independent Director
Venkatchalam Ramaswamy	Independent Director (w.e.f March 19, 2021 upto March 17, 2023)
Navtej S. Nandra	Independent Director (w.e.f March 19, 2021)
Birendra Kumar	Independent Director (w.e.f. November 17, 2021)
Anisha Motwani	Independent Director (w.e.f. July 30, 2021)
Nitin Jain	MD (w.e.f March 19, 2021 upto April 7, 2021) CEO (w.e.f March 19, 2021 upto August 30, 2021) Executive Director (w.e.f. April 7, 2021 upto September 30, 2021)
Pankaj Razdan	Executive Director (w.e.f March 19, 2021 upto April 7, 2021) Vice Chairman and MD (w.e.f. April 7, 2021 upto January 11, 2022)
Atul Bapna	Executive Director (Upto March 19, 2021)
Sandesh Sawant	Chief Financial Officer (Upto July 31, 2020)
Tarun Khurana	Company Secretary (upto April 6, 2021)
Shirin Patel	Company Secretary (w.e.f April 7, 2021 and upto December 30, 2021)
Sonal Tiwari	Company Secretary (w.e.f. December 30, 2021 upto November 29, 2022)
Pooja Doshi	Company Secretary (w.e.f. May 25, 2023)
Kalpana Maniar	Non- Executive Director (Upto March 19, 2021)
David Kim	Non- Executive Director (w.e.f March 19, 2021 upto July 30, 2021)
Vinod Juneja	Independent Director (Upto March 19, 2021)
Kanhaiyalal Agarwal	Non- Executive Director (Upto March 19, 2021)
Sandesh Sawant	Chief Financial Officer (Upto July 31, 2020)
Anthony Miller	Non- Executive Director (W.e.f March 19, 2021)
Sujey Subramanian	Non- Executive Director (w.e.f November 7, 2022)
Ramesh Abhishek	Non- Executive Director (W.e.f March 19, 2021)

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

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(Currency: Indian rupees in million)

50. Related Party Disclosure

Note:

- 1) Edelweiss Finvest Limited (formerly Edelweiss Finvest Private Limited) was merged into Edel Finance Company Limited with effect from April 09, 2021. Hence all related party transactions transacted during the year and the outstanding balances thereof, as at the end of the year relating to the Merged entity are considered to be transacted with Edel Finance Company Limited and disclosed accordingly.
- 2) Since the demerger of Wealth management business undertaking from Edelweiss Global Wealth Management Limited ("EGWML") have been accounted effective March 26, 2021, all the related party transaction carried out by aforementioned business undertaking of EGWML have been included while disclosing the related party disclosures of the group.
- 3) Pursuant to the composite scheme of arrangement and amalgamation under section 230 to 232 of the Companies Act, 2013 as sanctioned by NCLT Hyderabad on February 09, 2022 and as sanctioned by NCLT Mumbai on January 10, 2022, Edel Land Limited ('Amalgamated or Resulting Company'), ECap Equities Limited ('Demerged Company' – defined in the scheme as demerged undertaking and thereby entire activities, business, operations and undertakings of the Demerged Company forming part of the Trading and Capital Markets business) and EC Commodity Limited ('Amalgamating Company') has been amalgamated with effect from April 01, 2020 ('the Appointed date'). The merger order has been filed with ROC on March 25, 2022. Hence all related party transactions transacted during the year and the outstanding balances thereof, as at the end of the year relating to the Demerged undertaking and Amalgamating Company are considered to be transacted with Edel Land Limited and disclosed accordingly.
- 4) Edelweiss Financial Services Limited holds 29.99% directly and 43.74% indirectly along with its subsidiaries. Thus, EFSL was disclosed as a party exercising significant influence over the Company. Further, transactions with its subsidiaries were also disclosed under the category C above 'Subsidiaries/Associates/Joint ventures of Entity exercising significant influence with whom the Group has transactions'. During the financial year ended March 31, 2023, pursuant to the amendment in the shareholders agreement, MOA and AOA of the Company, effective 30th March 2023, EFSL ceases to exercise significant influence over the Company. Accordingly, Transactions with EFSL and its subsidiaries have been disclosed only till March 30, 2023.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2023

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
<u>Capital account transactions</u>						
Issue of CCDs to						
PAGAC Ecstasy Pte. Limited	22,044.00	-	-	-	-	-
Conversion of CCDs into Equity shares						
Asia Pragati Strategic Investment Fund	-	-	395.88	-	-	-
PAGAC Ecstasy Pte. Limited	22,044.00	-	-	-	-	-
<u>Current account transactions</u>						
Loan given to						
Aparna T Chandrashekar	-	-	-	-	-	37.86
Kenai Advisors LLP	-	-	-	-	-	319.82
Mabella Investment Adviser LLP	-	-	-	-	-	141.38
Shiv Sehgal	-	-	-	-	-	7.07
Loan repaid by						
Aparna T Chandrashekar	-	-	-	-	-	260.92
Kenai Advisors LLP	-	-	-	-	-	364.32
Mabella Investment Adviser LLP	-	-	-	-	-	366.54
Shiv Sehgal	-	-	-	-	-	19.79
Loan repaid to						
Edelweiss Rural & Corporate Services Limited	-	-	-	-	1,000.00	-
Loan taken from						
Edelweiss Rural & Corporate Services Limited	-	-	-	-	1,000.00	-
Margin placed with						
Edel Investments Limited	-	-	-	-	36,254.13	-
Margin received from						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	54,614.21	-
ECL Finance Limited	-	-	-	-	2,057.82	-
Edel Investments Limited	-	-	-	-	5,555.90	-
Edelcap Securities Limited	-	-	-	-	7,701.52	-
Edelweiss Comtrade Limited	-	-	-	-	0.10	-
Edelweiss Financial Services Limited	-	0.00	-	-	-	-
Edelweiss Investment Adviser Limited	-	-	-	-	1,720.53	-
Edelweiss Retail Finance Limited	-	-	-	-	0.00	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.55	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	0.81	-
Margin refund received from						
Edel Investments Limited	-	-	-	-	38,032.81	-

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50. Related Party Disclosure for the year ended March 31, 2023

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Margin repaid to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	53,859.86	-
ECL Finance Limited	-	-	-	-	2,415.26	-
Edel Investments Limited	-	-	-	-	6,250.48	-
Edelcap Securities Limited	-	-	-	-	7,792.35	-
Edelweiss Comtrade Limited	-	-	-	-	0.17	-
Edelweiss Financial Services Limited	-	0.00	-	-	-	-
Edelweiss Investment Adviser Limited	-	-	-	-	1,724.35	-
Edelweiss Retail Finance Limited	-	-	-	-	0.00	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	2.05	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	0.81	-
Banner fees recovered from						
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	99.90	-
Branding fees paid to						
Edelweiss Financial Services Limited	-	40.11	-	-	-	-
Brokerage income earned from						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	0.09	-
Edelweiss Investment Adviser Limited	-	-	-	-	6.00	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	1.77	-
Key Managerial Personnel	-	-	-	-	-	0.57
Relatives of Key Managerial Personnel of Holding Company	-	-	-	-	-	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	0.31	-
Charges recovered from						
Relatives of KMP	-	-	-	-	-	0.01
Clearing charges income received from						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	39.47	-
ECL Finance Limited	-	-	-	-	0.91	-
Edel Investments Limited	-	-	-	-	58.24	-
Edelcap Securities Limited	-	-	-	-	6.63	-
Edelweiss Investment Adviser Limited	-	-	-	-	2.04	-
Commission and brokerage paid to						
Edel Investments Limited	-	-	-	-	16.00	-
Edelweiss Financial Services Limited	-	3.00	-	-	-	-
Commission to Non-Executive Directors						
Key managerial personnel	-	-	-	-	-	12.50
Corporate Guarantee support fee paid to						
Edelweiss Financial Services Limited	-	1.41	-	-	-	-

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(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2023

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Cost reimbursement paid to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	80.88	-
ECL Finance Limited	-	-	-	-	0.70	-
Edelcap Securities Limited	-	-	-	-	2.32	-
Edelweiss Alternative Asset Advisors Limited	-	-	-	-	0.19	-
Edelweiss Alternative Asset Advisors Pte. Limited	-	-	-	-	0.86	-
Edelweiss Financial Services Limited	-	10.07	-	-	-	-
Edelweiss International (Singapore) Pte Limited	-	-	-	-	8.08	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	130.24	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.10	-
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	-	-	-	5.46	-	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	4.44	-
Cost reimbursement received from						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	0.99	-
ECL Finance Limited	-	-	-	-	0.00	-
Edelweiss Alternative Asset Advisors Limited	-	-	-	-	0.01	-
Edelweiss Asset Management Limited	-	-	-	-	0.09	-
Edelweiss Financial Services Limited	-	188.63	-	-	-	-
Edelweiss Investment Adviser Limited	-	-	-	-	0.98	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.00	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	0.52	-
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	-	-	-	9.67	-	-
Cost reimbursement received from						
Edelweiss Financial Services Limited	-	2.84	-	-	-	-
Edelweiss Investment Adviser Limited	-	-	-	-	0.01	-
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	-	-	-	0.63	-	-
CSR paid to						
EdelGive Foundation	-	-	-	-	44.01	-
Debited for equity segment						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	138.26	-
Director's Sitting Fees paid to						
Key managerial personnel	-	-	-	-	-	1.40
ESOP/SAR expenses paid to						
Edelweiss Financial Services Limited	-	47.65	-	-	-	-

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(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2023

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Fee and commission income received from						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	997.25	-
ECL Finance Limited	-	-	-	-	2.17	-
Edel Finance Company Limited	-	-	-	-	9.11	-
Edel Investments Limited	-	-	-	-	30.05	-
Edelcap Securities Limited	-	-	-	-	35.90	-
Edelweiss Alternative Asset Advisors Limited	-	-	-	-	1,550.47	-
Edelweiss Alternative Asset Advisors Pte. Limited	-	-	-	-	221.48	-
Edelweiss Asset Management Limited	-	-	-	-	615.87	-
Edelweiss Financial Services Limited	-	530.48	-	-	-	-
Edelweiss Investment Adviser Limited	-	-	-	-	34.43	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	289.04	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	185.24	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	97.40	-
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	-	-	-	141.89	-	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	3.30	-
Infrastructure service charges received from						
Edel Investments Limited	-	-	-	-	8.33	-
Edelcap Securities Limited	-	-	-	-	10.00	-
Insurance premium paid to						
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	30.41	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	91.24	-
Inter corporate deposit placed with						
Edelweiss Rural & Corporate Services Limited	-	-	-	-	600.00	-
Inter corporate deposit withdrawn from						
Edelweiss Rural & Corporate Services Limited	-	-	-	-	600.00	-
Interest expense on loan taken from						
Edelweiss Rural & Corporate Services Limited	-	-	-	-	11.36	-
Interest expenses on CCDs held by						
Asia Pragati Strategic Investment Fund	-	-	0.00	-	-	-
PAGAC Ecstasy Pte. Limited	0.02	-	-	-	-	-
Interest expenses on margin placed by						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	2.98	-
ECL Finance Limited	-	-	-	-	6.14	-
Edel Investments Limited	-	-	-	-	1.07	-
Edelcap Securities Limited	-	-	-	-	0.49	-
Interest income on ICDs						
Edelweiss Rural & Corporate Services Limited	-	-	-	-	2.71	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2023

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Interest income on loan given to						
Aparna T Chandrashekar	-	-	-	-	-	12.31
Kenai Advisors LLP	-	-	-	-	-	5.81
Mabella Investment Adviser LLP	-	-	-	-	-	5.80
Shiv Sehgal	-	-	-	-	-	0.02
Interest received on debt instruments from						
ECL Finance Limited	-	-	-	-	0.33	-
Edelweiss Financial Services Limited	-	2.36	-	-	-	-
Edelweiss Retail Finance Limited	-	-	-	-	0.01	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.13	-
Purchase of Property Plant and Equipment & Intangible Assets from						
Edel Finance Company Limited	-	-	-	-	0.00	-
Edelcap Securities Limited	-	-	-	-	0.00	-
Edelweiss Financial Services Limited	-	0.00	-	-	-	-
Edelweiss International (Singapore) Pte Limited	-	-	-	-	0.09	-
Edelweiss Investment Adviser Limited	-	-	-	-	0.03	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.00	-
Purchases of securities held for trading from						
ECL Finance Limited	-	-	-	-	478.22	-
Edelweiss Retail Finance Limited	-	-	-	-	5.69	-
Remuneration paid to						
Key managerial personnel	-	-	-	-	-	137.81
Reversal of ESOP/SAR expenses by						
Edelweiss Financial Services Limited	-	68.38	-	-	-	-
Sale of Property Plant and Equipment & Intangible Assets to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	0.00	-
ECL Finance Limited	-	-	-	-	0.00	-
Edel Investments Limited	-	-	-	-	0.61	-
Edelcap Securities Limited	-	-	-	-	0.43	-
Edelweiss Financial Services Limited	-	0.08	-	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.00	-
Sale of securities held for trading to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	138.49	-
ECL Finance Limited	-	-	-	-	470.18	-
Edel Finance Company Limited	-	-	-	-	18.84	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	-	0.77	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	53.35	-
Surendra Mohan Kehair	-	-	-	-	-	1.02
Surendra Mohan Kehair - HUF	-	-	-	-	-	1.00

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2023

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Sitting fees paid to non executive director						
Anisha Motwani	-	-	-	-	-	1.70
Birendra Kumar	-	-	-	-	-	1.90
Kunnasagaran Chinniah	-	-	-	-	-	1.80
Ramesh Abhishek	-	-	-	-	-	1.96
Technology Shared Service Cost paid to						
Edelweiss Rural & Corporate Services Limited	-	-	-	-	173.89	-
Balances with related parties as at March 31, 2023						
Commission to Non-Executive Directors Payable to						
Key managerial personnel	-	-	-	-	-	12.50
Investments in equity shares of						
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	-	-	-	269.50	-	-
Trade and other Payables to						
Asia Pragati Strategic Investment Fund	-	-	300.00	-	-	-
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	-	-	-	7.68	-	-
Trade and other receivables from						
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	-	-	-	32.80	-	-
<u>Off Balance sheet items:</u>						
Liquidity support arrangement from						
Asia Pragati Strategic Investment Fund	-	-	30,000.00	-	-	-

Note:

- Information relating to remuneration paid to key managerial person mentioned above excludes provision made for gratuity and provision for made for performance bonus, which is provided on an overall basis. These are included on cash basis.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Capital account transactions						
Investment in equity shares of						
Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited)	-	-	-	14.70	-	-
Purchase of PMS business from						
Edelweiss Asset Management Limited	-	-	-	-	15.00	-
Sale of equity shares of Edelweiss Alternative Asset Advisors Pte. Limited to						
Edelweiss Financial Services Limited	-	1,022.42	-	-	-	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	0.00	-
Slump Sale of Custody, SLB and DDP business to						
Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited)	-	-	-	101.16	-	-
Current account transactions						
Loan given to						
Kenai Advisors LLP	-	-	-	-	-	44.51
Mabella Investment Adviser LLP	-	-	-	-	-	290.82
Pankaj Razdan	-	-	-	-	-	1.16
Swara Ventures LLP	-	-	-	-	-	246.13
Venkatchalam Ramaswamy	-	-	-	-	-	0.05
Loan repaid by						
Aparna T Chandrashekar	-	-	-	-	-	197.81
Kenai Advisors LLP	-	-	-	-	-	0.01
Mabella Investment Adviser LLP	-	-	-	-	-	419.43
Pankaj Razdan	-	-	-	-	-	1.35
Swara Ventures LLP	-	-	-	-	-	245.73
Venkatchalam Ramaswamy	-	-	-	-	-	0.05
Loan repaid to						
Allium Finance Private Limited	-	-	-	-	900.00	-
Edel Finance Company Limited	-	-	-	-	1,300.00	-
Edelweiss Financial Services Limited	-	3,355.00	-	-	-	-
Loans taken from						
Allium Finance Private Limited	-	-	-	-	900.00	-
Edel Finance Company Limited	-	-	-	-	1,300.00	-
Margin placed with						
Edel Investments Limited	-	-	-	-	25,332.00	-
Margin received from						
ECL Finance Limited	-	-	-	-	12,254.27	-
Edel Investments Limited	-	-	-	-	12,883.71	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	43,088.95	-
Edelcap Securities Limited	-	-	-	-	12,856.00	-
Edelweiss Comtrade Limited	-	-	-	-	0.31	-
Edelweiss Financial Services Limited	-	48.87	-	-	-	-
Edelweiss Investment Advisors Limited	-	-	-	-	572.11	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	880.10	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	3,037.88	-
Margin refund received from						
Edel Investments Limited	-	-	-	-	23,496.59	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Margin repaid to						
ECL Finance Limited	-	-	-	-	12,310.95	-
Edel Finance Company Limited	-	-	-	-	0.01	-
Edel Investments Limited	-	-	-	-	12,327.75	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	43,812.13	-
Edelcap Securities Limited	-	-	-	-	12,882.67	-
Edelweiss Comtrade Limited	-	-	-	-	0.47	-
Edelweiss Financial Services Limited	-	76.16	-	-	-	-
Edelweiss Investment Advisors Limited	-	-	-	-	569.67	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	880.10	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	3,037.38	-
Branding fees paid to						
Edelweiss Financial Services Limited	-	40.48	-	-	-	-
Brokerage income earned from						
ECL Finance Limited	-	-	-	-	3.39	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	24.54	-
Edelcap Securities Limited	-	-	-	-	2.89	-
Edelweiss Asset Management Limited	-	-	-	-	0.16	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	0.27	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.03	-
Edelweiss Investment Adviser Limited	-	-	-	-	0.81	-
Edelweiss Retail Finance Limited	-	-	-	-	0.03	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	2.36	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	4.62	-
Clearing charges income received from						
ECL Finance Limited	-	-	-	-	0.26	-
Edel Investments Limited	-	-	-	-	1.12	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	6.17	-
Edelcap Securities Limited	-	-	-	-	1.52	-
Edelweiss Financial Services Limited	-	0.00	-	-	-	-
Edelweiss Investment Advisors Limited	-	-	-	-	0.24	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.17	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	0.06	-
Commission and brokerage paid to						
Edel Investments Limited	-	-	-	-	14.22	-
Commission to Non-Executive Directors						
Key Management Personnel	-	-	-	-	-	10.63

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Cost reimbursement paid to						
ECL Finance Limited	-	-	-	-	0.47	-
Edel Finance Company Limited	-	-	-	-	2.40	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	78.63	-
Edelweiss Alternative Asset Advisors Limited	-	-	-	-	2.23	-
Edelweiss Alternative Asset Advisors Pte. Limited	-	-	-	-	0.51	-
Edelweiss Asset Management Limited	-	-	-	-	0.49	-
Edelweiss Financial Services Limited	-	6.61	-	-	-	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	18.41	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.29	-
Edelweiss International (Singapore) Pte Limited	-	-	-	-	17.77	-
Edelweiss Retail Finance Limited	-	-	-	-	0.02	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	130.11	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	7.50	-
ECap Equities Limited (formerly known as Edel Land Limited)*	-	-	-	-	0.00	-
Edelweiss Rural & Corporate Services Limited*	-	-	-	-	0.09	-
Cost reimbursement received from						
ECL Finance Limited	-	-	-	-	0.86	-
Edel Investments Limited	-	-	-	-	0.07	-
Edelcap Securities Limited	-	-	-	-	0.08	-
Edelweiss Alternative Asset Advisors Limited	-	-	-	-	0.08	-
Edelweiss Asset Management Limited	-	-	-	-	0.33	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	-	1.02	-
Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited)	-	-	-	6.37	-	-
Edelweiss Financial Services Limited	-	40.95	-	-	-	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	-	-	1.32	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.17	-
Edelweiss International (Singapore) Pte Limited	-	-	-	-	2.15	-
Edelweiss Investment Adviser Limited	-	-	-	-	0.00	-
Edelweiss Retail Finance Limited	-	-	-	-	0.31	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.66	-
Edelweiss Financial Services Limited*	-	2.53	-	-	-	-
Credited for equity segment						
ECL Finance Limited	-	-	-	-	15,119.56	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	35,155.94	-
Edelcap Securities Limited	-	-	-	-	10,805.67	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	237.53	-
Edelweiss Retail Finance Limited	-	-	-	-	323.85	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	1,657.72	-
CSR expenses paid to						
EdelGive Foundation	-	-	-	-	36.68	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Debited for equity segment						
ECL Finance Limited	-	-	-	-	14,950.97	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	35,468.70	-
Edelcap Securities Limited	-	-	-	-	12,398.18	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	333.83	-
Edelweiss Retail Finance Limited	-	-	-	-	386.28	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	1,590.95	-
Director's Sitting Fees paid to						
Birendra Kumar	-	-	-	-	-	0.02
Fee and Commission income received from						
ECL Finance Limited	-	-	-	-	0.64	-
Edel Finance Company Limited	-	-	-	-	23.58	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	504.81	-
Edelcap Securities Limited	-	-	-	-	1.71	-
Edelweiss Alternative Asset Advisors Limited	-	-	-	-	310.53	-
Edelweiss Alternative Asset Advisors Pte. Limited	-	-	-	-	137.06	-
Edelweiss Asset Management Limited	-	-	-	-	24.26	-
Edelweiss Financial Services Limited	-	806.01	-	-	-	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	-	-	5.65	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	3.61	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.01	-
Edelweiss Investment Adviser Limited	-	-	-	-	0.42	-
Edelweiss Retail Finance Limited	-	-	-	-	0.04	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.06	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	99.72	-
ECap Equities Limited (formerly known as Edel Land Limited)*	-	-	-	-	94.08	-
Corporate Guarantee support fee paid to						
Edelweiss Financial Services Limited	-	1.44	-	-	-	-
ESOP/SAR expenses paid to						
Edelweiss Financial Services Limited	-	49.38	-	-	-	-
Edelweiss Financial Services Limited*	-	10.00	-	-	-	-
Insurance premium paid to						
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	51.04	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	22.76	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)*	-	-	-	-	1.25	-
Edelweiss Tokio Life Insurance Company Limited*	-	-	-	-	0.78	-
Interest expense on CCDs						
Asia Pragati Strategic Investment Fund	-	-	0.00	-	-	-
PAGAC Ecstasy Pte. Limited*	0.22	-	-	-	-	-
Interest Expense on loan taken from						
Allium Finance Private Limited	-	-	-	-	16.51	-
Edel Finance Company Limited	-	-	-	-	27.35	-
Edelweiss Financial Services Limited	-	162.73	-	-	-	-
Edelweiss Rural & Corporate Services Limited*	-	-	-	-	51.80	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Interest expenses on margin placed by						
ECL Finance Limited	-	-	-	-	10.92	-
Edel Investments Limited	-	-	-	-	3.98	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	0.95	-
Edelcap Securities Limited	-	-	-	-	1.55	-
Edelweiss Financial Services Limited	-	0.24	-	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.16	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	0.28	-
Interest Income on Loan given to						
Aparna T Chandrashekar	-	-	-	-	-	24.21
Kenai Advisors LLP	-	-	-	-	-	0.31
Mabella Investment Adviser LLP	-	-	-	-	-	31.12
Pankaj Razdan	-	-	-	-	-	0.98
Sonal Ramanand Tiwari	-	-	-	-	-	0.00
Swara Ventures LLP	-	-	-	-	-	0.40
Interest received on debt instruments from						
ECL Finance Limited	-	-	-	-	4.16	-
Edelweiss Financial Services Limited	-	2.22	-	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.02	-
Edelweiss Retail Finance Limited	-	-	-	-	0.02	-
Liquidity Support charges paid to						
Asia Pragati Strategic Investment Fund	-	-	300.00	-	-	-
Purchases of securities held for trading from						
ECL Finance Limited	-	-	-	-	373.42	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	28.23	-
Edelweiss Financial Services Limited	-	10.00	-	-	-	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	-	-	513.81	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	594.43	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	115.88	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	1.14	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	149.53	-
Shiv Sehgal	-	-	-	-	-	11.20

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
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(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Purchase of property, plant and equipment from						
ECL Finance Limited	-	-	-	-	0.03	-
Edel Finance Company Limited	-	-	-	-	0.03	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	7.51	-
Edelcap Securities Limited	-	-	-	-	0.00	-
Edelweiss Asset Management Limited	-	-	-	-	0.03	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	-	0.00	-
Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited)	-	-	-	0.00	-	-
Edelweiss Comtrade Limited	-	-	-	-	0.01	-
Edelweiss Financial Services Limited	-	0.21	-	-	-	-
Edelweiss Financial Services Limited	-	0.33	-	-	-	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	-	-	0.10	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.00	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.00	-
Edelweiss Investment Adviser Limited	-	-	-	-	0.01	-
Edelweiss Investment Advisors Limited	-	-	-	-	0.02	-
Edelweiss Retail Finance Limited	-	-	-	-	0.00	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.12	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	0.77	-
Edelweiss Asset Management Limited*	-	-	-	-	0.00	-
Edelweiss Comtrade Limited*	-	-	-	-	0.00	-
Edelweiss Financial Services Limited*	-	0.01	-	-	-	-
Edelweiss Rural & Corporate Services Limited*	-	-	-	-	0.00	-
Redemption and buyback of Debt securities by						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	3,112.31	-
Referral fees paid to						
PAG Investment Advisors Pte. Ltd.	-	-	65.33	-	-	-
Reimbursements paid to						
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.32	-
Remuneration paid to						
Key Management Personnel	-	-	-	-	-	114.93
Reversal of ESOP/ SAR expenses						
Edelweiss Financial Services Limited	-	173.92	-	-	-	-
Sale of property, plant and equipment to						
ECL Finance Limited	-	-	-	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	0.49	-
Edelcap Securities Limited	-	-	-	-	0.00	-
EdelGive Foundation	-	-	-	-	0.00	-
Edelweiss Asset Management Limited	-	-	-	-	0.00	-
Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited)	-	-	-	0.11	-	-
Edelweiss Financial Services Limited	-	1.16	-	-	-	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	-	-	0.00	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	1.45	-
Edelweiss Asset Management Limited*	-	-	-	-	2.73	-
Edelweiss Rural & Corporate Services Limited*	-	-	-	-	0.00	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Sale of securities held for trading to						
ECL Finance Limited	-	-	-	-	657.89	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	147.19	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	58.24	-
Kenai Advisors LLP	-	-	-	-	-	64.48
Security deposit placed with						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	64.43	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	91.77	-
Sitting fees paid to non executive director						
Anisha Motwani	-	-	-	-	-	0.92
Birendra Kumar	-	-	-	-	-	0.30
Kunnasagaran Chinniah	-	-	-	-	-	1.24
Subscription to NCDs of						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	504.19	-
Technology Shared Service Cost paid to						
Edelweiss Rural & Corporate Services Limited	-	-	-	-	268.21	-
Edelweiss Rural & Corporate Services Limited*	-	-	-	-	0.24	-
Trade exposure charges received from						
ECL Finance Limited	-	-	-	-	0.21	-
Edel Investments Limited	-	-	-	-	79.76	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	176.40	-
Edelcap Securities Limited	-	-	-	-	30.22	-
Edelweiss Investment Advisors Limited	-	-	-	-	6.59	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.34	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	4.98	-
Balances with related parties as at March 31, 2022						
Accrued interest income on debentures of						
ECL Finance Limited	-	-	-	-	0.03	-
Edelweiss Financial Services Limited	-	0.01	-	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.01	-
Edelweiss Retail Finance Limited	-	-	-	-	0.00	-
Advance given to						
Edelweiss Financial Services Limited*	-	467.48	-	-	-	-
Corporate guarantee taken from						
Edelweiss Financial Services Limited	-	9,089.77	-	-	-	-
Debt securities						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	1.40	-
Interest payable on CCDs						
Asia Pragati Strategic Investment Fund	-	-	0.00	-	-	-
PAGAC Ecstasy Pte. Limited*	0.23	-	-	-	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Interest payable on margin placed by						
ECL Finance Limited	-	-	-	-	6.59	-
Edel Investments Limited	-	-	-	-	0.41	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	0.09	-
Edelcap Securities Limited	-	-	-	-	0.00	-
Investments in equity shares						
Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited)	-	-	-	269.50	-	-
Loan given to						
Aparna T Chandrashekar	-	-	-	-	-	223.06
Kenai Advisors LLP	-	-	-	-	-	44.50
Mabella Investment Adviser LLP	-	-	-	-	-	225.16
Margin Placed with Brokers						
Edel Investments Limited	-	-	-	-	1,840.40	-
Margins payable to clients						
ECL Finance Limited	-	-	-	-	474.90	-
Edel Investments Limited	-	-	-	-	694.58	-
Edelcap Securities Limited	-	-	-	-	91.98	-
Edelweiss Comtrade Limited	-	-	-	-	0.10	-
Edelweiss Financial Services Limited	-	0.47	-	-	-	-
Edelweiss Investment Advisors Limited	-	-	-	-	4.80	-
Edelweiss Retail Finance Limited	-	-	-	-	0.47	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	1.50	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	0.50	-
Commission payable to Independent Directors						
Key Management Personnel	-	-	-	-	-	10.63
Securities held for trading - Debentures of						
ECL Finance Limited	-	-	-	-	25.63	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	666.30	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	-	11.11	-
Edelweiss Financial Services Limited	-	2.29	-	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.16	-
Edelweiss Retail Finance Limited	-	-	-	-	0.11	-
Security deposit placed with						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	64.43	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	91.77	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Trade and other payables to						
Asia Pragati Strategic Investment Fund	-	-	300.00	-	-	-
ECL Finance Limited	-	-	-	-	0.02	-
Edel Finance Company Limited	-	-	-	-	0.00	-
Edel Investments Limited	-	-	-	-	0.24	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	7.51	-
Edelweiss Alternative Asset Advisors Limited	-	-	-	-	3.43	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	-	0.00	-
Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited)	-	-	-	3.15	-	-
Edelweiss Comtrade Limited	-	-	-	-	0.00	-
Edelweiss Financial Services Limited	-	50.62	-	-	-	-
Edelweiss Financial Services Limited	-	1.17	-	-	-	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	(0.08)	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.02	-
Edelweiss Investment Advisors Limited	-	-	-	-	0.00	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	74.81	-
PAG Investment Advisors Pte. Ltd.	-	-	65.33	-	-	-
Edelweiss Financial Services Limited*	-	2.41	-	-	-	-
Edelweiss Rural & Corporate Services Limited*	-	-	-	-	0.02	-
Trade and other receivables from						
ECL Finance Limited	-	-	-	-	1.71	-
Edel Finance Company Limited	-	-	-	-	2.15	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	342.20	-
Edelcap Securities Limited	-	-	-	-	0.00	-
Edelweiss Alternative Asset Advisors Limited	-	-	-	-	206.37	-
Edelweiss Asset Management Limited	-	-	-	-	3.13	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	-	0.22	-
Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited)	-	-	-	0.68	-	-
Edelweiss Financial Services Limited	-	82.78	-	-	-	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	1.35	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.11	-
Edelweiss International (Singapore) Pte Limited	-	-	-	-	0.24	-
Edelweiss Investment Adviser Limited	-	-	-	-	0.22	-
Edelweiss Retail Finance Limited	-	-	-	-	0.85	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	1.76	-
Edelweiss Securities And Investments Private Limited	-	-	-	-	0.02	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	46.22	-
ECap Equities Limited (formerly known as Edel Land Li	-	-	-	-	7.25	-
Edelweiss Comtrade Limited*	-	-	-	-	0.15	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)*	-	-	-	-	0.02	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

Name of related party	Holding Company	Entity exercising significant influence	Fellow entity of the ultimate Holding Company	Associate	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Off- Balance sheet items						
Corporate guarantee taken from						
Edelweiss Financial Services Limited	-	9,089.77	-	-	-	-
Liquidity support arrangement from						
Asia Pragati Strategic Investment Fund	-	-	30,000.00	-	-	-

*Pertains to Wealth Management Business undertaking demerged from Edelweiss Global Wealth Management Limited, accounted in accordance with appendix C of IND AS 103 (Business Combinations of entities under common control).

Note:

- Information relating to remuneration paid to key managerial person mentioned above excludes provision made for gratuity and provision for made for performance bonus, which is provided on an overall basis. These are included on cash basis.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
<u>Capital account transactions</u>						
Issuance of equity share capital						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	3,105.00	-	-	-
Edelweiss Global Wealth Management Limited	2,734.00	-	-	-	-	-
Dividend on equity shares paid to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	85.29	-	-	-
Edelweiss Financial Services Limited	838.84	-	-	-	-	-
Investment in equity shares of						
Edelweiss Capital Services Limited	-	-	-	520.00	-	-
Sale of equity shares of ECL Finance Limited to						
Edelweiss Rural & Corporate Services Limited	-	-	1,043.33	-	-	-
Sale of equity shares of Edelweiss Capital Services Limited to						
Edelweiss Financial Services Limited	265.40	-	-	-	-	-
Sale of equity shares of Edel Finance Company Limited to						
Edelweiss Financial Services Limited	448.93	-	-	-	-	-
Sale of equity shares of Edelweiss Securities And Investments Private Limited to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	923.15	-	-	-
Sale of Preference shares of Edelweiss Rural & Corporate Services Limited to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	728.30	-	-	-
<u>Current account transactions</u>						
Loan repaid by						
Edelweiss Capital (Singapore) Pte. Limited	-	-	191.00	-	-	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	2,343.62	-	-	-
Loans given to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	4,117.74	-	-	-
Loan repaid to						
Edel Finance Company Limited	-	-	880.00	-	120.00	-
Edelweiss Rural & Corporate Services Limited	-	-	6,087.61	-	-	-
Loans taken from						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	-	-
Edelweiss Financial Services Limited	3,355.00	-	-	-	-	-
Edel Finance Company Limited	-	-	1,500.00	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	4,526.75	-	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Inter corporate deposit placed with						
Edelweiss Global Wealth Management Limited	-	-	89.00	-	-	-
Inter corporate deposit withdrawn from						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	446.52	-	-	-
Edelweiss Global Wealth Management Limited	-	-	89.00	-	-	-
Purchases of securities held for trading from						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	295.38	-	-	-
ECL Finance Limited	-	-	5,151.73	-	10.58	-
Edel Finance Company Limited	-	-	10.94	-	-	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	352.99	-	-	-
Sale of securities held for trading to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	258.29	-	-	-
ECL Finance Limited	-	-	47.75	-	-	-
ECL Finance Limited	-	-	1,284.61	-	-	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	47.84	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	261.31	-	-	-
Margin placed by						
EC Commodity Limited	-	-	1,694.92	-	1.54	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	28,031.78	-	1,955.51	-
ECL Finance Limited	-	-	58,933.29	-	3,863.80	-
Edel Investments Limited	-	-	1,065.37	-	14.28	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	5,395.71	-	137.65	-
Edelcap Securities Limited	-	-	32,246.56	-	1,652.31	-
Edelweiss Comtrade Ltd	-	-	3.45	-	0.00	-
Edelweiss Financial Services Limited	571.24	15.96	-	-	-	-
Edel Finance Company Limited	-	-	12,189.38	-	139.98	-
Edelweiss Investment Advisors Limited	-	-	2.46	-	-	-
Edelweiss Retail Finance Limited	-	-	70.65	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	1,631.83	-	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Margin withdrawn by						
EC Commodity Limited	-	-	1,693.78	-	505.56	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	27,615.10	-	2,433.99	-
ECL Finance Limited	-	-	61,226.63	-	1,615.66	-
Edel Investments Limited	-	-	1,051.47	-	113.67	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	5,371.60	-	237.20	-
Edelcap Securities Limited	-	-	31,927.31	-	1,841.49	-
Edelweiss Comtrade Ltd	-	-	3.70	-	-	-
Edelweiss Financial Services Limited	588.10	11.57	-	-	-	-
Edel Finance Company Limited	-	-	11,841.92	-	139.81	-
Edelweiss Investment Advisors Limited	-	-	5.90	-	-	-
Edelweiss Retail Finance Limited	-	-	71.35	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	1,633.93	-	-	-
Margin placed with						
Edel Investments Limited	-	-	0.52	-	5.13	-
Margin withdrawn from						
Edel Investments Limited	-	-	0.52	-	0.13	-
Credited for equity segment						
EC Commodity Limited	-	-	996.15	-	-	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	21,984.30	-	226.59	-
ECL Finance Limited	-	-	101,038.58	-	44.83	-
Edel Investments Limited	-	-	0.07	-	-	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	1,029.43	-	-	-
Edelcap Securities Limited	-	-	48,650.13	-	239.71	-
Edel Finance Company Limited	-	-	8,035.06	-	53.27	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	193.15	-	-	-
Edelweiss Retail Finance Limited	-	-	606.64	-	51.46	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.46	-
Debited for equity segment						
EC Commodity Limited	-	-	988.51	-	-	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	23,964.20	-	273.37	-
ECL Finance Limited	-	-	101,846.07	-	29.17	-
Edel Investments Limited	-	-	0.10	-	-	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	1,062.36	-	-	-
Edelcap Securities Limited	-	-	50,985.79	-	828.96	-
Edel Finance Company Limited	-	-	7,566.82	-	29.17	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	246.83	-	2.58	-
Edelweiss Retail Finance Limited	-	-	534.61	-	29.17	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Purchase of property, plant and equipment from						
EC Commodity Limited	-	-	-	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	0.21	-	0.01	-
ECL Finance Limited	-	-	0.56	-	1.52	-
Edel Investments Limited	-	-	0.09	-	-	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	0.01	-
Edelcap Securities Limited	-	-	0.01	-	0.01	-
EdelGive Foundation	-	-	-	-	0.01	-
Edelweiss Asset Management Limited	-	-	0.12	-	0.02	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	0.05	-	-
Edelweiss Comtrade Ltd	-	-	0.01	-	0.06	-
Edelweiss Financial Services Limited	0.24	0.10	-	-	-	-
Edel Finance Company Limited	-	-	0.09	-	0.02	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	0.03	-	0.28	-
Edelweiss Global Wealth Management Limited	-	-	4.56	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	0.06	-	0.16	-
Edelweiss Investment Advisors Limited	-	-	0.03	-	0.11	-
Edelweiss Multi Strategy Fund Advisors LLP	-	-	0.01	-	-	-
Edelweiss Retail Finance Limited	-	-	0.02	-	0.21	-
Edelweiss Rural & Corporate Services Limited	-	-	1.01	-	3.27	-
Lichen Metals Private Limited	-	-	-	-	0.00	-
Sale of property, plant and equipment to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	0.75	-	-	-
ECL Finance Limited	-	-	0.17	-	-	-
Edel Investments Limited	-	-	0.01	-	-	-
Edelcap Securities Limited	-	-	0.08	-	-	-
Edelweiss Asset Management Limited	-	-	0.01	-	-	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	0.00	-	-
Edelweiss Capital Services Limited	-	-	-	0.16	-	-
Edelweiss Comtrade Ltd	-	-	0.01	-	-	-
Edelweiss Financial Services Limited	0.02	0.00	-	-	-	-
Edel Finance Company Limited	-	-	0.01	-	-	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	0.12	-	-	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	0.00	-	-	-
Edelweiss Global Wealth Management Limited	-	-	0.22	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	0.07	-	-	-
Edelweiss Investment Advisors Limited	-	-	0.00	-	-	-
Edelweiss Retail Finance Limited	-	-	0.01	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	0.15	-	-	-
Edelweiss Tokio Life Insurance Company Limited	-	-	0.00	-	-	-
Advisory fee expense paid to						
ECL Finance Limited	-	-	95.15	-	-	-
Edelweiss Financial Services Limited	2.50	-	-	-	-	-
Advisory Fees income received from						
Edelweiss Financial Services Limited	30.88	-	-	-	-	-
Branding fees paid to						
Edelweiss Financial Services Limited	24.66	0.34	-	-	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

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(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Brokerage income earned from						
EC Commodity Limited	-	-	4.41	-	0.11	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	34.22	-	0.17	-
ECL Finance Limited	-	-	28.59	-	0.01	-
Edel Investments Limited	-	-	1.10	-	-	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	26.87	-	0.08	-
Edelcap Securities Limited	-	-	24.72	-	0.12	-
Edelweiss Asset Management Limited	-	-	0.46	-	-	-
Edel Finance Company Limited	-	-	4.86	-	0.00	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	0.03	-	-	-
Edelweiss Retail Finance Limited	-	-	0.13	-	0.00	-
Edelweiss Tokio Life Insurance Company Limited	-	-	0.54	-	0.00	-
Nitin Jain	-	-	-	-	-	0.00
Neel Shah	-	-	-	-	-	0.00
Clearing charges income received from						
EC Commodity Limited	-	-	0.17	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	2.09	-	0.05	-
ECL Finance Limited	-	-	1.74	-	0.02	-
Edel Investments Limited	-	-	0.08	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	0.93	-	0.01	-
Edelcap Securities Limited	-	-	3.56	-	0.07	-
Edelweiss Financial Services Limited	0.02	0.00	-	-	-	-
Edel Finance Company Limited	-	-	0.13	-	0.00	-
Edelweiss Rural & Corporate Services Limited	-	-	0.03	-	-	-
Corporate Guarantee support fee						
Edelweiss Financial Services Limited	1.98	0.02	-	-	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
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(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Cost reimbursement paid to						
Allium Finance Private Limited	-	-	0.00	-	0.00	-
EC Commodity Limited	-	-	0.02	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	80.08	-	1.40	-
ECL Finance Limited	-	-	10.55	-	0.04	-
Edel Finance Company Limited	-	-	0.00	-	0.00	-
Edel Investments Limited	-	-	0.02	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	0.10	-	0.00	-
Edelcap Securities Limited	-	-	0.21	-	0.02	-
EdelGive Foundation	-	-	0.00	-	0.00	-
Edelweiss Asset Management Limited	-	-	3.00	-	0.01	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	0.13	-	-
Edelweiss Capital Services Limited	-	-	-	0.00	-	-
Edelweiss Comtrade Ltd	-	-	0.81	-	0.00	-
Edelweiss Financial Services Limited	91.62	2.46	-	-	-	-
Edel Finance Company Limited	-	-	0.01	-	0.00	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	0.02	-	0.00	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	56.16	-	1.11	-
Edelweiss Global Wealth Management Limited	1.40	-	126.00	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	0.36	-	0.01	-
Edelweiss International (Singapore) Pte Limited	-	-	7.72	-	-	-
Edelweiss Investment Advisors Limited	-	-	0.00	-	-	-
Edelweiss Retail Finance Limited	-	-	0.30	-	(0.02)	-
Edelweiss Rural & Corporate Services Limited	-	-	436.61	-	6.79	-
Edelweiss Tokio Life Insurance Company Limited	-	-	0.01	-	0.00	-
Edelweiss Trusteeship Company Limited	-	-	0.00	-	0.00	-
Lichen Metals Private Limited	-	-	0.00	-	-	-
Cost reimbursement recovered from						
Allium Finance Private Limited	-	-	0.00	-	0.00	-
EC Commodity Limited	-	-	3.44	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	0.29	-	0.00	-
ECL Finance Limited	-	-	5.87	-	(0.06)	-
Edel Investments Limited	-	-	0.06	-	0.01	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	0.16	-	0.00	-
Edelcap Securities Limited	-	-	0.52	-	0.01	-
EdelGive Foundation	-	-	0.02	-	0.00	-
Edelweiss Asset Management Limited	-	-	2.46	-	0.01	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	4.59	-	-
Edelweiss Capital Services Limited	-	-	-	0.00	-	-
Edelweiss Comtrade Ltd	-	-	0.02	-	-	-
Edelweiss Financial Services Limited	12.54	2.78	-	-	-	-
Edel Finance Company Limited	-	-	1.66	-	0.00	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	7.52	-	0.01	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	0.31	-	0.00	-
Edelweiss Global Wealth Management Limited	0.11	-	0.22	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	0.64	-	0.00	-
Edelweiss Investment Advisors Limited	-	-	0.46	-	-	-
Edelweiss Retail Finance Limited	-	-	0.18	-	0.00	-
Edelweiss Rural & Corporate Services Limited	-	-	1.42	-	(0.02)	-
Edelweiss Tokio Life Insurance Company Limited	-	-	0.08	-	-	-
Edelweiss Trusteeship Company Limited	-	-	0.00	-	0.00	-
Lichen Metals Private Limited	-	-	0.00	-	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Commission and brokerage paid to						
Edelweiss Financial Services Limited	37.73	-	-	-	-	-
Edel Investments Limited	-	-	-	-	0.08	-
Corporate Social responsibility expenses paid to						
EdelGive Foundation	-	-	42.90	-	-	-
Custody Fees Income received from						
Edelweiss Asset Management Limited	-	-	2.40	-	0.76	-
Delayed payment interest recovered						
Edelcap Securities Limited	-	-	-	-	0.00	-
Demat charges received from						
EC Commodity Limited	-	-	0.00	-	-	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	0.01	-	-	-
ECL Finance Limited	-	-	0.00	-	-	-
Edel Investments Limited	-	-	0.00	-	-	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	0.00	-	-	-
Edelcap Securities Limited	-	-	0.00	-	-	-
Edel Finance Company Limited	-	-	0.00	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	0.00	-	-	-
ESOP/SAR expenses paid to						
Edelweiss Financial Services Limited	69.77	0.62	-	-	-	-
Fund Accounting Fee Income received from						
Edelweiss Asset Management Limited	-	-	2.08	-	0.09	-
Fund raising Distributor's expenses						
Edelweiss Global Wealth Management Limited	-	-	29.19	-	-	-
Fee & commission income received from						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	85.53	-	4.01	-
ECL Finance Limited	-	-	104.93	-	-	-
Edelcap Securities Limited	-	-	1.60	-	-	-
Edelweiss Asset Management Limited	-	-	27.47	-	1.19	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	5.73	-	-
Edelweiss Financial Services Limited	358.25	1.15	-	-	-	-
Edel Finance Company Limited	-	-	68.80	-	0.31	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	5.73	-	0.32	-
Edelweiss Global Wealth Management Limited	0.03	-	1.09	-	-	-
Edelweiss Investment Advisors Limited	-	-	8.70	-	-	-
Edelweiss Private Tech Equity Fund	-	-	0.54	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	14.88	-	-	-
Edelweiss Tokio Life Insurance Company Limited	-	-	69.37	-	2.16	-
Edelweiss Value Growth Fund	-	-	1.85	-	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Interest expenses on loan taken from						
Edelweiss Financial Services Limited	43.44	4.25	-	-	-	-
Edel Finance Company Limited	-	-	47.13	-	0.10	-
Edelweiss Rural & Corporate Services Limited	-	-	76.26	-	-	-
Interest expenses on margin placed by						
EC Commodity Limited	-	-	0.00	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	2.26	-	0.01	-
ECL Finance Limited	-	-	32.22	-	0.10	-
Edel Investments Limited	-	-	1.08	-	0.01	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	0.17	-	0.00	-
Edelcap Securities Limited	-	-	9.56	-	0.00	-
Edelweiss Financial Services Limited	1.42	0.04	-	-	-	-
Edel Finance Company Limited	-	-	5.58	-	0.00	-
Edelweiss Investment Advisors Limited	-	-	0.00	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	0.45	-	0.00	-
Interest income on Inter corporate deposits						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	10.40	-	-	-
Edelweiss Global Wealth Management Limited	-	-	1.80	-	-	-
Interest income on loan given to						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	19.50	-	-	-
Interest Income on Loan given to KMP & relatives						
Kenai Advisors LLP	-	-	-	-	-	0.11
Mabella Investment Adviser LLP	-	-	-	-	-	12.76
Pankaj Razdan	-	-	-	-	-	1.66
Aparna T Chandrashekar	-	-	-	-	-	8.69
Interest income on margin shortfall received from						
EC Commodity Limited	-	-	13.96	-	0.30	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	141.58	-	2.55	-
ECL Finance Limited	-	-	10.44	-	0.01	-
Edel Investments Limited	-	-	4.08	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	65.21	-	0.42	-
Edelcap Securities Limited	-	-	89.47	-	0.88	-
Edelweiss Financial Services Limited	0.00	-	-	-	-	-
Edel Finance Company Limited	-	-	31.97	-	-	-
Edelweiss Retail Finance Limited	-	-	0.00	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	7.15	-	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Interest received on debt instruments from						
ECL Finance Limited	-	-	0.01	-	0.27	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	0.02	-	0.00	-
Edelweiss Retail Finance Limited	-	-	0.00	-	0.00	-
Interest received on loans given to						
Edelweiss Capital (Singapore) Pte. Limited	-	-	0.84	-	-	-
Loans given to KMP & relatives						
Venkatchalam Ramaswamy	-	-	-	-	-	0.70
Pankaj Razdan	-	-	-	-	-	1.71
Kenai Advisors LLP	-	-	-	-	-	10.71
Aparna T Chandrashekar	-	-	-	-	-	350.19
Mabella Investment Adviser LLP	-	-	-	-	-	444.59
Repayment of loans by KMP & relatives						
Venkatchalam Ramaswamy	-	-	-	-	-	0.70
Pankaj Razdan	-	-	-	-	-	2.61
Kenai Advisors LLP	-	-	-	-	-	10.71
Aparna T Chandrashekar	-	-	-	-	-	107.32
Mabella Investment Adviser LLP	-	-	-	-	-	90.81
Sitting fees paid to						
Kunnasagaran Chinniah	-	-	-	-	-	0.26
Other income						
Edelweiss International (Singapore) Pte Limited	-	-	2.24	-	(0.01)	-
Rating support fees paid to						
Edelweiss Financial Services Limited	0.04	-	-	-	-	-
Edelweiss Financial Services Limited	0.06	-	-	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	0.21	-	0.01	-
Reimbursement received from						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	0.64	-	-	-
ECL Finance Limited	-	-	3.34	-	-	-
Edelcap Securities Limited	-	-	0.06	-	-	-
Edelweiss Asset Management Limited	-	-	1.38	-	-	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	2.17	-	-
Edelweiss Financial Services Limited	0.04	0.07	-	-	-	-
Edel Finance Company Limited	-	-	0.81	-	-	-
Edelweiss Global Wealth Management Limited	-	-	3.05	-	-	-
Edelweiss Investment Advisors Limited	-	-	0.23	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	1.34	-	-	-
Reimbursements paid to						
Edelweiss Comtrade Ltd	-	-	0.08	-	-	-
Edelweiss Financial Services Limited	0.43	0.07	-	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.16	-
Edelweiss Investment Advisors Limited	-	-	0.06	-	-	-
Edelweiss Rural & Corporate Services Limited	-	-	2.53	-	0.12	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Research Services Fees Income						
EC Commodity Limited	-	-	0.69	-	0.08	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	6.57	-	1.44	-
ECL Finance Limited	-	-	2.36	-	0.44	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	3.11	-	0.07	-
Edelcap Securities Limited	-	-	2.37	-	0.07	-
Edelweiss Financial Services Limited	4.00	-	-	-	-	-
Edel Finance Company Limited	-	-	0.25	-	0.00	-
Edelweiss Global Wealth Management Limited	-	-	0.50	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	0.00	-	0.00	-
Edelweiss Retail Finance Limited	-	-	0.00	-	0.00	-
Remuneration paid to	-	-	-	-	-	54.02
Balances with related parties as at March 31, 2021	-	-	-	-	-	-
Accrued interest expenses on margin placed by						
EC Commodity Limited	-	-	-	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	0.65	-
ECL Finance Limited	-	-	-	-	3.87	-
Edel Investments Limited	-	-	-	-	1.03	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	0.13	-
Edelcap Securities Limited	-	-	-	-	0.75	-
Edelweiss Financial Services Limited	-	1.40	-	-	-	-
Edel Finance Company Limited	-	-	-	-	0.01	-
Edelweiss Investment Advisors Limited	-	-	-	-	0.00	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.07	-
Accrued interest income on debentures of						
ECL Finance Limited	-	-	-	-	0.27	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.01	-
Edelweiss Retail Finance Limited	-	-	-	-	0.00	-
Corporate guarantee taken from						
Edelweiss Financial Services Limited	-	14,645.79	-	-	-	-
Interest accrued on loan taken from						
Edelweiss Financial Services Limited	-	7.32	-	-	-	-
Edel Finance Company Limited	-	-	-	-	2.01	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	0.00	-
Investments in equity shares of						
Edelweiss Asset Reconstruction Company Limited	-	-	-	936.03	-	-
Edelweiss Capital Services Limited	-	-	-	254.80	-	-
Loan given outstanding						
Mabella Investment Adviser LLP	-	-	-	-	-	353.78
Pankaj Razdan	-	-	-	-	-	12.09
Aparna T Chandrashekar	-	-	-	-	-	242.87
Margin placed with						
Edel Investments Limited	-	-	-	-	5.00	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Compulsorily Convertible Debentures (CCDs)						
Asia Pragati Strategic Investment Fund	-	-	395.88	-	-	-
PAGAC Ecstasy Pte. Limited*	22,044.00	-	-	-	-	-
Interest payable on CCDs						
PAGAC Ecstasy Pte. Limited*	0.01	-	-	-	-	-
Short term borrowings						
Edelweiss Financial Services Limited	-	3,355.00	-	-	-	-
Edelweiss Financial Services Limited*	-	61.45	-	-	-	-
Edelweiss Rural & Corporate Services Limited *	-	-	-	-	111.31	-
Allium Finance Private Limited*	-	-	-	-	312.07	-
Advance given to						
Edelweiss Financial Services Limited*	-	467.48	-	-	-	-
Trade & other receivables from						
Allium Finance Private Limited	-	-	-	-	0.00	-
EC Commodity Limited	-	-	-	-	0.95	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	97.02	-
ECL Finance Limited	-	-	-	-	9.85	-
Edel Finance Company Limited	-	-	-	-	9.39	-
Edel Investments Limited	-	-	-	-	0.10	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	1.76	-
Edelcap Securities Limited	-	-	-	-	0.60	-
EdelGive Foundation	-	-	-	-	0.00	-
Edelweiss Asset Management Limited	-	-	-	-	2.69	-
Edelweiss Asset Management Limited	-	-	-	-	2.17	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	0.50	-	-
Edelweiss Capital Services Limited	-	-	-	0.19	-	-
Edelweiss Comtrade Ltd	-	-	-	-	0.14	-
Edelweiss Financial Services Limited	-	98.18	-	-	-	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	-	-	0.92	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	0.61	-
Edelweiss Global Wealth Management Limited	3.53	-	2.22	-	-	-
Edelweiss International (Singapore) Pte Limited	-	-	-	-	0.34	-
Edelweiss Investment Advisors Limited	-	-	-	-	0.01	-
Edelweiss Retail Finance Limited	-	-	-	-	0.75	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	3.74	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	7.25	-
Edelweiss Trusteeship Company Limited	-	-	-	-	0.00	-
EFSL Comtrade Limited	-	-	-	-	0.11	-
Lichen Metals Private Limited	-	-	-	-	0.00	-
ECap Equities Limited (formerly known as Edel Land Limited)*	-	-	-	-	5.30	-
ECL Finance Limited*	-	-	-	-	0.07	-
Edelweiss Asset Management Limited*	-	-	-	-	0.01	-
Edelweiss Finvest Limited*	-	-	-	-	4.53	-
Edelweiss Rural & Corporate Services Limited*	-	-	-	-	0.91	-
Edelweiss Alternative Asset Advisors Limited*	-	-	-	-	0.01	-
Non convertible debentures (securities held for trading)						
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	50.40	-
ECL Finance Limited	-	-	-	-	20.33	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	7.33	-	-
Edelweiss Financial Services Limited	-	19.06	-	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	0.15	-
Edelweiss Retail Finance Limited	-	-	-	-	0.43	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

Name of related party	Holding Company	Entity exercising significant influence	Fellow Subsidiaries/ Entities	Associates	Subsidiaries/ Associate/ JV of entity exercising significant influence	Key Management Personnel (KMP) and relatives of KMP
Trade and other payables to						
EC Commodity Limited	-	-	-	-	0.03	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	97.78	-
ECL Finance Limited	-	-	-	-	42.94	-
Edel Investments Limited	-	-	-	-	0.19	-
Edelcap Securities Limited	-	-	-	-	73.84	-
Edelweiss Asset Management Limited	-	-	-	-	0.12	-
Edelweiss Asset Management Limited	-	-	-	-	11.50	-
Edelweiss Asset Reconstruction Company Limited	-	-	-	0.01	-	-
Edelweiss Capital Services Limited	-	-	-	2.13	-	-
Edelweiss Comtrade Ltd	-	-	-	-	0.12	-
Edelweiss Financial Services Limited	-	85.65	-	-	-	-
Edel Finance Company Limited	-	-	-	-	49.40	-
Edelweiss Gallagher Insurance Brokers Limited	-	-	-	-	0.19	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)	-	-	-	-	0.17	-
Edelweiss Global Wealth Management Limited	27.35	-	0.51	-	-	-
Nido Home Finance Limited (formerly Edelweiss Housing Finance Limited)	-	-	-	-	6.05	-
Edelweiss International (Singapore) Pte Limited	-	-	-	-	0.39	-
Edelweiss Investment Advisors Limited	-	-	-	-	0.03	-
Edelweiss Multi Strategy Fund Advisors LLP	-	-	-	-	0.02	-
Edelweiss Retail Finance Limited	-	-	-	-	69.61	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	31.35	-
Edelweiss Tokio Life Insurance Company Limited	-	-	-	-	15.00	-
ECap Equities Limited (formerly known as Edel Land Limited)*	-	-	-	-	0.21	-
ECL Finance Limited*	-	-	-	-	0.01	-
Edelweiss Asset Management Limited*	-	-	-	-	0.30	-
Edelweiss Financial Services Limited*	-	12.62	-	-	-	-
Zuno General Insurance Limited (formerly Edelweiss General Insurance Company Limited)*	-	-	-	-	0.69	-
Edelweiss Rural & Corporate Services Limited*	-	-	-	-	0.90	-
Margins payable to clients						
EC Commodity Limited	-	-	-	-	502.82	-
ECap Equities Limited	-	-	-	-	10.18	-
ECL Finance Limited	-	-	-	-	531.71	-
Edel Investments Limited	-	-	-	-	138.63	-
ECap Equities Limited (formerly known as Edel Land Limited)	-	-	-	-	101.77	-
Edelcap Securities Limited	-	-	-	-	219.55	-
Edelweiss Comtrade Ltd	-	-	-	-	0.26	-
Edelweiss Financial Services Limited	-	27.76	-	-	-	-
Edel Finance Company Limited	-	-	-	-	0.01	-
Edelweiss Investment Advisors Limited	-	-	-	-	2.36	-
Edelweiss Retail Finance Limited	-	-	-	-	0.47	-
Edelweiss Rural & Corporate Services Limited	-	-	-	-	1.50	-
Off- Balance sheet items						
Corporate guarantee taken from						
Edelweiss Financial Services Limited	-	14,645.79	-	-	-	-

*Pertains to Wealth Management Business undertaking demerged from Edelweiss Global Wealth Management Limited, accounted in accordance with appendix C of IND AS 103 (Business Combinations of entities under common control).

Note:

- Information relating to remuneration paid to key managerial person mentioned above excludes provision made for gratuity and provision for made for performance bonus, which is provided on an overall basis. These are included on cash basis.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2023

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
<u>Capital account transactions</u>	
Investment in equity shares of	
Pickright Technologies Private Limited	175.00
Nuvama Asset Management Limited	90.00
Issue of equity share capital	
Nuvama Wealth Management Limited	90.00
Equity share application money paid pending allotment	
Nuvama Capital Services (IFSC) Limited	12.35
<u>Current account transactions</u>	
Brokerage income earned from	
Nuvama Wealth Finance Limited	0.02
Chaperoning fees paid to	
Nuvama Investment Advisors Private Limited	74.30
Nuvama Financial Services (UK) Limited	33.79
Nuvama Investment Advisors (Hong Kong) Private Limited	49.14
Nuvama Financial Services Inc	22.39
Clearing charges income received from	
Nuvama Wealth and Investment Limited	83.05
Nuvama Wealth Finance Limited	11.98
Nuvama Wealth Management Limited	85.44
Clearing charges paid to	
Nuvama Clearing Services Limited	190.47
Commission and brokerage paid to	
Nuvama Wealth and Investment Limited	107.47
Nuvama Wealth Management Limited	116.43
Corporate Allocation received from	
Nuvama Wealth and Investment Limited	239.02
Nuvama Wealth Finance Limited	48.59
Nuvama Clearing Services Limited	54.27
Cost reimbursement paid to	
Nuvama Wealth and Investment Limited	30.60
Nuvama Wealth Finance Limited	2.96
Nuvama Wealth Management Limited	1,078.13
Nuvama Asset Management Limited	2.06
Nuvama Clearing Services Limited	161.51
Cost reimbursement received from	
Nuvama Wealth and Investment Limited	601.60
Nuvama Wealth Finance Limited	112.75
Nuvama Wealth Management Limited	39.80
Nuvama Asset Management Limited	44.71
Nuvama Clearing Services Limited	70.89

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**Annexure VI: Notes to restated consolidated financial information**

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2023

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Cost reimbursement received from	
Nuvama Wealth and Investment Limited	8.98
Nuvama Wealth Finance Limited	2.86
Nuvama Wealth Management Limited	2.81
Nuvama Asset Management Limited	1.40
Nuvama Investment Advisors Private Limited	0.96
Nuvama Investment Advisors (Hong Kong) Private Limited	1.52
Nuvama Clearing Services Limited	0.88
Credited for equity segment	
Nuvama Wealth Finance Limited	182.64
Debited for equity segment	
Nuvama Wealth Finance Limited	6.35
Dividend paid to	
Nuvama Wealth Management Limited	115.18
Dividend received from	
Nuvama Investment Advisors Private Limited	50.03
Nuvama Clearing Services Limited	65.81
ESOP expenses paid to	
Nuvama Wealth Management Limited	103.16
ESOP expenses recovered from	
Nuvama Wealth and Investment Limited	82.25
Nuvama Wealth Finance Limited	9.39
Nuvama Asset Management Limited	19.65
Nuvama Investment Advisors Private Limited	2.68
Nuvama Financial Services (UK) Limited	0.45
Nuvama Investment Advisors (Hong Kong) Private Limited	1.31
Nuvama Clearing Services Limited	1.26
Fee and commission income received from	
Nuvama Wealth and Investment Limited	143.08
Nuvama Wealth Finance Limited	94.59
Nuvama Wealth Management Limited	124.92
Nuvama Asset Management Limited	14.84
Nuvama Clearing Services Limited	244.41
Interest paid on loans to	
Nuvama Wealth Finance Limited	0.20
Infrastructure Service Charges paid to	
Nuvama Clearing Services Limited	10.00
Infrastructure service charges received from	
Nuvama Wealth and Investment Limited	10.00
Nuvama Wealth Management Limited	10.00
Interest expense on loan taken from	
Nuvama Wealth Finance Limited	190.18

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**Annexure VI: Notes to restated consolidated financial information**

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2023

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Interest expenses on margin placed by	
Nuvama Wealth and Investment Limited	513.05
Nuvama Wealth Finance Limited	1.08
Nuvama Wealth Management Limited	23.78
Interest income on debt instrument of	
Nuvama Wealth Finance Limited	1.92
Interest income on loan given to	
Nuvama Wealth and Investment Limited	113.36
Nuvama Wealth Management Limited	76.82
Nuvama Asset Management Limited	0.20
Interest on margin received from	
Nuvama Clearing Services Limited	537.92
Interest received on debt instruments from	
Nuvama Wealth and Investment Limited	0.56
Loan repaid by	
Nuvama Wealth and Investment Limited	72,610.30
Nuvama Wealth Management Limited	93,063.50
Nuvama Asset Management Limited	84.60
Loan repaid to	
Nuvama Wealth Finance Limited	165,758.40
Loan taken from	
Nuvama Wealth Finance Limited	165,758.40
Loans given to	
Nuvama Wealth and Investment Limited	72,610.30
Nuvama Wealth Management Limited	93,063.50
Nuvama Asset Management Limited	84.60
Margin placed with	
Nuvama Clearing Services Limited	146,484.76
Margin placed with	
Nuvama Wealth Management Limited	329.70
Nuvama Clearing Services Limited	1,354,293.25
Margin received from	
Nuvama Wealth and Investment Limited	146,484.76
Nuvama Wealth Finance Limited	53,229.96
Nuvama Wealth Management Limited	1,301,387.04
Nuvama Clearing Services Limited	52,682.37

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2023

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Margin repaid to	
Nuvama Wealth and Investment Limited	141,214.29
Nuvama Wealth Finance Limited	52,682.37
Nuvama Wealth Management Limited	1,300,246.51
Margin withdrawn from	
Nuvama Clearing Services Limited	1,441,460.80
Purchase of debt instruments from	
Nuvama Wealth Finance Limited	639.75
Purchases of securities held for trading from	
Nuvama Wealth and Investment Limited	3,819.45
Nuvama Wealth Finance Limited	5,493.00
Referral & other fees expenses to	
Nuvama Wealth and Investment Limited	43.91
Nuvama Wealth Finance Limited	25.00
Nuvama Wealth Management Limited	107.03
Research Service Fees paid to	
Nuvama Wealth Management Limited	12.00
Sale of Property Plant and Equipment & Intangible Assets to	
Nuvama Wealth and Investment Limited	0.00
Sale of securities held for trading to	
Pickright Technologies Private Limited	139.14
Nuvama Wealth and Investment Limited	5,353.53
Nuvama Wealth Finance Limited	3,819.45
Nuvama Wealth Management Limited	639.75
Balance as at March 31, 2023	
Accrued interest income on debentures of	
Nuvama Wealth and Investment Limited	0.20
Nuvama Wealth Finance Limited	0.01
Accrued interest income on margin placed with	
Nuvama Clearing Services Limited	133.29
Corporate guarantee availed from	
Nuvama Wealth Management Limited	21,133.50
Corporate guarantee given for	
Nuvama Wealth and Investment Limited	10,633.50
Nuvama Clearing Services Limited	10,500.00
Debt securities held by	
Nuvama Wealth and Investment Limited	1,245.35
Nuvama Wealth Finance Limited	55.49
Interest accrued on loan given to	
Nuvama Wealth and Investment Limited	3.04
Nuvama Wealth Management Limited	3.26

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2023

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Interest accrued on loan taken from	
Nuvama Wealth Finance Limited	6.30
Interest payable on margin placed by	
Nuvama Wealth and Investment Limited	126.21
Nuvama Wealth Finance Limited	0.17
Nuvama Wealth Management Limited	7.08
Investments in equity shares of	
Pickright Technologies Private Limited	230.00
Nuvama Wealth and Investment Limited	4,657.95
Nuvama Wealth Finance Limited	6,351.10
Nuvama Asset Management Limited	359.60
Nuvama Investment Advisors Private Limited	115.64
Nuvama Financial Services (UK) Limited	26.26
Nuvama Investment Advisors (Hong Kong) Private Limited	119.66
Nuvama Clearing Services Limited	714.78
Nuvama Financial Services Inc	79.67
Nuvama Capital Services (IFSC) Limited	187.09
Margin placed with	
Nuvama Wealth and Investment Limited	22.70
Nuvama Wealth Management Limited	10.24
Nuvama Clearing Services Limited	14,378.85
Margins payable to clients	
Nuvama Wealth and Investment Limited	14,309.71
Nuvama Wealth Finance Limited	68.96
Nuvama Wealth Management Limited	931.73
Nuvama Clearing Services Limited	931.73
Securities held for trading - Debentures of	
Nuvama Wealth and Investment Limited	54.14
Nuvama Wealth Finance Limited	1,426.43
Trade and other Payables to	
Pickright Technologies Private Limited	0.87
Nuvama Wealth and Investment Limited	22.11
Nuvama Wealth Finance Limited	35.53
Nuvama Wealth Management Limited	298.03
Nuvama Asset Management Limited	3.69
Nuvama Investment Advisors Private Limited	16.52
Nuvama Financial Services (UK) Limited	3.87
Nuvama Investment Advisors (Hong Kong) Private Limited	6.67
Nuvama Clearing Services Limited	1.17
Nuvama Financial Services Inc	3.05
Trade and other receivables from	
Nuvama Wealth and Investment Limited	226.52
Nuvama Wealth Finance Limited	30.04
Nuvama Wealth Management Limited	38.05
Nuvama Asset Management Limited	17.86
Nuvama Investment Advisors Private Limited	0.78
Nuvama Financial Services (UK) Limited	0.41
Nuvama Investment Advisors (Hong Kong) Private Limited	0.80
Nuvama Clearing Services Limited	44.10
Nuvama Capital Services (IFSC) Limited	0.26

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**Annexure VI: Notes to restated consolidated financial information**

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
<u>Capital account transactions</u>	
Investment in equity shares of	
Nuvama Wealth and Investment Limited	1,000.00
Nuvama Asset Management Limited	70.00
Issue of equity shares to	
Nuvama Wealth Management Limited	1,070.00
<u>Current account transactions</u>	
Branding fee paid to	
Nuvama Wealth Management Limited	6.59
Branding fees recovered from	
Nuvama Wealth and Investment Limited	16.50
Nuvama Clearing Services Limited	6.09
Nuvama Wealth Finance Limited	9.09
Nuvama Asset Management Limited	0.50
Chaperoning Fees paid to	
Nuvama Financial Services (UK) Limited	23.82
Nuvama Financial Services Inc.	27.56
Nuvama Investment Advisors Private Limited	130.81
Nuvama Investment Advisors (Hongkong) Private Limited	69.30
Clearing charges and Stamp duty paid to	
Nuvama Clearing Services Limited	69.64
Commission and brokerage paid to	
Nuvama Wealth and Investment Limited	306.66
Nuvama Wealth Management Limited	66.82
Cost reimbursements paid to	
Nuvama Wealth and Investment Limited	105.94
Nuvama Clearing Services Limited	188.95
Nuvama Wealth Finance Limited	0.41
Nuvama Financial Services Inc.	0.54
Edelweiss Global Wealth Management Limited	99.02
Nuvama Wealth Management Limited	487.38
Nuvama Asset Management Limited	0.16
Cost reimbursements recovered from	
Nuvama Wealth and Investment Limited	442.31
Nuvama Clearing Services Limited	89.78
Nuvama Wealth Finance Limited	234.25
Edelweiss Global Wealth Management Limited	13.34
Nuvama Wealth Management Limited	35.94
Nuvama Asset Management Limited	21.02
Credited for equity segment	
Nuvama Wealth Finance Limited	13,213.14
Debited for equity segment	
Nuvama Wealth Finance Limited	15,549.11

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Employee Stock Option Cost paid to	
Nuvama Wealth Management Limited	47.72
Employee stock option cost recovered from	
Nuvama Wealth and Investment Limited	37.33
Nuvama Clearing Services Limited	1.37
Nuvama Wealth Finance Limited	4.65
Nuvama Investment Advisors Private Limited	1.28
Nuvama Investment Advisors (Hongkong) Private Limited	0.52
Nuvama Asset Management Limited	9.03
Fee and commission income received from	
Nuvama Clearing Services Limited	150.15
Nuvama Wealth and Investment Limited	29.47
Nuvama Clearing Services Limited	174.88
Nuvama Wealth Finance Limited	261.24
Nuvama Financial Services (UK) Limited	2.57
Edelweiss Global Wealth Management Limited	1.88
Nuvama Wealth Management Limited	103.81
Nuvama Asset Management Limited	11.55
Inter Corporate Deposit paid to	
Nuvama Wealth Management Limited	900.00
Inter corporate deposit placed with	
Nuvama Wealth and Investment Limited	900.00
Inter Corporate Deposit taken from	
Nuvama Wealth Management Limited	900.00
Inter corporate deposit withdrawn from	
Nuvama Wealth and Investment Limited	900.00
Interest expenses on margin placed by	
Nuvama Wealth and Investment Limited	306.01
Nuvama Wealth Finance Limited	3.00
Nuvama Wealth Management Limited	23.85
Interest income on debt instrument	
Nuvama Wealth Finance Limited	1.59
Interest income on Inter-Corporate Deposit	
Nuvama Wealth and Investment Limited	20.69
Interest paid on Inter-Corporate Deposit	
Nuvama Wealth Management Limited	20.69
Interest income on loan given to	
Nuvama Wealth and Investment Limited	245.20
Nuvama Asset Management Limited	1.53
Interest paid on loan taken from	
Nuvama Wealth Finance Limited	246.73
Interest paid on debt instruments to	
Nuvama Wealth and Investment Limited	1.59

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Interest received on margin from	
Nuvama Clearing Services Limited	332.86
Issuance of Non Convertible Debentures to	
Nuvama Wealth Finance Limited	717.84
Loan repaid to	
Nuvama Wealth Finance Limited	22,131.67
Repayment of loans by	
Nuvama Wealth and Investment Limited	21,765.90
Nuvama Asset Management Limited	365.77
Loans given to	
Nuvama Wealth and Investment Limited	19,625.90
Nuvama Asset Management Limited	325.77
Loans taken from	
Nuvama Wealth Finance Limited	19,951.67
Margin placed with	
Nuvama Clearing Services Limited	503,899.94
Nuvama Wealth Management Limited	12,542.24
Margin received from	
Nuvama Wealth and Investment Limited	140,366.80
Nuvama Wealth Finance Limited	63,707.27
Nuvama Wealth Management Limited	299,825.87
Margin refund received from	
Nuvama Clearing Services Limited	66,496.27
Nuvama Wealth Management Limited	12,753.27
Margin repaid to	
Nuvama Wealth and Investment Limited	138,355.86
Nuvama Wealth Finance Limited	66,496.27
Nuvama Wealth Management Limited	300,199.40
Margin withdrawn from	
Nuvama Clearing Services Limited	438,555.26
Purchase of Property Plant and Equipment & Intangible Assets from	
Nuvama Wealth and Investment Limited	0.37
Nuvama Clearing Services Limited	0.03
Nuvama Wealth Finance Limited	0.14
Edelweiss Global Wealth Management Limited	0.38
Nuvama Wealth Management Limited	0.38
Nuvama Asset Management Limited	0.08
Purchase of securities from	
Nuvama Wealth and Investment Limited	833.75
Nuvama Wealth Finance Limited	5,367.62

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Sale of Property Plant and Equipment & Intangible Assets to	
Nuvama Wealth and Investment Limited	0.69
Nuvama Clearing Services Limited	0.04
Nuvama Wealth Finance Limited	0.17
Edelweiss Global Wealth Management Limited	0.02
Nuvama Wealth Management Limited	0.38
Nuvama Asset Management Limited	0.07
Sale of securities to	
Nuvama Wealth and Investment Limited	3,133.72
Nuvama Wealth Finance Limited	115.91
Nuvama Wealth Management Limited	2,233.91
Trade Exposure charges paid to	
Nuvama Clearing Services Limited	88.61
Trade exposure charges recovered from	
Nuvama Wealth and Investment Limited	39.01
Nuvama Wealth Finance Limited	0.56
Nuvama Wealth Management Limited	88.61
Balance as at March 31, 2022	
Accrued interest expenses on margin placed by	
Nuvama Wealth and Investment Limited	91.68
Nuvama Wealth Finance Limited	0.04
Nuvama Wealth Management Limited	8.65
Accrued Interest on debt instruments held	
Nuvama Wealth Finance Limited	0.00
Accrued Interest on Margin placed with	
Nuvama Clearing Services Limited	100.33
Debt instruments held	
Nuvama Wealth Finance Limited	0.25
Debt securities issued to	
Nuvama Wealth and Investment Limited	0.25
Investments in equity shares	
Nuvama Wealth and Investment Limited	4,657.95
Nuvama Clearing Services Limited	714.78
Nuvama Wealth Finance Limited	6,351.10
Nuvama Financial Services (UK) Limited	26.26
Nuvama Financial Services Inc.	79.67
Nuvama Investment Advisors Private Limited	115.64
Nuvama Investment Advisors (Hongkong) Private Limited	119.66
Nuvama Capital Services (IFSC) Limited	187.09
Nuvama Asset Management Limited	269.60
Margin placed with	
Nuvama Clearing Services Limited	9,154.18

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**Annexure VI: Notes to restated consolidated financial information**

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2022

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Margins payable to clients	
Nuvama Wealth and Investment Limited	9,039.24
Nuvama Wealth Management Limited	114.95
Trade and other payables to	
Nuvama Wealth and Investment Limited	134.85
Nuvama Clearing Services Limited	494.99
Nuvama Wealth Finance Limited	74.18
Nuvama Financial Services (UK) Limited	1.46
Nuvama Financial Services Inc.	3.49
Nuvama Investment Advisors Private Limited	38.57
Nuvama Investment Advisors (Hongkong) Private Limited	7.75
Nuvama Wealth Management Limited	165.91
Nuvama Asset Management Limited	2.45
Trade and other receivables from	
Nuvama Clearing Services Limited	78.47
Nuvama Wealth and Investment Limited	185.56
Nuvama Clearing Services Limited	22.64
Nuvama Wealth Finance Limited	629.69
Nuvama Investment Advisors Private Limited	1.28
Nuvama Investment Advisors (Hongkong) Private Limited	0.52
Nuvama Capital Services (IFSC) Limited	0.06
Nuvama Wealth Management Limited	58.74
Nuvama Asset Management Limited	15.20
<u>Off- Balance sheet items</u>	
Corporate Guarantee availed from	
Nuvama Wealth Management Limited	4,000.00
Corporate guarantee given to	
Nuvama Wealth and Investment Limited	2,990.00
Nuvama Clearing Services Limited	1,750.00
Corporate guarantee received from	
Nuvama Wealth Management Limited	1,750.00

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
<u>Capital account transactions</u>	
Investments in equity shares of	
Nuvama Asset Management Limited	199.50
Issue of equity shares to	
Nuvama Wealth Management Limited	199.50
<u>Current account transactions</u>	
Inter corporate deposit placed with	
Edelweiss Alternative Asset Advisors Limited	954.30
Nuvama Wealth Finance Limited	920.00
Inter corporate deposit taken from	
Nuvama Wealth Management Limited	1,874.30
Inter corporate deposit repaid to	
Nuvama Wealth Management Limited	1,420.00
Inter corporate deposit withdrawn from	
Edelweiss Alternative Asset Advisors Limited	
Nuvama Wealth Finance Limited	500.00
	920.00
Loan given to	
Edelweiss Alternative Asset Advisors Limited	42.95
Nuvama Asset Management Limited	40.00
Nuvama Wealth and Investment Limited	15,341.60
Nuvama Wealth Finance Limited	1,525.00
Loan taken from	
Edelweiss Securities and Investments Private Limited	2,892.35
Nuvama Asset Management Limited	98.40
Nuvama Wealth Finance Limited	13,358.80
Nuvama Wealth Management Limited	600.00
Loan repaid to	
Edelweiss Securities and Investments Private Limited	2,357.35
Nuvama Asset Management Limited	98.40
Nuvama Wealth Finance Limited	12,574.30
Nuvama Wealth Management Limited	600.00
Loan repayment received from	
Edelweiss Alternative Asset Advisors Limited	42.95
Nuvama Wealth and Investment Limited	14,597.10
Nuvama Wealth Finance Limited	990.00
Margins placed with	
Nuvama Clearing Services Limited	200,114.12
Margins received from	
Edelweiss Securities and Investments Private Limited	202.54
Nuvama Wealth and Investment Limited	181,908.49
Nuvama Wealth Management Limited	18,003.09

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Margins repaid to	
Edelweiss Securities and Investments Private Limited	202.40
Nuvama Wealth and Investment Limited	176,661.35
Nuvama Wealth Management Limited	18,289.56
Margins withdrawn from	
Nuvama Clearing Services Limited	195,153.31
Purchase of equity shares of Edelweiss Asset Reconstruction Company Limited from	
Nuvama Clearing Services Limited	628.94
Sale of equity shares of Edelweiss Asset Reconstruction Company Limited to	
Nuvama Wealth Management Limited	628.94
Purchase of property, plant and equipment from	
Edelweiss Alternative Asset Advisors Limited	0.18
Edelweiss Alternative Asset Advisors Pte Limited	0.11
Nuvama Clearing Services Limited	0.40
Nuvama Wealth and Investment Limited	1.49
Nuvama Wealth Finance Limited	0.15
Nuvama Wealth Management Limited	1.79
Sale of Property, Plant and Equipment to	
Edelweiss Alternative Asset Advisors Limited	0.16
Nuvama Asset Management Limited	0.07
Nuvama Clearing Services Limited	0.66
Nuvama Investment Advisors Private Limited	0.12
Nuvama Wealth and Investment Limited	1.27
Nuvama Wealth Finance Limited	1.18
Nuvama Wealth Management Limited	0.76
Purchases of securities held for trading from	
Edelweiss Securities and Investments Private Limited	403.18
Nuvama Wealth and Investment Limited	346.56
Nuvama Wealth Finance Limited	3,810.24
Sale of securities held for trading to	
Edelweiss Securities and Investments Private Limited	637.32
Nuvama Wealth and Investment Limited	1,971.25
Nuvama Wealth Finance Limited	717.55
Nuvama Wealth Management Limited	1,215.27
Amount paid to Broker for trading in cash segment	
Nuvama Wealth Management Limited	7,121.16
Amount received from Broker for trading in cash segment	
Nuvama Wealth Management Limited	5,553.91
Credited for equity segment	
Nuvama Wealth Finance Limited	5,553.91
Debited for equity segment	
Nuvama Wealth Finance Limited	7,121.16
Dividend income on investment in equity shares received from	
Nuvama Clearing Services Limited	999.67

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**Annexure VI: Notes to restated consolidated financial information**

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Interim dividend paid to	
Nuvama Wealth Management Limited	999.67
Cost reimbursement recovered from	
Edelweiss Alternative Asset Advisors Limited	1.15
Edelweiss Securities and Investments Private Limited	25.21
Nuvama Clearing Services Limited	15.20
Nuvama Financial Services (UK) Limited	0.00
Nuvama Financial Services Inc.	0.00
Nuvama Investment Advisors (Hongkong) Private Limited	0.00
Nuvama Investment Advisors Private Limited	0.01
Nuvama Wealth and Investment Limited	13.73
Nuvama Wealth Finance Limited	22.45
Nuvama Wealth Management Limited	2.89
Cost reimbursements paid to	
Edelweiss Alternative Asset Advisors Limited	0.18
Edelweiss Securities and Investments Private Limited	0.08
Nuvama Clearing Services Limited	2.03
Nuvama Investment Advisors Private Limited	0.07
Nuvama Wealth and Investment Limited	45.69
Nuvama Wealth Finance Limited	0.05
Nuvama Wealth Management Limited	35.27
Delayed payment interest recovered from	
Edelweiss Securities and Investments Private Limited	0.00
Demat charges paid to	
Nuvama Clearing Services Limited	0.00
Demat charges received from	
Edelweiss Securities and Investments Private Limited	0.00
Nuvama Wealth and Investment Limited	1.95
Interest income on loan given to	
Edelweiss Alternative Asset Advisors Limited	0.20
Nuvama Asset Management Limited	0.57
Nuvama Wealth and Investment Limited	117.32
Nuvama Wealth Finance Limited	11.38
Interest Expense on loan taken from	
Edelweiss Securities and Investments Private Limited	24.99
Nuvama Asset Management Limited	2.30
Nuvama Wealth Finance Limited	100.12
Nuvama Wealth Management Limited	2.06
Interest income on margin placed with	
Nuvama Clearing Services Limited	187.93
Interest expenses on margin placed by	
Edelweiss Securities and Investments Private Limited	0.00
Nuvama Wealth and Investment Limited	177.76
Nuvama Wealth Finance Limited	2.76
Nuvama Wealth Management Limited	7.41

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**Annexure VI: Notes to restated consolidated financial information**

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Interest income on debentures - Securities held for trading	
Nuvama Wealth Finance Limited	0.13
Interest income on interest corporate deposits placed with	
Edelweiss Alternative Asset Advisors Limited	56.66
Nuvama Wealth Finance Limited	1.18
Interest expense on inter corporate deposits taken from	
Nuvama Wealth Management Limited	57.84
Fee and Commission income received from	
Edelweiss Alternative Asset Advisors Limited	188.88
Edelweiss Alternative Asset Advisors Pte Limited	184.70
Edelweiss Securities and Investments Private Limited	10.75
Nuvama Clearing Services Limited	59.29
Nuvama Wealth and Investment Limited	13.39
Nuvama Wealth Finance Limited	135.65
Nuvama Wealth Management Limited	240.83
Interest income on margin shortfall received from	
Edelweiss Securities and Investments Private Limited	5.37
Nuvama Wealth and Investment Limited	47.52
Nuvama Wealth Finance Limited	0.16
Nuvama Wealth Management Limited	214.09
Chaperoning Fees paid to	
Nuvama Financial Services (UK) Limited	24.08
Nuvama Financial Services Inc.	21.45
Nuvama Investment Advisors (Hongkong) Private Limited	82.23
Nuvama Investment Advisors Private Limited	101.43
Clearing charges paid to	
Nuvama Clearing Services Limited	282.43
Commission and other fees paid to	
Nuvama Clearing Services Limited	69.03
Nuvama Wealth and Investment Limited	69.75
Nuvama Wealth Management Limited	18.40
Distribution and sub-advisory fees paid to	
Edelweiss Alternative Asset Advisors Limited	169.25
Nuvama Financial Services Inc.	15.44
Fund raising Distributor's expenses paid to	
Nuvama Wealth and Investment Limited	167.43
Balance as at March 31, 2021	
Accrued Interest income on debenture of	
Nuvama Wealth Finance Limited	0.01
Debt securities - Debentures held by	
Nuvama Wealth and Investment Limited	6.08
Securities held for trading - Debenture of	
Nuvama Wealth Finance Limited	5.73

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

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(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Dividend payable to	
Nuvama Wealth Management Limited	3.51
Dividend Receivable from	
Nuvama Clearing Services Limited	3.51
Interest accrued on loan given to	
Nuvama Asset Management Limited	0.52
Nuvama Wealth and Investment Limited	20.18
Interest accrued on loan taken from	
Nuvama Wealth Finance Limited	18.72
Nuvama Wealth Management Limited	1.98
Interest payable on margins placed by	
Nuvama Wealth and Investment Limited	80.03
Nuvama Wealth Finance Limited	0.39
Nuvama Wealth Management Limited	3.92
Interest receivable on margins placed with	
Nuvama Clearing Services Limited	83.95
Investments in equity shares of	
Nuvama Asset Management Limited	199.60
Nuvama Capital Services (IFSC) Limited	187.29
Nuvama Clearing Services Limited	714.78
Nuvama Financial Services (UK) Limited	26.26
Nuvama Financial Services Inc.	79.67
Nuvama Investment Advisors (Hongkong) Private Limited	119.66
Nuvama Investment Advisors Private Limited	115.64
Nuvama Wealth and Investment Limited	3,657.95
Nuvama Wealth Finance Limited	6,351.10
Loan given to	
Nuvama Asset Management Limited	40.00
Nuvama Wealth and Investment Limited	2,140.00
Loan taken from	
Nuvama Wealth Finance Limited	2,180.00
Margins placed with	
Nuvama Clearing Services Limited	9,827.54
Nuvama Wealth and Investment Limited	71.84
Nuvama Wealth Management Limited	215.32
Margins received from	
Nuvama Wealth and Investment Limited	7,028.29
Nuvama Wealth Finance Limited	2,310.37
Nuvama Wealth Management Limited	488.48

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**Annexure VI: Notes to restated consolidated financial information**

(Currency: Indian rupees in million)

50. Related Party Disclosure for the year ended March 31, 2021

The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :

Name of related party	Amount
Trade and other payables to	
Nuvama Asset Management Limited	1.60
Nuvama Capital Services (IFSC) Limited	0.00
Nuvama Clearing Services Limited	3.91
Nuvama Financial Services (UK) Limited	9.87
Nuvama Financial Services Inc.	30.20
Nuvama Investment Advisors (Hongkong) Private Limited	13.02
Nuvama Investment Advisors Private Limited	87.74
Nuvama Wealth and Investment Limited	27.52
Nuvama Wealth Finance Limited	282.75
Nuvama Wealth Management Limited	42.03
Trade and other receivables from	
Nuvama Asset Management Limited	0.53
Nuvama Capital Services (IFSC) Limited	0.23
Nuvama Clearing Services Limited	48.57
Nuvama Wealth and Investment Limited	33.74
Nuvama Wealth Finance Limited	26.25
Nuvama Wealth Management Limited	114.67

Annexure VI: Notes to restated consolidated financial information

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51. Capital management

The primary objectives of the Group's capital management policy are to ensure that the Group complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Group manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

In addition to above, the subsidiaries of Group are required to maintain minimum networth as prescribed by various regulatory authorities. The management ensures that this is complied.

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52. Fair Value measurement:

A. Valuation principles

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques:

Level 1 – valuation technique using quoted market price: financial instruments with quoted prices for identical instruments in active markets that Group can access at the measurement date.

Level 2 – valuation technique using observable inputs: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life.

Level 3 – valuation technique with significant unobservable inputs: Those that include one or more unobservable input that is significant to the measurement as whole.

Refer note 5.10 for more details on fair value hierarchy

B. Valuation governance framework

The Group's fair value methodology and the governance over its models includes a number of controls and other procedures to ensure appropriate safeguards are in place to ensure its quality and adequacy. All new product initiatives (including their valuation methodologies) are subject to approvals by various functions of the Group including the risk and finance functions.

Where fair values are determined by reference to externally quoted prices or observable pricing inputs to models, independent price determination or validation is used. For inactive markets, Group sources alternative market information, with greater weight given to information that is considered to be more relevant and reliable.

The responsibility of ongoing measurement resides with the business and product line divisions. However finance department is also responsible for establishing procedures governing valuation and ensuring fair values are in compliance with accounting standards.

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(Currency: Indian rupees in million)

52. Fair Value measurement:

C. The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy

As at March 31, 2023	Level 1	Level 2	Level 3	Total
Assets measured at fair value on a recurring basis				
Derivative financial instruments				
Exchange-traded derivatives	2,920.12	127.06	-	3,047.18
OTC derivatives	-	3.32	-	3.32
Embedded derivatives in market-linked debentures	-	-	3,276.15	3,276.15
Total derivative financial instruments - A	2,920.12	130.38	3,276.15	6,326.65
Financial Assets held for trading				
Debt securities	4,302.07	2,132.90	-	6,434.97
Exchange traded fund units, Mutual fund and AIF units	3,145.89	-	-	3,145.89
Equity instruments	501.80	3,016.91	-	3,518.71
Total Financial assets held for trading - B	7,949.76	5,149.81	-	13,099.57
Investments				
Units of Trusts	-	3.60	-	3.60
Units of AIF	-	209.65	-	209.65
Total investments measured at fair value - C	-	213.25	-	213.25
Total (A+B+C)	10,869.88	5,493.44	3,276.15	19,639.47
Liabilities measured at fair value on a recurring basis				
Derivative financial instruments				
Exchange-traded derivatives	603.31	238.40	-	841.71
OTC derivatives	-	0.69	-	0.69
Embedded derivatives in market-linked debentures	-	-	289.08	289.08
	603.31	239.09	289.08	1,131.48

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52. Fair Value measurement:

As at March 31, 2022	Level 1	Level 2	Level 3	Total
Assets measured at fair value on a recurring basis				
Derivative financial instruments				
Exchange-traded derivatives	1,184.44	51.06	-	1,235.50
Embedded derivatives in market-linked debentures	-	-	978.57	978.57
Total derivative financial instruments - A	1,184.44	51.06	978.57	2,214.07
Financial Assets held for trading				
Government debt securities	1,519.01	-	-	1,519.01
Other debt securities	-	783.20	-	783.20
Mutual fund units	3,000.30	-	-	3,000.30
Equity instruments	1,999.60	1,341.68	-	3,341.28
Preference shares	-	252.02	-	252.02
Total Financial assets held for trading - B	6,518.91	2,376.90	-	8,895.81
Investments				
Units of AIF	-	189.40	-	189.40
Total investments measured at fair value - C	-	189.40	-	189.40
Total (A+B+C)	7,703.35	2,617.36	978.57	11,299.28
Liabilities measured at fair value on a recurring basis				
Derivative financial instruments				
Exchange-traded derivatives	591.61	-	-	591.61
Embedded derivatives in market-linked debentures	-	-	88.91	88.91
	591.61	-	88.91	680.52
As at March 31, 2021	Level 1	Level 2	Level 3	Total
Assets measured at fair value on a recurring basis				
Derivative financial instruments				
Exchange-traded derivatives	630.46	-	-	630.46
Embedded derivatives in market-linked debentures	-	-	0.37	0.37
Total derivative financial instruments - A	630.46	-	0.37	630.83
Financial assets held for trading				
Government debt securities	84.23	-	-	84.23
Other debt securities	-	155.24	-	155.24
Mutual fund and Exchange traded funds	106.35	17.39	-	123.74
Equity instruments	1,700.72	10.44	-	1,711.16
Total financial assets held for trading - B	1,891.30	183.07	-	2,074.37
Total (A+B)	2,521.76	183.07	0.37	2,705.20
Liabilities measured at fair value on a recurring basis				
Derivative financial instruments				
Exchange-traded derivatives	80.30	-	-	80.30
Embedded derivatives in market-linked debentures	-	-	55.12	55.12
	80.30	-	55.12	135.42

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Annexure VI: Notes to restated consolidated financial information

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52. Fair Value measurement:

D. Valuation techniques:

Government debt securities:

Government debt securities are financial instruments issued by sovereign governments and include both long-term bonds and short-term bonds with fixed or floating rate interest payments. These instruments are generally highly liquid and traded in active markets resulting in a Level 1 classification.

Debt securities:

Whilst most of these instruments are standard fixed or floating rate securities, however market linked debentures have embedded derivative characteristics. Fair value of debt securities is derived based on the indicative quotes of price and yields prevailing in the market as at the reporting date. The Group has used quoted price of Exchanges wherever bonds are traded actively. In cases where debt securities are not actively traded, Group has used CRISIL Corporate Bond Valuer model for measuring fair value.

Equity instruments:

Equity instruments are actively traded on stock exchanges with readily available active prices on a regular basis. Such instruments are classified as Level 1. Equity instruments in non-listed entities are initially recognised at transaction price and re-measured at each reporting date at valuation provided by external valuer at instrument level.

Units of AIF Fund and Mutual funds:

Units held in AIF funds are measured based on their published net asset value (NAV), taking into account redemption and/or other restrictions. Such instruments are classified as Level 2.

Units of mutual funds are measured based on their published net asset value (NAV), taking into account redemption and/or other restrictions. Such instruments are also classified as Level 1.

Embedded derivative:

An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative.

The Group uses valuation models which calculate the present value of expected future cash flows, based upon 'no arbitrage' principles. Inputs to valuation models are determined from observable market (Indices) data wherever possible, including prices available from exchanges, dealers, brokers. Group classify these embedded derivative as level 3 instruments.

Exchange traded derivatives:

Exchange traded derivatives includes index/stock options, index/stock futures. The Group uses exchange traded prices to value these derivative and classify these instrument as level 1.

E. There have been no transfers between levels during the year.

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52. Fair Value measurement:

F. The following table shows a reconciliation of the opening balances and the closing balances for fair value measurements in Level 3 of the fair value hierarchy.

As at March 31, 2023	Embedded Options		
	Assets	Liabilities	Net Balance
As at April 1, 2022	978.57	88.91	889.66
Issuances	2,034.29	196.47	1,837.82
Settlements	-	-	-
Changes in fair value recognised in profit or loss	263.29	3.70	259.59
As at March 31, 2023	3,276.15	289.08	2,987.07

Financial year ended March 2022	Embedded Options		
	Assets	Liabilities	Net Balance
As at April 1, 2021	0.37	55.12	(54.75)
Issuances	1,088.52	-	1,088.52
Settlements	(0.26)	-	(0.26)
Changes in fair value recognised in profit or loss	(110.06)	33.79	(143.85)
As at March 31, 2022	978.57	88.91	889.66

Financial year ended March 2021	Embedded Options		
	Assets	Liabilities	Net Balance
As at April 1, 2020	17.84	5.70	12.14
Issuances	9.70	13.98	(4.28)
Settlements	-	-	-
Changes in fair value recognised in profit or loss	(27.17)	35.44	(62.61)
As at March 31, 2021	0.37	55.12	(54.75)

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52. Fair Value measurement:

G. Impact on fair value of level 3 financial instrument of changes to key unobservable inputs

The below table summarises the valuation techniques together with the significant unobservable inputs used to calculate the fair value of the Group's Level 3 Instruments i.e. Derivative instruments. The range of values indicates the highest and lowest level input used in the valuation technique and, as such, only reflects the characteristics of the instruments as opposed to the level of uncertainty to their valuation. Relationships between unobservable inputs have not been incorporated in this summary.

Type of Financial Instruments	Fair value of asset as on March 31, 2023	Valuation techniques	Significant unobservable input	Range of estimates for unobservable input	Increase in the unobservable input	Change in fair value	Decrease in the unobservable input	Change in fair value
Embedded derivatives (net)	2,987.07	Fair value using Black Scholes model or Monte Carlo approach based on the embedded derivative	Nifty level	17,442.6	5% increase in Nifty Index curve	775.80	5% decrease in Nifty Index curve	(887.70)
			Underlying discount rate	4.50% to 6%	1% increase in Risk-adjusted discount rate	358.50	1% decrease in risk adjusted discount rate	(383.50)

Type of Financial Instruments	Fair value of asset as on 31 March 2022	Valuation techniques	Significant unobservable input	Range of estimates for unobservable input	Increase in the unobservable input	Change in fair value	Decrease in the unobservable input	Change in fair value
Embedded derivatives (net)	889.66	Fair value using Black Scholes model or Monte Carlo approach based on the embedded derivative	Nifty level & Equal Weighted Bank Basket - HDFCB KOTAK AXIS SBI ICICI	17464.75 & 1361.7	5% increase in Nifty Index curve	63.38	5% decrease in Nifty Index curve	(75.56)
			Underlying discount rate	4.50% to 6%	1% increase in Risk-adjusted discount rate	42.93	1% decrease in risk adjusted discount rate	(47.90)

Type of Financial Instruments	Fair value of asset as on 31 March 2021	Valuation techniques	Significant unobservable input	Range of estimates for unobservable input	Increase in the unobservable input	Change in fair value	Decrease in the unobservable input	Change in fair value
Embedded derivatives (net)	(54.75)	Fair value using Black Scholes model or Monte Carlo approach based on the embedded derivative	Nifty level	8,597.75	5% increase in nifty curve	5.71	5% decrease in nifty curve	(5.96)
			Underlying discount rate	4.50% to 6%	1% increase in risk adjusted discount rate	1.72	1% decrease in risk adjusted discount rate	(1.70)

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52. Fair Value measurement:

H. Fair value of financial instruments not measured at fair value:

The table below is a comparison, by class, of the carrying amounts and fair values of the Group's financial instruments that are not carried at fair value in the restated consolidated financial information. Carrying amounts of Cash and cash equivalents, Bank balances other than cash and cash equivalents, Trade receivables, Other financial assets, Trade payables, Borrowings (other than debt securities) and Other financial liabilities approximate the fair value because of their short-term nature. This table does not include the fair values of non-financial assets and non-financial liabilities.

As at March 31, 2023	Carrying Value	Fair value			Total
		Level 1	Level 2	Level 3	
Financial Liabilities					
Debt securities	46,552.01	-	-	46,552.01	46,552.01
Subordinated Liabilities	151.75	-	-	151.75	151.75

As at March 31, 2022	Carrying Value	Fair value			Total
		Level 1	Level 2	Level 3	
Financial Liabilities					
Debt securities	32,027.43	-	-	32,027.43	32,027.43
Subordinated Liabilities	153.40	-	-	153.40	153.40

As at March 31, 2021	Carrying Value	Fair value			Total
		Level 1	Level 2	Level 3	
Financial Liabilities					
Debt securities	10,265.47	-	-	10,265.47	10,265.47
Subordinated Liabilities	160.00	-	-	160.00	160.00

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53. Risk Management

53.A Introduction and risk profile

The Group's overall objective is to manage its broking business, clearing business, trading business, lending business, other fee based business and the associated risks, (such as credit risk, liquidity risk, market risk, operational risk etc.) in a manner that balances serving the interests of its customers and investors and protects the safety and soundness of the Group. The Group provides a broad range of Wealth Management services to a substantial and diversified client base that includes corporations, institutions and individuals. The Group's services span multiple asset classes and consumer segments across domestic and global geographies.

Risk is an inherent part of Group's business activities. When the Group extends loans, buys or sells securities in market, offers other products or services, the Group takes on some degree of risk.

The Group believes that effective risk management requires:

- 1) Acceptance of responsibility, including identification and escalation of risk issues, by all individuals within the Group;
- 2) Ownership of risk identification, assessment, data and management within each of the lines of business and Corporate;
- 3) Firmwide structures for risk governance

The certain subsidiaries of Group are regulated by SEBI & respective exchanges with special focus on trade execution & clearing, client fund/security management, exchange & client reporting etc. Also, the one of the subsidiary of the Group is regulated by the RBI with a special focus on asset liability management, liquidity cushion, etc. The Group strives for continual improvement through efforts to enhance systemic & manual controls, ongoing employee training and development and other measures.

53.B Risk Management Structure

The Group has a well-defined risk management process framework for risk identification, assessment and control in order to effectively manage risks associated with the various business activities. The risk function is monitored primarily by the risk group.

The Group's strong risk management process ensures that the margin monitoring processes withstand market volatility. As a result, the Group follows strict margin call process and limits are set and monitored on an ongoing basis.

The Group's board of directors have overall responsibility for the establishment and oversight of the Group's risk management framework. They are assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit.

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53. Risk Management

53.C Risk mitigation and risk culture

The Group's business processes ensure complete independence of functions and a segregation of responsibilities. Client introduction, client on-boarding, credit control processes, centralised operations unit, independent internal auditors for checking compliance with the prescribed policies/processes at each transaction level are all segregated. The Group's risk management processes and policies allow layers of multiple checks and verifications. The key business processes are regularly monitored by the head of business or operations.

It is the Group's policy to ensure that a robust risk awareness is embedded in its organisational risk culture. Employees are expected to take ownership and be accountable for the risks the Group is exposed to. The Group's continuous training and development emphasises that employees are made aware of the Group's risk tolerance and they are supported in their roles and responsibilities to monitor and keep their exposure to risk within the Group's risk tolerance limits. Compliance breaches and internal audit findings are important elements of employees' annual ratings and remuneration reviews.

53.D Types of Risks

The Group's risks are generally categorized in the following risk types:

Notes	Risks	Arising from	Measurement, monitoring and management of risk
53.D.1	Credit risk Credit risk is the risk of financial loss if a customer or counterparty fails to meet an obligation under a contract.	Arises principally from financing, dealing in Corporate Bonds, Investments in Mutual Fund, Equity, derivatives, etc	Measured as the amount that could be lost if a customer or counterparty fails to make repayments; Monitored using various internal risk management measures and within limits approved by individuals within a framework of delegated authorities; and Managed through a robust risk control framework, which outlines clear and consistent policies, principles and guidance.
53.D.2	Liquidity risk Liquidity risk is the risk that we do not have sufficient financial resources to meet our obligations as they fall due or that we can only do so at an excessive cost.	Liquidity risk arises from mismatches in the timing of cash flows. Arises when illiquid asset positions cannot be funded at the expected terms and when required.	Measured using a range of metrics, including Asset Liability mismatch, Debt Equity Ratio Regular monitoring of funding levels to ensure to meet the requirement for Business and maturity of our liabilities. Maintain diverse sources of funding and liquid assets to facilitate flexibility in meeting our liquidity requirements of the Group
53.D.3	Market risk Market risk is the risk that movements in market factors, such as Interest rates, equity prices and Index prices, will reduce our income or the value of our portfolios	Exposure to market risk is separated into two portfolios: trading and non-trading.	Measured using sensitivities, detailed picture of potential gains and losses for a range of market movements and scenarios. Monitored using measures, including the sensitivity of net interest income. Managed using approved risk limits.

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53.D.1 Credit Risk

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss and arises primarily from trade receivables and loans. The Group has adopted a policy of dealing with creditworthy counterparties and obtains sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group is exposed to credit risk from its operating activities primarily trade receivables, loans, receivable from exchanges/clearing houses. Group has no significant concentration of credit risk with any counterparty.

The Group's management policy is to closely monitor creditworthiness of counterparties by reviewing their credit ratings, financial information and press release on regular basis.

The Group's financial assets that are subject to the expected credit loss model are only short-term trade receivables and loans. All trade receivables are expected to be collected in less than twelve months. Group applies simplified approach for trade receivables for recognition of impairment loss. Expected credit loss allowance based on simplified approach in respect of receivables is computed based on a provision matrix which takes into account historical credit loss experience.

Credit quality of a customer is assessed based on its credit worthiness and historical dealings with the Group and market intelligence. Outstanding customer receivables are regularly monitored. The credit quality review process aims to allow the Group to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

Derivative financial Instruments:

Credit risk arising from derivative financial instruments is, at any time, limited to those with positive fair values, as recorded on the balance sheet. With gross-settled derivatives, the Group is also exposed to a settlement risk, being the risk that the Group honours its obligation, but the counterparty fails to deliver the counter value.

Impairment Assessment:

The Group applies the expected credit loss model for recognising impairment loss. The expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The expected credit loss is a product of exposure at default, probability of default and loss given default. The Group has devised an internal model to evaluate the probability of default and loss given default based on the parameters set out in Ind AS. Accordingly, the loans are classified into various stages as follows:

Internal rating grade	Internal grading description	Stages
Performing		
High grade	0 dpd and 1 to 30 dpd	Stage I
Standard grade	31 to 90 dpd	Stage II
Non-performing		
Individually impaired	90+ dpd	Stage III

Credit loss is the difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Expected Credit Loss (ECL) computation is not driven by any single methodology, however methodology and approach used must reflect the following:

- 1) An unbiased and probability weighted amount that evaluates a range of possible outcomes
- 2) Reasonable and supportable information that is available without undue cost and effort at the reporting date about past events, current conditions and forecasts of future economic conditions;
- 3) Time value of money

While the time value of money element is currently being factored into ECL measurement while discounting cash flows by the Effective Interest Rate (EIR), the objective of developing a macroeconomic model using exogenous macroeconomic variables (MEVs) is to address the first two requirements. This has been achieved by using the model output to adjust the PD risk component in order to make it forward looking and probability-weighted.

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53.D.1 Credit Risk

Significant increase in credit risk (SICR)

The Group considers a financial instrument defaulted, classified as Stage 3 (credit-impaired) for ECL calculations, in all cases when the borrower becomes 90 days past due. Classification of assets from stage 1 to stage 2 has been carried out based on SICR criterion. Accounts which are more than 30 days past due have been identified as accounts where significant increase in credit risk has been observed. These accounts have been classified as Stage 2 assets. When such events occur, the Group carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate.

Probability of Default

Probability of default (PD) is an estimate of the likelihood of default over a given time horizon. PD estimation process is done based on historical internal data available with the Group. While arriving at the PD, the Group also ensures that the factors that affects the macro economic trends are considered to a reasonable extent, wherever necessary. Group calculates the 12 month PD by taking into account the historical trends of the Loans/portfolio and its credit performance. In case of assets where there is a significant increase in credit risk / credit impaired assets, lifetime PD has been applied.

Loss Given Default (LGD)

The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money. Since the Group is into the business of lending against securities, haircut as per Group's policy is applied on the value of the collateral, based on basel haircut values for corporate securities. The exposure amount that is over and above the collateral (with haircut) is considered as the effective exposure. The LGD of 65% is used for the unsecured exposure the portfolio carries.

Exposure at Default (EAD)

The amount which the borrower will owe to the portfolio at the time of default is defined as Exposure at Default (EAD). While the drawn credit line reflects the explicit exposure for the Group, there might be variable exposure that may increase the EAD. These exposures are of the nature where the Group provides future commitments, in addition to the current credit. Therefore, the exposure will contain both on and off balance sheet values.

Risk Concentration

The Group provides broking and clearing services to institutional and retail clients including High Net Worth Individuals (HNIs). Further, it also provides loans against securities/collaterals in form of financial instruments to its retail clients including HNIs and family offices. The Group does not have a significant concentration with regard to single/group client and industry

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53.D.1 Credit Risk (Contd.)

Collateral and other credit enhancements

The tables below shows the maximum exposure to credit risk by class of financial asset along with details on collaterals held against exposure.

	Maximum exposure to credit risk			Principal type of collateral
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	
Financial Assets				
Cash and cash equivalents	7,881.95	10,004.98	3,353.45	
Bank balances other than cash and cash equivalents	45,396.52	36,489.38	42,182.78	
Derivative financial instruments	6,127.00	2,126.47	625.19	
Securities held for trading	13,099.57	8,895.81	2,074.37	The Group invest in high rated corporate bonds, highly listed equity shares, liquid central/state government securities & other marketable securities
Trade receivables	8,900.34	8,924.38	2,720.30	Securities, fixed deposits, bank guarantees etc
Loans	35,533.36	29,530.64	14,832.58	Equity shares, Mutual fund units, Bonds, AIF units, etc.
Investments				
Government securities	975.64	-	-	
Others	721.02	701.97	246.61	
Other financial assets	3,651.32	4,303.90	4,130.64	Primarily contains receivable from exchange/clearing house carrying minimum risk.
	122,286.72	100,977.53	70,165.92	

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53.D.2 Liquidity Risk

Liquidity risk is defined as the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Group might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances.

Liquidity risk emanates from the mismatches existing on the balance sheet due to differences in maturity and repayment profile of assets and liabilities. These mismatches could either be forced in nature due to market conditions or created with an interest rate view. Such risk can lead to a possibility of unavailability of funds to meet upcoming obligations arising from liability maturities. To avoid such a scenario, Group ensures maintenance of adequate Liquidity Cushion in the form of Fixed Deposits, Mutual Funds, Cash, G-Sec, etc. These assets carry minimal credit risk and can be liquidated in a very short period of time. Further, Group has undrawn bank facilities and liquidity support from its holding company.

Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the undiscounted cash flows of the Group's financial assets and liabilities as at:

As at March 31, 2023

Particulars	0 to 3 months	3 to 6 months	6 to 12 months	1 to 3 years	Over 3 Years	Total
Financial Assets						
Cash and cash equivalents	7,881.95	-	-	-	-	7,881.95
Bank balances other than cash and cash equivalents	40,673.75	1,872.64	2,803.56	46.57	-	45,396.52
Derivative financial instruments	2,847.54	14.77	80.73	2,571.78	612.18	6,127.00
Securities held for trading	12,960.10	-	139.47	-	-	13,099.57
Trade receivables	7,347.79	674.04	733.50	145.01	-	8,900.34
Loans	5,190.07	5,871.43	23,834.02	637.84	-	35,533.36
Investments	-	975.65	19.62	32.11	669.28	1,696.66
Other financial assets	2,958.44	5.82	46.21	175.84	465.01	3,651.32
Total undiscounted financial assets	79,859.64	9,414.35	27,657.11	3,609.15	1,746.47	122,286.72
Financial Liabilities						
Derivative financial instruments	838.12	-	27.47	224.42	-	1,090.01
Trade payables	17,543.40	19.76	2.75	-	-	17,565.91
Debt securities	11,169.22	1,834.27	5,620.65	22,366.84	5,561.03	46,552.01
Borrowings (other than debt securities)	7,427.74	-	-	-	-	7,427.74
Subordinated Liabilities	13.48	138.27	-	-	-	151.75
Other financial liabilities	29,162.41	145.69	98.37	328.85	812.92	30,548.24
Total undiscounted financial liabilities	66,154.37	2,137.99	5,749.24	22,920.11	6,373.95	103,335.66
Total net financial assets / (liabilities)	13,705.27	7,276.36	21,907.87	(19,310.96)	(4,627.48)	18,951.06

As at March 31, 2022

Particulars	0 to 3 months	3 to 6 months	6 to 12 months	1 to 3 years	Over 3 Years	Total
Financial Assets						
Cash and cash equivalents	10,004.98	-	-	-	-	10,004.98
Bank balances other than cash and cash equivalents	32,868.73	1,612.21	2,000.59	7.85	-	36,489.38
Derivative financial instruments	1,147.90	-	-	110.13	868.44	2,126.47
Securities held for trading	8,895.81	-	-	-	-	8,895.81
Trade receivables	8,385.97	60.59	304.81	173.01	-	8,924.38
Loans	5,109.33	5,084.28	18,867.50	469.53	-	29,530.64
Investments	-	-	-	-	701.97	701.97
Other financial assets	3,744.48	2.52	21.80	179.26	355.84	4,303.90
Total undiscounted financial assets	70,157.20	6,759.60	21,194.70	939.78	1,926.25	100,977.53
Financial Liabilities						
Derivative financial instruments	564.43	-	-	88.91	-	653.34
Trade payables	16,365.10	2.08	11.45	-	-	16,378.63
Debt securities	9,363.62	1,058.44	5,151.45	9,150.43	7,303.49	32,027.43
Borrowings (other than debt securities)	3,308.68	-	-	-	-	3,308.68
Subordinated Liabilities	13.63	-	-	139.77	-	153.40
Other financial liabilities	31,158.02	39.72	269.80	186.76	634.38	32,288.68
Total undiscounted financial liabilities	60,773.48	1,100.24	5,432.70	9,565.87	7,937.87	84,810.16
Total net financial assets / (liabilities)	9,383.72	5,659.36	15,762.00	(8,626.09)	(6,011.62)	16,167.37

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53.D.2 Liquidity Risk

As at March 31, 2021

Particulars	0 to 3 months	3 to 6 months	6 to 12 months	1 to 3 years	Over 3 Years	Total
Financial Assets						
Cash and cash equivalents	3,353.45	-	-	-	-	3,353.45
Bank balances other than cash and cash equivalents	39,986.29	109.67	2,028.94	57.88	-	42,182.78
Derivative financial instruments	624.82	-	0.26	0.11	-	625.19
Securities held for trading	2,074.37	-	-	-	-	2,074.37
Trade receivables	1,677.14	97.06	946.10	-	-	2,720.30
Loans	4,046.37	1,329.55	9,456.66	-	-	14,832.58
Investments	-	-	-	-	246.61	246.61
Other financial assets	3,606.56	28.65	147.84	118.49	229.10	4,130.64
Total undiscounted financial assets	55,369.00	1,564.93	12,579.80	176.48	475.71	70,165.92
Financial Liabilities						
Derivative financial instruments	49.30	-	-	55.12	-	104.42
Trade payables	11,696.02	6.68	-	-	-	11,702.70
Debt securities	651.95	1,827.78	2,160.93	3,022.51	2,602.30	10,265.47
Borrowings (other than debt securities)	3,850.69	-	-	-	-	3,850.69
Subordinated Liabilities	14.21	-	-	145.79	-	160.00
Other financial liabilities	30,143.98	30.58	69.15	250.83	116.45	30,610.99
Total undiscounted financial liabilities	46,406.15	1,865.04	2,230.08	3,474.25	2,718.75	56,694.27
Total net financial assets / (liabilities)	8,962.85	(300.11)	10,349.72	(3,297.77)	(2,243.04)	13,471.65

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53.D.3 Market Risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, equity prices and Index movements. The Group classifies exposures to market risk into either trading or non-trading portfolios and manages each of those portfolios separately. All the positions are managed and monitored using sensitivity analyses.

Total Market risk exposure

Particulars	As at March 31, 2023			As at March 31, 2022			As at March 31, 2021			Primary risk Sensitivity
	Carrying Amount	Traded risk	Non traded risk	Carrying Amount	Traded risk	Non traded risk	Carrying Amount	Traded risk	Non traded risk	
Financial Assets										
Cash and cash equivalents	7,881.95	-	7,881.95	10,004.98	-	10,004.98	3,353.45	-	3,353.45	Interest rate risk
Bank balances other than cash and cash equivalents	45,396.52	-	45,396.52	36,489.38	-	36,489.38	42,182.78	-	42,182.78	Interest rate risk
Derivative financial instruments	6,127.00	6,127.00	-	2,126.47	2,126.47	-	625.19	625.19	-	Price risk , Interest rate risk
Securities held for trading	13,099.57	13,099.57	-	8,895.81	8,895.81	-	2,074.37	2,074.37	-	Price risk , Interest rate risk
Trade receivables	8,900.34	-	8,900.34	8,924.38	-	8,924.38	2,720.30	-	2,720.30	
Loans	35,533.36	-	35,533.36	29,530.64	-	29,530.64	14,832.58	-	14,832.58	Interest rate risk
Investments	1,696.66	1,188.89	507.77	701.97	189.40	512.57	246.61	-	246.61	Price risk
Other financial assets	3,651.32	-	3,651.32	4,303.90	-	4,303.90	4,130.64	-	4,130.64	
Assets classified as held for sale	-	-	-	1,022.44	-	1,022.44	761.24	-	761.24	
Total Assets	122,286.72	20,415.46	101,871.26	101,999.97	11,211.68	90,788.29	70,927.16	2,699.56	68,227.60	
Financial Liabilities										
Derivative financial instruments	1,090.01	1,090.01	-	653.34	653.34	-	104.42	104.42	-	Price risk , Interest rate risk
Trade payables	17,565.91	-	17,565.91	16,378.63	-	16,378.63	11,702.70	-	11,702.70	
Debt securities	46,552.01	-	46,552.01	32,027.43	-	32,027.43	10,265.47	-	10,265.47	Interest rate risk
Borrowings (other than debt securities)	7,427.74	-	7,427.74	3,308.68	-	3,308.68	3,850.69	-	3,850.69	Interest rate risk
Subordinated Liabilities	151.75	-	151.75	153.40	-	153.40	160.00	-	160.00	Interest rate risk
Other financial liabilities	30,548.24	-	30,548.24	32,288.68	-	32,288.68	30,610.99	-	30,610.99	
Liabilities included in disposal group held for sale / distribution	-	-	-	1,022.44	-	1,022.44	659.93	-	659.93	
Total Liabilities	103,335.66	1,090.01	102,245.65	85,832.60	653.34	85,179.26	57,354.20	104.42	57,249.78	

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53.D.3 Market Risk (Contd.)**Interest Rate Risk**

The principal risk to which non-trading portfolios are exposed is the risk of loss from fluctuations in the future cash flows or fair values of financial instruments because of a change in market interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being constant) of the Group's statement of profit and loss and equity. The sensitivity of the statement of profit and loss is the effect of the assumed changes in interest rates on the profit or loss for a year, based on the floating rate financial assets and financial liabilities held at reporting date.

Interest rate sensitivity**As at March 31, 2023**

	Increase in price (%)	Sensitivity of Profit	Sensitivity of Equity	Decrease in price (%)	Sensitivity of Profit	Sensitivity of Equity
Debt securities	0.25	(16.09)	-	0.25	16.09	-
Other traded securities	0.25	(7.86)	-	0.25	7.86	-

As at March 31, 2022

	Increase in price (%)	Sensitivity of Profit	Sensitivity of Equity	Decrease in price (%)	Sensitivity of Profit	Sensitivity of Equity
Debt securities	0.25	(5.76)	-	0.25	5.76	-
Other traded securities	0.25	(7.50)	-	0.25	7.50	-

As at March 31, 2021

	Increase in price (%)	Sensitivity of Profit	Sensitivity of Equity	Decrease in price (%)	Sensitivity of Profit	Sensitivity of Equity
Borrowings from related parties	0.25	9.63	-	0.25	(9.63)	-
Debt securities	0.25	(0.60)	-	0.25	0.60	-
Other traded securities	0.25	(0.31)	-	0.25	0.31	-

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53.D.3 Market Risk (Contd.)**Price risk**

The Group's exposure to price risk arises from investments held in Equity Shares, Exchange traded futures, Mutual fund units etc, all classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Group diversifies its portfolio.

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the level of individual investment in prices of financial instruments.

As at March 31, 2023

	Increase in price (%)	Sensitivity of Profit	Sensitivity of Equity	Decrease in price (%)	Sensitivity of Profit	Sensitivity of Equity
Derivative instruments	0.25	18.65	-	0.25	(18.65)	-
Securities held for trading	0.25	32.75	-	0.25	(32.75)	-
Units of AIF	0.25	0.52	-	0.25	(0.52)	-

As at March 31, 2022

	Increase in price (%)	Sensitivity of Profit	Sensitivity of Equity	Decrease in price (%)	Sensitivity of Profit	Sensitivity of Equity
Derivative instruments	0.25	3.83	-	0.25	(3.83)	-
Securities held for trading	0.25	22.24	-	0.25	(22.24)	-
Units of AIF	0.25	0.47	-	0.25	(0.47)	-

As at March 31, 2021

	Increase in price (%)	Sensitivity of Profit	Sensitivity of Equity	Decrease in price (%)	Sensitivity of Profit	Sensitivity of Equity
Derivative instruments	0.25	1.24	-	0.25	(1.24)	-
Securities held for trading	0.25	4.59	-	0.25	(4.59)	-

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54. Margin received from clients

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Cash margin - A	24,519.30	21,348.46	28,662.52
Non-cash margin			
Securities (refer note below)	94,798.86	74,139.05	51,765.31
Fixed deposits	-	22.42	2,926.84
Bank guarantees	-	57.50	322.40
Total non-cash margin - B	94,798.86	74,218.97	55,014.55
Total margin received - (A+B)	119,318.16	95,567.43	83,677.07

Note:

Securities includes following-

- i) Securities assigned under the “margin pledge” created in favour of the Group as non-cash margin from the clients in accordance with the SEBI circular no. SEBI/HO/MIRSD/DOP/CIR/P/2020/28 “Margin obligations to be given by way of Pledge/Re-pledge in the Depository System” applicable effectively from September 01, 2020 and
- ii) Securities received as non-cash margin from clients lying in the client demat account of the Group for disputed cases.

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55. Business combinations**(a) Summary of acquisition****Financial year ended March 31, 2023**

On March 13, 2023, the Group acquired 74% stake in Pickright Technologies Private Limited for a purchase consideration of Rs. 230 million.

Fair value of assets and liabilities recognised as a result of acquisition is as follows:

Particulars	Amount
ASSETS	
Financial assets	
(a) Cash and cash equivalents	172.82
(b) Bank balances other than cash and cash equivalents	0.53
Non-financial assets	
(a) Current tax assets (net)	0.00
(b) Property, plant and equipment	0.04
(c) Intangible assets under development	4.39
(d) Other intangible assets	12.05
(e) Other non- financial assets	1.34
Total assets	191.17
LIABILITIES	
Financial liabilities	
(a) Trade payables	2.10
(b) Other financial liabilities	9.65
Non-financial liabilities	
(a) Deferred tax liabilities (net)	0.10
(b) Provisions	1.79
(c) Other non-financial liabilities	1.37
Total liabilities	15.01
Net identifiable assets acquired	176.16
Purchase consideration transferred through cash	230.00
NCI, based on their proportionate interest in the recognised amounts of the assets and liabilities	45.80
Goodwill on acquisition of subsidiary	99.64

The goodwill of Rs. 99.64 million comprises the value of expected synergies arising from the acquisition and a customer list, which is not separately recognised. From segment perspective, it is considered in unallocated segment. Due to the contractual terms imposed on acquisition, the customer list is not separable. Therefore, it does not meet the criteria for recognition as an intangible asset under Ind AS 38. None of the goodwill recognised is expected to be deductible for income tax purposes.

Financial year ended March 31, 2022

No subsidiaries were acquired for the year ended March 31, 2022

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55. Business combinations

Financial year ended March 31, 2021

During the year ended March 31, 2021, the Group had acquired stake in the entities as mentioned below:

Name of the entity	Country of Incorporation	Percentage stake acquired	Date on which stake acquired	Purchase consideration (Rs.in million)
Edelweiss Alternative Asset Advisors Limited	India	95%	April 23, 2020	0.10
Nuvama Wealth and Investment Limited (Formerly Edelweiss Broking Limited)	India	100%	May 04, 2020	1,957.95
Edelweiss Alternative Asset Advisors Pte Limited	Singapore	100%	May 11, 2020	537.05
Nuvama Investment Advisors Private Limited (Formerly Edelweiss Investment Advisors Private Limited)	Singapore	100%	May 11, 2020	115.64
Nuvama Capital Services (IFSC) Limited (Formerly Edelweiss Securities (IFSC) Limited)	India	100%	June 30, 2020	172.79

On May 4, 2020, the Group acquired additional 37% stake in Nuvama Wealth Finance Limited (Formerly Edelweiss Finance & Investments Limited), increasing its ownership from 63% to 100%, for a purchase consideration of Rs 1706.67 million. The carrying amount of Non-controlling interest (NCI) acquired was Rs. 1,713.06 million. Difference between the carrying amount and purchase consideration, amounting to Rs. 6.39 million has been recognised in capital reserves.

Fair value of assets and liabilities recognised as a result of acquisition is as follows:

Particulars	Edelweiss Alternative Asset Advisors Limited	Nuvama Wealth and Investment Limited	Edelweiss Alternative Asset Advisors Pte Limited	Nuvama Investment Advisors Private Limited	Nuvama Capital Services (IFSC) Limited
ASSETS					
Financial assets					
(a) Cash and cash equivalents	6.07	375.10	253.73	67.48	106.17
(b) Bank balances other than cash and cash equivalents	-	2,151.72	14.30	-	45.61
(c) Trade Receivables	155.10	867.29	50.09	44.94	-
(d) Loans	0.87	20.48	-	-	-
(e) Investments	23.52	-	-	-	-
(f) Other financial assets	36.86	7,691.88	25.88	5.43	38.39
Non-financial assets					
(a) Current tax assets (net)	140.93	165.22	-	-	-
(b) Deferred tax assets (net)	5.62	602.22	-	0.03	-
(c) Property, plant and equipment	3.89	749.57	0.42	0.28	6.39
(d) Capital work in progress	-	1.05	-	-	-
(e) Intangible assets under development	-	158.05	-	-	-
(f) Other intangible assets	25.20	67.34	-	0.01	1.74
(g) Other non- financial assets	446.17	36.07	437.35	2.10	2.21
Total assets	844.23	12,885.99	781.77	120.27	200.51
LIABILITIES					
Financial liabilities					
(a) Trade payables	47.44	8,885.40	30.07	4.64	2.65
(b) Borrowings (other than debt securities)	991.89	1,410.49	-	-	-
(c) Other financial liabilities	27.30	908.37	222.47	-	68.75
Non-financial liabilities					
(a) Current tax liabilities (net)	-	-	-	0.56	-
(b) Provisions	11.27	23.56	0.77	0.50	0.15
(c) Other non-financial liabilities	109.12	88.48	106.24	0.19	0.18
Total liabilities	1,187.02	11,316.30	359.55	5.89	71.73
Net identifiable assets acquired	(342.79)	1,569.69	422.22	114.38	128.78
Purchase consideration transferred	0.10	1,957.95	537.05	115.64	172.79
Goodwill on acquisition of subsidiary	342.89	388.26	114.83	1.26	44.01

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55. Business combinations

(B) Details of subsidiaries disposed by the Group during the year ended March 31, 2021 are as follows:

Carrying amount of net assets of subsidiaries over loss of control

Particulars	Edelweiss Alternative Asset Advisors Limited	Edelweiss Securities & Investments Private Limited	Nuvama Custodial Services Limited (Edelweiss Capital Services Limited)
Date of disposal	March 12, 2021	March 12, 2021	March 16, 2021
ASSETS			
Financial assets			
(a) Cash and cash equivalents	37.47	15.17	514.56
(b) Bank balances other than cash and cash equivalents	-	0.14	-
(c) Stock in trade	-	26.87	-
(d) Trade Receivables	160.90	0.89	-
(e) Loans	2.87	830.16	-
(f) Investments	201.61	-	-
(g) Other financial assets	36.87	0.06	1.03
Non-financial assets			
(a) Current tax assets (net)	107.04	27.62	0.05
(b) Deferred tax assets (net)	9.13	78.82	-
(c) Property, plant and equipment	7.39	-	-
(d) Intangible assets under development	1.32	-	-
(e) Other intangible assets	10.95	-	-
(f) Other non- financial assets	452.63	25.15	0.05
Total assets	1,028.18	1,004.88	515.69
LIABILITIES			
Financial liabilities			
(a) Trade payables	75.09	1.98	5.33
(b) Borrowings (other than debt securities)	504.63	-	-
(c) Deposits	470.33	-	-
(d) Other financial liabilities	167.38	-	3.72
Non-financial liabilities			
(a) Current tax liabilities (net)	-	46.26	-
(b) Provisions	15.52	-	1.44
(c) Other non-financial liabilities	24.88	25.79	0.02
Total liabilities	1,257.83	74.03	10.51
Attributable NCI	(11.48)	-	-
Attributable goodwill	325.76	-	-
Net assets derecognised	107.59	930.85	505.18
Percentage stake sold	51.00%	100.00%	51.00%
Consideration received	0.05	922.46	265.20
Gain/(loss) on disposal	(54.82)	(8.39)	7.56

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56. Composition of the Group

The restated consolidated financial information of the Group include subsidiaries listed in the table below:

Name of the Entity	Country of Incorporation	Proportion of ownership interest		
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Nuvama Clearing Services Limited (Formerly Edelweiss Custodial Services Limited)	India	100%	100%	100%
Nuvama Investment Advisors (Hongkong) Private Limited (Formerly Edelweiss Securities (Hong Kong) Private Limited)	Hong Kong	100%	100%	100%
Nuvama Financial Services (UK) Limited (Formerly Edelweiss Financial Services (UK) Limited)	United Kingdom	100%	100%	100%
Nuvama Wealth Finance Limited (Formerly Edelweiss Finance & Investments Limited) ¹	India	100%	100%	100%
Nuvama Asset Management Limited (Formerly ESL Securities Limited)	India	100%	100%	100%
Nuvama Wealth and Investment Limited (Formerly Edelweiss Broking Limited) ²	India	100%	100%	100%
Nuvama Capital Services (IFSC) Limited (Formerly Edelweiss Securities (IFSC) Limited) ³	India	100%	100%	100%
Nuvama Investment Advisors Private Limited (Formerly Edelweiss Investment Advisors Private Limited) ⁴	Singapore	100%	100%	100%
Nuvama Financial Services Inc. (Formerly Edelweiss Financial Services Inc.)	United States of America	100%	100%	100%
Pickright Technologies Private Limited ⁵	India	74%	N.A	N.A

¹ Additional 37% ownership acquired on May 4, 2020 thereby increasing the ownership from 63% to 100%.

² w.e.f May 4, 2020

³ w.e.f June 30, 2020

⁴ w.e.f May 11, 2020

⁵ w.e.f March 13, 2023

Note:

- 1) Edelweiss Alternative Asset Advisors Limited became subsidiary on April 23, 2020 with 95% stake and ceased to be a subsidiary w.e.f. March 12, 2021.
- 2) Edelweiss Alternative Asset Advisors pte Limited became subsidiary on May 11, 2020 with 100% stake and ceased to be a subsidiary on account of loss of control w.e.f. March 26, 2021 (Refer note 66)
- 3) Nuvama Custodial Services Limited (formerly Edelweiss Capital Services Limited) became a WOS on February 12, 2021 and ceased to be a WOS on March 16, 2021.
- 4) Edelweiss Securities & Investments Private Limited (formerly Magnolia Commodities Services Limited) ceased to be a subsidiary w.e.f. March 12, 2021.

Associate

- 1) The Group has 49% interest in Nuvama Custodial Services Limited (Edelweiss Capital Services Limited) w.e.f March 16, 2021.
- 2) The Group had 26.185% interest in Edelweiss Asset Reconstruction Company Limited and w.e.f. March 26, 2021 ceased to be an associate (Refer note 66)

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(Currency: Indian rupees in million)

57. Interest in other entities

Below is the details of subsidiary that has non-controlling interest (NCI) that are material to the group.

As at March 31, 2023

The following table summarises the information relating to each of the Group's subsidiaries that has material NCI, before any intra group eliminations.

Name of Subsidiary	Country of Incorporation	Ownership interests held by NCI	Profit / (loss) allocated to NCI	OCI allocated to NCI
Pickright Technologies Private Limited	India	26.00%	(0.22)	(0.00)

Summarised financial information in respect of Pickright Technologies Private Limited is set out below. The amounts disclosed below are before inter-company eliminations.

Particulars	As at March 31, 2023
Financial assets	163.84
Non-financial assets	18.45
Financial liabilities	3.42
Non-financial liabilities	3.56
Equity attributable to owners of the company	129.73
Non-controlling interest	45.58

Particulars	For the year ended March 31, 2023
Total income	0.34
Total expenses	1.23
Profit/(Loss) before tax	(0.89)
Tax Expense	(0.05)
Profit/(Loss) for the year	(0.84)
Total Comprehensive Income/(Loss)	(0.85)
Profit/(Loss) for the year attributable to owners of the parent	(0.63)
Profit/(Loss) for the year attributable to non-controlling	(0.22)
Cash flows (used)/generated from operating activities	(9.71)
Cash flows (used)/generated from investing activities	(140.25)
Cash flows (used)/generated from financing activities	(0.09)
Net cash inflow/(outflow)	(150.05)

As at March 31, 2022 and March 31, 2021

There are no subsidiaries that has non-controlling interest (NCI) as at March 31, 2022 and as at March 31, 2021.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

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(Currency: Indian rupees in million)

58. Composite scheme of arrangement

The Board of Directors of the Company at its meeting held on April 07, 2021, had approved the Composite scheme of arrangement amongst Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) ("NWML"), Edelweiss Securities And Investments Private Limited ("ESIPL"), Edelweiss Global Wealth Management Limited ("EGWML") and their respective shareholders and creditors, under section 230 to 232 and other applicable provisions of the Companies Act, 2013, which inter-alia envisaged the following:

(i) Demerger of Asset Management Business Undertaking ("Demerged Undertaking 1" as defined in the Scheme) of the Company into ESIPL.

(ii) Demerger of Wealth Management Business Undertaking ("Demerged Undertaking 2" as defined in the Scheme) of EGWML into the Company.

The National Company Law Tribunal Bench at Mumbai (Tribunal) has approved the aforementioned Scheme vide its order dated March 31, 2022 under the applicable provisions of the Companies Act, 2013. Certified copy of the said order of the Tribunal was received by the Company on April 05, 2022 and filed with the Registrar of Companies on April 22, 2022.

Accordingly, the Board of Directors of the respective companies at its meeting held on April 22, 2022 have decided to give effect to the Scheme in the following manner based on the order of Tribunal:

(i) Demerger of Asset Management Business Undertaking with effect from Appointed date April 01, 2021.

(ii) Demerger of Wealth Management Business Undertaking with effect from Appointed date April 26, 2022.

As per the Scheme, the Company will transfer assets and liabilities of Asset Management Business Undertaking to ESIPL at the respective book values from the appointed date. Also, EGWML will transfer assets and liabilities of Wealth Management Business Undertaking to the Company at their respective book values from the appointed date.

Since the Scheme was sanctioned by the NCLT on March 31, 2022, for the financial year ended March 31, 2022, it was an adjusting event in accordance with IND AS 10. Accordingly, the financial information for the year ended March 31, 2022 were presented after taking effect of aforementioned demerger considering book value of assets and liabilities of Asset Management Business Undertaking and Wealth Management Business Undertaking as at March 31, 2022.

58.1 Demerger of Asset Management Business Undertaking of the Company into ESIPL

Assets and Liabilities of Asset Management Business Undertaking as at Appointed date i.e April 01, 2021

Particulars	As at April 01, 2021
Assets	
Financial assets	
(a) Cash and cash equivalents	1,022.43
(b) Investments	5,779.27
Non-financial assets	
(a) Property, plant and equipment	0.01
Total assets	6,801.71
Liabilities	
Non-financial liabilities	
(a) Provisions	0.03
(b) Other non-financial liabilities	485.37
Total liabilities	485.40
Net assets transferred	6,316.31

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

58. Composite scheme of arrangement

The excess of the book value of asset over liabilities of Rs. 6,316.31 million have been debited to Retained earnings

Pursuant to the Composite Scheme of Arrangement, ESIPL had issued 456,710 equity shares of Rs 10 each to EGWML and Edelweiss Financial Services Limited, the specified equity shareholders of the Company, as a consideration for transfer of Asset Management Business Undertaking.

58.2 Demerger of Wealth Management Business Undertaking of EGWML into the Company

Demerger of Wealth Management Business Undertaking of EGWML into the Company has been accounted under 'Pooling of Interests Method' in accordance with Appendix C of IND AS 103 (Business Combinations of entities under common control). Accordingly, financial statements has been restated from March 26, 2021 (the date from which the said business undertaking was in common control with respect to NWML and EGWML).

Assets and Liabilities of Wealth Management Business Undertaking:

Particulars	As at April 26, 2022	As at March 31, 2022	As at March 31, 2021
Assets			
Financial assets			
(a) Cash and cash equivalents	136.54	81.77	-
(b) Trade Receivables	18.96	33.62	40.05
(c) Investments	21,576.52	21,576.52	21,576.52
(d) Other financial assets	11.76	43.58	79.61
Non-financial assets			
(a) Property, plant and equipment	2.21	2.27	5.83
(b) Other intangible assets	178.68	187.45	315.52
(c) Other non- financial assets	536.22	536.18	600.47
A. Total Assets	22,460.89	22,461.39	22,618.00
Liabilities			
Financial liabilities			
(a) Trade payables	8.06	7.43	19.96
(b) Borrowings (other than debt securities)	-	-	484.83
(c) Other financial liabilities	73.32	62.97	48.70
Non-financial liabilities			
(a) Provisions	11.64	11.51	12.19
(b) Other non-financial liabilities	0.40	0.40	8.32
B. Total Liabilities	93.42	82.31	574.00
C. Instruments in the nature of equity	22,044.00	22,044.00	22,044.00
D. Loss for the year transferred under the Scheme	176.53	164.92	-
E. New equity share capital to be issued	0.00	0.00	-
Capital reserve created from above (A-B-C+D-E)	500.00	500.00	0.00

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

58. Composite scheme of arrangement

Pursuant to the Composite Scheme of Arrangement and upon the Scheme coming into effect -

- i. The Company has issued 100 equity shares of Rs 10 each on April 27, 2022 to Edelweiss Financial Services Limited, being equity shareholder of EGWML, as a consideration for transfer of Wealth Management Business Undertaking to the Company.
- ii. 17,555,986 equity shares of Rs 10 each held by EGWML in the Company have been extinguished and cancelled on April 26, 2022.
- iii. The Company has on April 27, 2022 issued 22,044,000 CCDs of Rs. 1,000 each to PAGAC Ecstasy Pte Limited in lieu of 22,044,000 CCDs of Rs. 1,000 held by PAGAC Ecstasy Pte Limited in EGWML.

Following table shows movement on account of cancellation equity share capital and investments:

Particulars	Amount
A. Cancellation of investments in the Company held by EGWML	21,576.52
B. Equity share capital cancelled	175.56
C. Securities premium cancelled on account of cancellation of above equity shares	5,800.57
Retained earnings debited (A-B-C)	15,600.39

59. Scheme of arrangement

The Board of Directors of the Company at its meeting held on May 13, 2022, had approved the Scheme of arrangement between Edelweiss Financial Services Limited ('EFSL') and Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) ('NWML') and their respective shareholders and creditors, under section 230 to 232 read with applicable provisions of the Companies Act, 2013, which inter-alia envisaged demerger of Wealth Management Business Undertaking ('Demerged Undertaking' as defined in the Scheme) of EFSL into the Company.

The National Company Law Tribunal Bench at Mumbai (Tribunal) has approved the aforementioned Scheme vide its order dated April 27, 2023 under the applicable provisions of the Companies Act, 2013. Certified copy of the said order of the Tribunal was received by the Company on May 12, 2023 and filed with the Registrar of Companies on May 18, 2023. Accordingly, Effective date of the scheme is May 18, 2023. Consequently, Company will account for the same demerger in its books of accounts in accordance with the provisions of IND AS and Scheme in financial year 2023-24.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**Annexure VI: Notes to restated consolidated financial information**

(Currency: Indian rupees in million)

60. Discontinued operation

- (i) The Group had entered into an agreement dated March 17, 2021 with Nuvama Custodial Services Limited (Edelweiss Capital Services Limited), an associate entity, to sell its business of being a custodian of securities and designated depository participant, and securities lending and borrowing ('Transfer business') for consideration of Rs. 101.16 millions. The sale transaction was concluded on June 18, 2021.

Basis above, the Group had classified net assets as at March 31, 2021, pertaining to the Transfer business as 'Assets held for sale' in accordance with IND AS 105. The profit & loss and cash flows pertaining to the Transfer business have been presented as 'Profit/loss from discontinued operations' and 'Cash flows from discontinued operations' respectively.

Financial performance and cash flow information pertaining to Transfer business is as below:

Particulars	For the period from April 01, 2021 to June 18, 2021	For the year ended March 31, 2021
Revenue from operations		
(a) Interest income	0.35	112.37
(b) Fee and commission income	41.04	196.21
Total income	41.39	308.58
Expenses		
(a) Finance costs	-	42.41
(b) Employee benefits expense	23.78	68.77
(c) Impairment on financial instruments	-	0.50
(d) Other expenses	14.13	92.39
Total expenses	37.91	204.07
Profit before tax	3.48	104.51
Income tax expense	0.88	26.30
Profit after tax	2.60	78.21
Net cash inflow/(outflow) from operating activities	36.11	(15.57)
Net cash outflow from investing activities	(32.63)	(15.75)
Net increase/ (decrease) in cash flow from discontinued operations	3.48	(31.32)

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**Annexure VI: Notes to restated consolidated financial information**

(Currency: Indian rupees in million)

60. Discontinued operation**Assets and liabilities of disposal group :**

Particulars	As at June 18, 2021	As at March 31, 2021
ASSETS		
Financial assets		
(a) Cash and cash equivalents	1,459.00	323.94
(b) Bank balances other than cash and cash equivalents	216.90	214.30
(c) Trade Receivables	31.70	35.24
(d) Other financial assets	289.79	151.66
Non-financial assets		
(a) Property, plant and equipment	1.71	1.78
(b) Other intangible assets	37.86	34.32
Total assets	2,036.96	761.24
LIABILITIES		
Financial liabilities		
(a) Trade payables	1,642.17	331.79
(b) Other financial liabilities	284.56	319.15
Non-financial liabilities		
(a) Other non-financial liabilities	9.07	8.99
Total liabilities	1,935.80	659.93
Net assets of disposal group	101.16	101.31

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Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

60. Discontinued operation

(ii) Assets held for distribution

In context to Note 66 on the proposed demerger scheme filed by the Company with NCLT, the Company has disclosed the profit from such operations under the head Profit from discontinuing operations in the Statement of Profit and Loss and as Assets held for distribution on the Restated Statement of Assets and Liabilities.

The details of the aforementioned items are as below -

Assets and liabilities held for distribution:

Particulars	As at March 31, 2022	As at March 31, 2021
ASSETS		
Financial assets		
(a) Bank balances other than cash and cash equivalents	1,022.44	-
(b) Investments (refer note 1 below)	-	-
Total assets	1,022.44	-
Financial liabilities		
(a) Other financial liabilities	1,022.44	-
Total liabilities	1,022.44	-
Net assets held for distribution	-	-

Note:

1) Includes gross investments amounting to Rs 6,316.32 million. The Company have made provision of equivalent amount against the same.

Particulars	For the year ended March 31, 2021
Revenue from operations	
(a) Interest income	8.41
(b) Fee and commission income	474.70
Total Revenue from operations	483.11
Other income	12.74
Total income	495.85
Expenses	
(a) Finance costs	0.21
(b) Employee benefits expense	50.60
(c) Depreciation and amortisation expense	-
(c) Impairment on financial instruments	-
(d) Other expenses	212.53
Total expenses	263.34
Profit before share in profit of associate and tax	232.51
Share in profit of associate	454.93
Profit before share in profit of associate and tax	687.44
Income tax expense	1.52
Profit after tax	685.92

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61. For FY 2021-22

Nuvama Asset Management Limited (Formerly ESL Securities Limited), subsidiary company, had acquired 'Infinity PMS business' of Edelweiss Asset Management Limited in the month of June 2021 by executing a Slump Sale Agreement. As per the aforementioned agreement, Infinity PMS business together with all the rights, title, interest and obligation associated with it is transferred to Nuvama Asset Management Limited for total consideration of Rs 15 million (Asset management rights of Rs. 14.13 million and computers & softwares of Rs. 0.87 million).

62. For FY 2022-23

NSE Clearing Ltd (NCL) conducted an inspection in the matter of trading member Vrise Securities Pvt Ltd and issued a show cause notice to Nuvama Clearing Services Ltd (Formerly Edelweiss Custodial Services Ltd) (NCSL), a subsidiary of the Company. The MCSGF Committee of NSE Clearing Limited issued order to reinstate securities worth Rs. 293.3 million. NCSL had filed an appeal against the impugned order of NCL with Securities Appellate Tribunal (SAT) and SAT by its order had granted a stay on the matter. The matter has been listed for further hearing. NCSL has assessed such liability to be remote. Accordingly, there is no adjustment required in the restated consolidated financial information for the year ended March 31, 2023.

For FY 2021-22

During the year ended March 31, 2020, NSE Clearing Ltd (NCL) conducted an enquiry & issued a show cause notice directing Group to reinstate the collateral (worth Rs. 293.3 million.) of V-Rise Securities Pvt. Ltd (Vrise) which were liquidated by the Group for non-payment of obligation towards trades executed by Vrise. The Group had filed an appeal against the impugned order of NCL with Securities Appellate Tribunal (SAT) and SAT by its order had granted a stay on the matter till the appeal has been decided. The matter has been listed for further hearing. The Group believes that the liquidation of collateral arising on account of inability of Vrise to meet the outstanding obligations was in accordance with the contracts executed with Vrise and applicable laws and regulations to Professional Clearing Member (PCM) and accordingly, the Group has assessed such liability to be remote. Accordingly, there is no adjustment required in the restated consolidated financial information for the year ended March 31, 2022.

For FY 2020-21

During the financial year ended March 31, 2020, NSE Clearing Ltd (NCL) conducted an enquiry & issued a show cause notice directing the Group to reinstate the collateral (worth Rs. 293.3 million) of V-Rise Securities Pvt. Ltd (Vrise) which were liquidated by the Group for non-payment of obligation towards trades executed by Vrise. The Group had filed an appeal against the impugned order of NCL with Securities Appellate Tribunal (SAT) and SAT by its order had granted a stay on the matter till the appeal has been decided. The matter has been listed for further hearing. The Group believes that the liquidation of collateral arising on account of inability of Vrise to meet the outstanding obligations was in accordance with the contracts executed with Vrise and applicable laws and regulations to Professional Clearing Member (PCM) and accordingly, the Group has assessed such liability to be remote.

63. For FY 2021-22

In the month of March 2020, one of the client viz. Indianivesh Shares & Securities Pvt. Ltd (Indianivesh) defaulted in its obligation towards Margin/MTM/other charges having a total exposure of Rs. 977.4 million. The balance outstanding as at June 30, 2021 is Rs. 934.9 million. The Group invoked collateral of Indianivesh in the form of encumbered fixed deposits worth Rs. 1,007.5 million with HDFC Bank Ltd. by Indianivesh, which HDFC bank refused to honour. The Group has filed an arbitration petition against HDFC Bank and Indianivesh with the Hon. High Court – Mumbai and the court has granted an interim relief. The Group further filed a Commercial Arbitration Application before the Bombay High Court under Section 11 of the Arbitration and Conciliation Act, 1996 for an appointment of a Sole Arbitrator. Bombay High Court has appointed Justice S. J. Vazifdar (Retd.) as a sole arbitrator to adjudicate the disputes. Being aggrieved, Indianivesh has filed a Special Leave Petition before Hon'ble Supreme Court challenging the said appointment. Subsequently Consent Terms were executed between ECSL and Indianivesh by which all disputes and/or claims in respect of the aforesaid issues were resolved. Accordingly, the Arbitration Petition filed by ECSL with the Bombay High Court against Indianivesh and HDFC Bank Ltd. was disposed of vide order dated December 14, 2021. Further Indianivesh had made an application to withdraw the SLP before the Hon'ble Supreme Court which was withdrawn vide order dated April 28, 2022. The matter stands resolved as on date.

For FY 2020-21

In the month of March 2020, one of the client viz. Indianivesh Shares & Securities Pvt. Ltd (Indianivesh) defaulted in its obligation towards Margin/MTM/other charges having a total exposure of Rs. 977.4 million. The balance outstanding as at March 2021 is Rs. 934.9 million. The Group invoked collateral of Indianivesh in the form of encumbered fixed deposits worth Rs. 1,007.5 million with HDFC Bank Ltd. by Indianivesh, which HDFC bank refused to honour. The Group has filed an arbitration petition against HDFC Bank and Indianivesh with the Hon. High Court – Mumbai and the court has granted an interim relief. The Group has approached the Hon'ble Court under Section 11 of the Arbitration & Conciliation Act, 1996 for appointment of a sole arbitrator and are awaiting to be listed before sole arbitrator. The Group believes that invoking of fixed deposits placed with HDFC Bank is in accordance with the tripartite agreement entered with Indianivesh and HDFC Bank and accordingly, the Group has assessed such liability to be remote.

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64. For FY 2022-23

NCSL has challenged an order, by an investigating agency, marking lien on its clearing account, before the 47th Additional Chief Metropolitan Magistrate Court, Mumbai. Since the investigation against one of the trading member, for which NCSL was a Clearing Member was under process, the Court contended that it had no objection to setting aside the lien order issued by the investigating agency, upon NCSL providing an undertaking to keep sufficient assets unencumbered. NCSL has since provided undertaking to keep sufficient assets amounting to Rs. 4606.9 million unencumbered and the said lien order has been set aside. Subsequently, the Misc. Application filed by NCSL before 47th Additional Chief Metropolitan Magistrate's Court at Esplanade, Mumbai has now been transferred to the City Civil & Sessions Court under M.P.I.D. Act. The matter has been listed for further hearing.

NSE Clearing Ltd (NCL) had conducted an inspection in the matter of trading member Anugrah Share & Brokers Pvt Ltd (Anugrah) and issued a show cause notice to NCSL. The MCSGF Committee of NCL has directed NCSL to adhere to instructions of National Stock Exchange (NSE) / NCL. NCSL filed an appeal against the impugned order with Securities Appellate Tribunal (SAT) and SAT by its order had granted a stay on the matter. The matter has been listed for further hearing.

Various Arbitration/Writ Petitions have been filed before the Hon'ble Bombay High Court (Hon'ble Court) by various end clients of Anugrah against Anugrah and its associates. NCSL has been made party to the same. Some of the Writ Petitions have been tagged together and common orders have been passed to be heard together. The matters are under process for further hearing.

NCSL believes that it has acted in accordance with the agreement entered with the trading member i.e. Anugrah and in accordance with applicable laws and regulations. Accordingly, there is no adjustment required in the consolidated financial information for the year ended March 31, 2023.

For FY 2021-22

NCSL challenged an order, by an investigating agency, marking lien on its clearing account, before the 47th Additional Chief Metropolitan Magistrate Court, Mumbai. Since the investigation against the trading member Anugrah Stock and Broking Pvt. Ltd. ("Anugrah"), for which NCSL was a Clearing Member, is still under process, the said investigative agency contended that it had no objection to setting aside the lien order upon NCSL providing an undertaking to keep sufficient assets unencumbered. NCSL has since provided undertaking to keep sufficient assets amounting to Rs. 4,603.2 million belonging to ESL (Rs 662.5 million) and other subsidiaries of Edelweiss Financial Services Limited (Rs. 3,940.7 million), unencumbered and the said lien order has been set aside. The matter has been listed for further hearing.

The MCSGF Committee of NSE Clearing Limited ("NCL") vide its order dated October 20, 2020 has directed NCSL to adhere to instructions of National Stock Exchange ("NSE") / NCL, to appropriately reinstate the securities wherever trading member's clients had credit balance, but the securities got liquidated. NCSL filed an appeal against the impugned order with Securities Appellate Tribunal ("SAT"). SAT vide its order dated November 05, 2020 has directed NCSL to give an undertaking to NCL that it will deposit Rs. 2,120 million or other amount as directed by the SAT after disposal of Appeal. NCSL has since provided the declaration to NCL. The matter has been listed for further hearing.

Various Arbitration/Writ Petitions have been filed before the Hon'ble Bombay High Court ("Hon'ble Court") by various end clients of Anugrah against Anugrah and its associates. NCSL has been made party to the same. All the Writ Petitions have been tagged together and common orders have been passed. The matters are yet to be listed for further hearing.

EOW investigations at Cyberabad, Telangana and at Amravati are going on in the matter of Anugrah. Further one end client of Anugrah had filed an FIR at Hyderabad, Telangana for which investigation is under process.

NCSL believes that it has acted in accordance with the agreement entered with the trading member and in accordance with applicable laws and regulations. Accordingly, there is no adjustment required in the restated consolidated financial information for the year ended March 31, 2022.

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For FY 2020-21

NCSL challenged an order, by an investigating agency, marking lien on its clearing account, before the 47th Additional Chief Metropolitan Magistrate Court, Mumbai. Since the investigation against the trading member Anugrah Stock and Broking Pvt. Ltd. ("Anugrah"), for which NCSL was a clearing member, is still under process, the said investigative agency contended that it had no objection to setting aside the lien order upon NCSL providing an undertaking to keep sufficient assets unencumbered. NCSL has since provided undertaking to keep sufficient assets amounting to Rs. 4,603.2 million belonging to the Edelweiss Securities Limited (Rs 662.5 million) and other subsidiaries of Edelweiss Financial Services Limited (Rs. 3,940.7 million) unencumbered and the said lien order has been set aside. The matter has been listed for further hearing.

The MCSGF Committee of NSE Clearing Limited ("NCL") vide its order dated October 20, 2020 has directed NCSL to adhere to instructions of National Stock Exchange ("NSE") / NCL, to appropriately reinstate the securities wherever trading member's clients had credit balance, but the securities got liquidated. NCSL filed an appeal against the impugned order with Securities Appellate Tribunal ("SAT"). SAT vide its order dated November 05, 2020 has directed NCSL to give an undertaking to NCL that it will deposit Rs. 2,120 million or other amount as directed by the SAT after disposal of Appeal. NCSL has since provided the declaration to NCL. The matter has been listed for further hearing.

Various Arbitration/Writ Petitions have been filed before the Hon'ble Bombay High Court ("Hon'ble Court") by various end clients of Anugrah against Anugrah and its associates. NCSL has been made party to the same. All the Writ Petitions have been tagged together and common orders have been passed. The matters are yet to be listed for further hearing.

NCSL believes that it has acted in accordance with the agreement entered with the trading member and in accordance with applicable laws and regulations. Accordingly, there is no adjustment required in the restated consolidated financial information for year ended March 2021.

65. For FY 2021-22

The outbreak of COVID - 19 pandemic has affected several countries across the world, including India. The Government is undertaking several measures to restrict the spread of virus and provide financial support to some stressed sectors. Further, while the COVID-19 vaccination efforts have gained momentum, uncertainty due to the resurgence of COVID cases across many parts of India is rising. The extent to which COVID-19 pandemic will impact the Group, if any, depends on future spread of the virus and related developments, which are uncertain at this point of time. There has been no material change in the controls or processes followed in the closing of the consolidated financial information of the Group. In preparing the accompanying restated consolidated financial information, the Group's management has view that there is no material impact of the pandemic on its operations and its assets as at March 31, 2022.

For FY 2020-21

The COVID-19 pandemic outbreak across the world including India has resulted in most countries announcing lockdowns and quarantine measures that have sharply stalled economic activities across the world. The Indian Government too has imposed lockdowns starting from 24 March 2020. Subsequently, the national lockdown was lifted by the government for certain activities in a phased manner outside specified containment zones, but regional lockdowns/restrictions continued to be implemented in areas with a significant number of COVID-19 cases. The Indian economy is impacted and would continue to be impacted by this pandemic and the resultant lockdown, due to the contraction in industrial and services output across small and large businesses. The impact of the COVID-19 pandemic, including the current "second wave" on Group's results, including credit quality and provisions, gain/loss on fair value changes, investment, remains uncertain and dependent on the current and further spread of COVID-19, steps taken by the government, RBI and other regulators to mitigate the economic impact and also the time it takes for economic activities to resume and reach the normal levels. Further, the Group has assessed the impact of the COVID-19 pandemic on its liquidity and ability to repay its obligations as and when they are due. Management has considered various financial support from banks and other fundraising opportunities in determining the Group liquidity position over the next 12 months. Based on the foregoing and necessary stress tests considering various scenarios, management believes that the Group will be able to pay its obligations as and when these become due in the foreseeable future. In assessing the recoverability of loans, receivables, deferred tax assets and investments, the Group has considered internal and external sources of information, including credit reports, economic forecasts and industry reports up to the date of approval of consolidated financial statements for the year ended March 31, 2021. Since the situation continue to evolve, its effect on the operations of the Group may be different from that estimated as at the date of approval of consolidated financial statements for the year ended March 31, 2021. The Group will continue to closely monitor material changes in markets and future economic conditions.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

66. During the financial year ended March 31, 2021, the controlling stake in the Group was transferred by its erstwhile ultimate parent viz Edelweiss Financial Services Limited ("EFSL"), to Edelweiss Global Wealth Management Limited ('EGWML'), the new parent entity, as a part of the overall transaction consummated with PAGAC Ecstasy Pte. Ltd ('PAG'). PAG had infused Compulsorily Convertible Debentures ("CCDs") in EGWML whereby it acquired interest in relation to the Wealth Management business only.

As a part of the overall restructuring process to enable the transaction -

(i) the Asset Management business of the Group is carved out to facilitate effective transfer of interest over the Wealth Management business to PAG.

(ii) the Group's subsidiary, Edelweiss Custodial Services Limited ("ECSL"), in accordance with the directions of the Securities and Exchange Board of India, has transferred the custodial and designated depository participant services to another entity i.e. Edelweiss Capital Services Limited, in which 51% is held by EFSL and 49% is held by the Group.

iii) The Board of Directors of the Group, EGWML and Edelweiss Securities and Investments Private Limited ("ESIPL"), had applied for a Composite Scheme of Arrangement under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ('Scheme') to the National Group Law Tribunal Bench at Mumbai ('Tribunal') for an envisaged demerger of the Asset Management business (Demerged Undertaking 1, as defined in the Scheme) of ESL into the ESIPL and demerger of the Wealth Management business (Demerged Undertaking 2, as defined in the Scheme) of EGWML into the ESL, with Appointed Date for the demergers, as provided in the Scheme.

The Scheme provides for non-reciprocal transfer of the Demerged Undertaking 1 to Edelweiss Securities and Investments Private Limited ("ESIPL"), a wholly owned subsidiary of Edelweiss Financial Services Limited ("EFSL").

Such non-reciprocal transfers are recorded only when they are appropriately authorised and no longer discretionary. In this case, the approval of the Tribunal is required to consider such a transfer and as such the Board of Directors by applying for the Scheme have "proposed" for the transfer. Until such time, the assets and liabilities continue to remain as part of the Group.

Since the transfer pursuant to the Scheme is non-reciprocal, the Group had impaired the carrying values of Asset Management Business Undertaking pursuant to Ind AS 36 in financial year ended March 31, 2021 and disclosed as an "Exceptional item" in the statement of profit and loss amounting to Rs 6,316.32 million (Investment in associate - Rs. 5,779.22 million and Investment in subsidiary - Rs. 537.10 million). Subsequently in financial year ended March 31, 2022, consequent to pronouncement of scheme and inline with IND AS requirement, the Company has given effect as per the scheme of arrangement (refer note 58). Correspondingly the Company has reversed the aforementioned impairment of Asset Management Business Undertaking and the same has been disclosed in the statement of profit and loss as an "Exceptional item".

Exceptional items represent impairment loss provision recorded as at March 31, 2021 consequent to a proposed Composite scheme of arrangement. This estimate was reversed as at March 31, 2022 once the Composite scheme of arrangement became effective and the provision was no longer required. This is a significant true up of an estimate as at March 31, 2022, hence the same has been not been adjusted as at March 31, 2021 as per the SEBI regulations relating to restatement.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

67. Other statutory information (for FY 2022-23, FY 2021-22, FY 2020-21)

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Group has not traded or invested in Crypto currency or Virtual Currency.
- (iv) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (v) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (vi) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

68. For FY 2022-23

The Company has created pledge on the shares of Nuvama Wealth Finance Limited ('NWFL') (formerly Edelweiss Finance & Investments Limited).

A) 19,03,114 (Previous year: 19,03,114) equity shares of NWFL have been pledged for intraday facility taken from ICICI bank in favour of Nuvama Clearing Services Limited (formerly known as Edelweiss Custodial services Limited).

B) 46,38,000 (Previous year: 18,00,000) equity shares of NWFL towards non-convertible debentures issued by Nuvama Wealth and Investment Limited (formerly Edelweiss Broking Limited) in favour of Catalyst Trusteeship Limited.

C) 25,47,000 (Previous year: Nil) equity shares of NWFL have been pledged in favour of Beacon Trusteeship Limited towards non-convertible debentures issued by Nuvama Wealth and Investment Limited (formerly Edelweiss Broking Limited).

For FY 2021-22

The Company has created pledge on the shares of Nuvama Wealth Finance Limited (formerly Edelweiss Finance & Investments Limited) ('NWFL'). 1,903,114 equity shares of NWFL have been pledged for intraday facility taken from ICICI bank in favour of Nuvama Clearing Services Ltd (formerly known as Edelweiss Custodial services Ltd) and 3,268,000 equity shares of NWFL pledged towards non-convertible debentures issued by Nuvama Wealth and Investment Limited (formerly Edelweiss Broking Limited) in favour of Catalyst Trusteeship Limited, 2,547,000 equity shares of NWFL have been pledged in favour of Beacon Trusteeship Limited towards non-convertible debentures issued by NWFL and 1,370,000 equity shares of NWFL have been pledged in favour of Catalyst Trusteeship Limited towards non-convertible debentures issued by NWFL.

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

69. Transactions with struck off companies

As at March 31, 2023

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding	Relationship
Arihant Capital Markets Ltd	Commission & Brokerage Exps	-	-
Br Wealth Advisors Private Limited	Commission & Brokerage Exps	-	-
Mayur Share Broking Private Limited	Margin Received	0.01	-
Moneyflow Securities Pvt. Ltd.	clearing services	0.20	-
PCS Securities Ltd	Commission & Brokerage Exps	-	-
Quantum Securities Pvt Ltd	Commission & Brokerage Exps	-	-
Sowing Bean (India) Private Limited	Commission & Brokerage Exps	-	-
Redington India Limited	Commission Income	0.22	-
Orion Richiz Stock Broking Private Limited	Broking	-	-
Lalji Financial Advisors Private Limited	Broking	-	-
Arpit Fincap Private Limited	Broking	-	-
Sagar Associates Private Limited	Broking	-	-
Verb Consultants Private Limited	Broking	-	-
Om Sai Associates Private Limited	Broking	-	-
Shashwat Wealth Creators Private Limited	Broking	-	-
Arham Securities Private Limited	Broking	-	-
Neelam Private Limited	Broking	-	-
Bharati Private Limited	Broking	-	-
Indu Private Limited	Broking	2.79	-
Prem Kumar Private Limited	Broking	-	-
Tigerlily Capital Advisors Private Limited	Broking	-	-

As at March 31, 2022

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding	Relationship
Aakanksha Leasing And Services Private Limited	Referrals and commissions	-	-
Agarwal Industries Private Limited	Advisory Fees	-	-
Arihant Capital Markets Limited	Commission & Brokerage Expenses	-	-
Br Wealth Advisors Private Limited	Referrals and commissions	-	-
DNM Finserve Private Limited	Referrals and commissions	-	-
Falguni Sales Trading Agency Private Limited	Broking and depository	0.00	-
Jyoti Financial Consultant Private Limited	Broking and depository	0.00	-
Market Hub Stock Broking Pvt Limited	Commission & Brokerage Expenses	-	-
PCS Securities Limited	Commission & Brokerage Expenses	-	-
Shamli Steels Private Limited	Advisory Fees Income	-	-
Writer Business Services Pvt Limited	Office Expenses	-	-

As at March 31, 2021

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding	Relationship
Falguni Sales Trading Agency Private Limited	Broking and depository	0.00	-
Jyoti Financial Consultant Private Limited	Broking and depository	0.00	-
PCS Securities Limited	Commission & Brokerage Expenses	-	-
Writer Business Services Pvt Limited	Office Expenses	0.02	-
Shamli Steels Private Limited	Advisory Fees Income	-	-
TT International	Research Services Fees Income	-	-

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

70. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary or Associates
As at March 31, 2023

Name of the Entity	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income ("OCI")		Share in Total Comprehensive Income ("TCI")	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
Parent								
Nuvama Wealth Management Limited (Formerly Edelweiss Securities Limited)	72.01%	16,265.37	2.06%	62.99	(7.32%)	(2.28)	1.97%	60.71
Subsidiaries								
Indian								
Nuvama Clearing Services Limited (Formerly Edelweiss Custodial Services Limited)	17.12%	3,867.36	32.08%	978.61	(3.15%)	(0.98)	31.72%	977.63
Nuvama Wealth Finance Limited (Formerly Edelweiss Finance & Investments Limited)	34.00%	7,680.20	23.52%	717.58	(15.58%)	(4.85)	23.13%	712.73
Nuvama Asset Management Limited (Formerly ESL Securities Limited)	0.63%	143.04	(0.56%)	(17.07)	0.64%	0.20	(0.55%)	(16.87)
Nuvama Wealth and Investment Limited (Formerly Edelweiss Broking Limited)	30.04%	6,785.04	46.63%	1,422.39	(23.87%)	(7.43)	45.91%	1,414.96
Nuvama Capital Services (IFSC) Limited (formerly Edelweiss Securities (IFSC) Limited)	0.54%	121.27	(0.58%)	(17.56)	30.61%	9.53	(0.26%)	(8.03)
Pickright Technologies Private Limited	0.78%	175.31	(0.03%)	(0.89)	(0.03%)	(0.01)	(0.03%)	(0.90)
Foreign								
Nuvama Financial Services Inc (Formerly Edelweiss Financial Services Inc)	0.88%	197.89	(0.24%)	(7.36)	50.63%	15.76	0.27%	8.40
Nuvama Financial Services (UK) Limited (formerly Edelweiss Financial Services (UK)	0.15%	34.66	0.08%	2.53	3.85%	1.20	0.12%	3.73
Nuvama Investment Advisors (Hongkong) Private Limited (formerly Edelweiss Securities (Hong Kong) Private Limited)	0.29%	64.40	0.16%	4.90	15.23%	4.74	0.31%	9.64
Nuvama Investment Advisors Private Limited (formerly Edelweiss Investment Advisors Private Limited)	0.51%	114.99	0.31%	9.54	47.83%	14.89	0.79%	24.43
Associates (Investments as per the equity method)								
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	0.00%	-	0.31%	9.53	0.00%	-	0.31%	9.53
Non-Controlling Interests	0.20%	45.58	(0.01%)	(0.22)	0.00%	-	(0.01%)	(0.22)
Adjustments arising out of consolidation	(57.15%)	(12,907.12)	(3.73%)	(114.28)	1.16%	0.36	(3.68%)	(113.92)
Total	100.00%	22,587.99	100.00%	3,050.69	100.00%	31.13	100.00%	3,081.82

As at March 31, 2022

Name of the Entity	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income ("OCI")		Share in Total Comprehensive Income ("TCI")	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
Parent								
Nuvama Wealth Management Limited (Formerly Edelweiss Securities Limited)	83.22%	15,918.23	21.92%	1,879.41	162.50%	(3.90)	21.88%	1,875.51
Subsidiaries								
Indian								
Nuvama Clearing Services Limited (Formerly Edelweiss Custodial Services Limited)	15.44%	2,954.24	7.35%	630.61	46.25%	(1.11)	7.34%	629.50
Nuvama Wealth Finance Limited (Formerly Edelweiss Finance & Investments Limited)	36.41%	6,964.03	5.23%	448.24	134.17%	(3.22)	5.19%	445.02
Nuvama Asset Management Limited (Formerly ESL Securities Limited)	0.33%	62.60	(1.44%)	(123.56)	40.83%	(0.98)	(1.45%)	(124.54)
Nuvama Wealth and Investment Limited (Formerly Edelweiss Broking Limited)	27.91%	5,338.79	11.04%	946.49	405.83%	(9.74)	10.93%	936.75
Nuvama Asset Management Limited (formerly ESL Securities Limited)	0.61%	116.95	(0.18%)	(15.65)	(157.50%)	3.78	(0.14%)	(11.87)
Foreign								
Nuvama Financial Services Inc (Formerly Edelweiss Financial Services Inc)	0.99%	189.49	0.12%	10.45	(229.17%)	5.50	0.19%	15.95
Nuvama Financial Services (UK) Limited (formerly Edelweiss Financial Services (UK)	0.16%	30.92	0.02%	1.66	10.83%	(0.26)	0.02%	1.40
Nuvama Investment Advisors (Hongkong) Private Limited (formerly Edelweiss Securities (Hong Kong) Private Limited)	0.29%	54.76	0.05%	4.30	(65.00%)	1.56	0.07%	5.86
Nuvama Investment Advisors Private Limited (formerly Edelweiss Investment Advisors Private Limited)	0.72%	138.30	0.09%	7.97	(160.42%)	3.85	0.14%	11.82
Associates (Investments as per the equity method)								
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	0.00%	-	0.12%	10.03	0.00%	-	0.12%	10.03
Adjustments arising out of consolidation	(66.08%)	(12,639.83)	55.68%	4,773.98	(88.32%)	2.12	55.71%	4,776.10
Total	100.00%	19,128.48	100.00%	8,573.93	100.00%	(2.40)	100.00%	8,571.53

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)
Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

70. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary or Associates

As at March 31, 2021

Name of the Entity	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income ("OCI")		Share in Total Comprehensive Income ("TCI")	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
Parent								
Nuvama Wealth Management Limited (Formerly Edelweiss Securities Limited)	91.88%	14,788.55	(13.37%)	634.96	84.92%	60.12	(14.86%)	695.08
Subsidiaries								
Indian								
Nuvama Clearing Services Limited (Formerly Edelweiss Custodial Services Limited)	14.42%	2,321.47	(22.17%)	1,052.95	(0.82%)	(0.58)	(22.49%)	1,052.37
Nuvama Wealth Finance Limited (Formerly Edelweiss Finance & Investments Limited)	40.48%	6,514.92	(3.02%)	143.50	3.84%	2.72	(3.13%)	146.22
Edelweiss Securities and Investments Private Limited	0.00%	-	(3.59%)	170.50	0.00%	-	(3.64%)	170.50
Nuvama Asset Management Limited (Formerly ESL Securities Limited)	0.67%	107.50	1.94%	(92.07)	0.18%	0.13	1.96%	(91.94)
Nuvama Wealth and Investment Limited (Formerly Edelweiss Broking Limited)	20.95%	3,371.52	(1.96%)	93.18	12.20%	8.64	(2.18%)	101.82
Nuvama Capital Services (IFSC) Limited (formerly Edelweiss Securities (IFSC) Limited)	0.80%	128.84	0.23%	(10.77)	(3.87%)	(2.74)	0.29%	(13.51)
Edelweiss Alternative Asset Advisors Limited	0.00%	-	(2.28%)	108.09	7.12%	5.04	(2.42%)	113.13
Edelweiss Alternative Asset Advisors Pte Limited	0.00%	-	(0.97%)	46.30	5.86%	4.15	(1.08%)	50.45
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	0.00%	-	0.31%	(14.72)	(0.13%)	(0.09)	0.32%	(14.81)
Foreign								
Nuvama Financial Services Inc (Formerly Edelweiss Financial Services Inc)	1.08%	173.55	(1.24%)	58.69	(6.41%)	(4.54)	(1.16%)	54.15
Nuvama Financial Services (UK) Limited (formerly Edelweiss Financial Services (UK) Limited)	0.18%	29.55	(0.03%)	1.31	2.60%	1.84	(0.07%)	3.15
Nuvama Investment Advisors (Hongkong) Private Limited (formerly Edelweiss Securities (Hong Kong) Private Limited)	0.30%	48.91	(0.15%)	7.31	(1.31%)	(0.93)	(0.14%)	6.38
Nuvama Investment Advisors Private Limited (formerly Edelweiss Investment Advisors Private Limited)	0.77%	123.29	(0.17%)	8.28	0.88%	0.62	(0.19%)	8.90
Associates (Investments as per the equity method)								
Edelweiss Asset Reconstruction Company	0.00%	0.05	(9.58%)	454.93	0.00%	-	(9.72%)	454.93
Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)	0.00%	-	0.02%	(0.93)	0.00%	-	0.02%	(0.93)
Adjustments arising out of consolidation	(71.53%)	(11,513.31)	156.03%	(7,411.34)	(5.06%)	(3.58)	158.49%	(7,414.92)
Total	100.00%	16,094.84	100.00%	(4,749.83)	100.00%	70.80	100.00%	(4,679.03)

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Annexure VI: Notes to restated consolidated financial information

(Currency: Indian rupees in million)

71. The Group has complied with the Rule 3 of Companies (Accounts) Rules, 2014 amended on August 5, 2022 relating to maintenance of electronic books of account and other relevant books and papers. The Group's books of accounts and relevant books and papers are accessible in India at all times and backup of accounts and other relevant books and papers are maintained in electronic mode within India and kept in servers physically located in India on daily basis.
72. The Group has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Group has reviewed and ensured that adequate provision as required under any law/ accounting standards for material foreseeable losses on such long term contracts (including derivative contracts) has been made in the books of accounts.
73. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at March 31, 2023, March 31, 2022, March 31, 2021.
74. The previous year figures have been regrouped/reclassified wherever necessary to conform to current year's presentation.

The accompanying notes are an integral part of the restated consolidated financial information
As per our report of even date attached

For S. R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors

per Shrawan Jalan

Partner

Membership No: 102102

Ashish Kehair

Managing Director & CEO

DIN: 07789972

Shiv Sehgal

Executive Director

DIN : 07112524

Aswin Vikram

Non-Executive Director

DIN : 08895013

Pooja Doshi

Company Secretary

Mumbai, June 16, 2023

Mihir Nanavati

Chief Financial officer

Mumbai, June 16, 2023

Annexure VII

Part A: Statement of restatement adjustments to the consolidated audited financial information

Reconciliation between audited profit after tax and restated profit after tax:

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Profit after tax (as per Audited Consolidated Financial Statements)	3,050.69	8,573.93	(4,749.83)
Restatement adjustments			
(a) Audit qualifications	-	-	-
(b) Adjustments due to change in accounting policy / other adjustments	-	-	-
Total adjustments (a + b)	-	-	-
Profit after tax (as restated)	3,050.69	8,573.93	(4,749.83)

Reconciliation between audited equity and restated equity:

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Equity (as per Audited Consolidated Financial statements)	22,587.99	19,128.48	16,094.84
Restatement adjustments			
(a) Audit qualifications	-	-	-
(b) Adjustments due to change in accounting policy / other adjustments	-	-	-
Total adjustments (a + b)	-	-	-
Total Equity (as restated) (iii) = (i) + (ii)	22,587.99	19,128.48	16,094.84

Note:

The Restated Consolidated Financial Information have been prepared so as to contain information disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

(i) The Restated Consolidated Financial information do not require any adjustment for auditor qualification as there are no audit qualification in auditor's report for the financial year ended March 31, 2023, March 31, 2022 and 31 March 31, 2021.

(ii) there were no changes in accounting policies during the years of these Restated Consolidated Financial information.

(iii) Appropriate re-groupings have been made in the restated consolidated statement of assets and liabilities, restated consolidated statement of profit and loss and restated consolidated statement of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the restated consolidated financial information of the Group for the financial year ended March 31, 2023 respectively prepared in accordance with amended Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

(iv) There no material error that require adjustment in the restated consolidated financial information.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2023, on the basis of our Restated Consolidated Financial Information. This table should be read in conjunction with the sections "*Financial Information*" on page 156.

(in ₹ million, except ratios)

Particulars	As at March 31, 2023
Borrowings	
Debt securities (I)	46,552.01
Borrowings (other than debt securities) (II)	7,427.74
Subordinated liabilities (III)	151.75
Total Borrowings (I) + (II) + (III) = (A)	54,131.50
Equity	
Equity share capital	350.56
Other equity	22,191.85
Non-controlling interests	45.58
Total Equity (B)	22,587.99
Capitalisation (A) + (B)	76,719.49
Total borrowings/Total Equity ratio (A/B)	2.40

The above have been extracted from the Restated Consolidated Financial Information forming part of this information memorandum.

Notes:

- The above has been computed on the basis on amounts derived from the Restated Consolidated Financial Information.

OTHER FINANCIAL INFORMATION

Accounting ratios

The details of accounting ratios derived from Restated Consolidated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(in ₹ million, except otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Basic earnings / (loss) per Equity Share (in ₹) ¹	92.07	244.67	(166.81)
Diluted earnings / (loss) per Equity Share (in ₹) ¹	92.07	244.67	(166.81)
Return on net worth (in %) ³	14.87%	49.62%	(36.17%)
Net asset value per Equity Share (in ₹) ⁴	634.33	536.62	449.51
Weighted average number of equity shares outstanding during the year (including equity shares to be issued for CCDs)	33,135,718	35,042,200	28,474,233
EBITDA (₹ in crore) ⁵	8,910.83	12,843.41	(1,967.50)

Notes:

¹Earnings per share is calculated on net profit for the year after tax which includes profits from discontinuing operations and exceptional items. The equity shares used for computing earnings per shares includes Compulsorily Convertible Debentures (CCDs).

²Net worth means the aggregate of equity share capital, instruments entirely equity in nature and other equity (excluding revaluation reserves)
(in ₹ million, except otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Equity share capital (A)	350.56	171.71	171.71
Instruments entirely equity in nature (B)	-	22,439.88	22,439.88
Other equity (C)	22,191.85	(3,483.11)	(6,516.75)
Less: revaluation reserve (D)	(305.29)	(324.12)	(343.12)
Net worth =(A)+(B)+(C)-(D)	22,237.12	18,804.36	15,751.72

³ Return on net worth: Profit attributable to owners of the Company for the year (includes profits from discontinuing operations and exceptional items) / (opening net worth + closing net worth) / 2.

⁴Net asset value per Equity Share = Net worth / (Number of equity shares outstanding as at reporting date+ number of equity shares to be issued on conversion of instruments entirely equity in nature)

(in ₹ million, except otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Net worth	22,237.12	18,804.36	15,751.72
No. of Equity shares outstanding (E)	35,056,255	17,170,937	17,170,837
No. of Equity shares to be issued on conversion of instruments entirely equity in nature – CCDs (F)	-	17,871,263	17,871,263
Net Asset value per Equity shares (D) / (E + F)	634.33	536.62	449.51

⁵EBITDA = Earnings before interest, taxes, depreciation and amortisation expense has been arrived at by obtaining the profit after tax from continuing operations (including exceptional items) for the year and adding back finance costs, total tax expense, depreciation, amortisation and impairment.

(in ₹ million, except otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit/ (loss) for the year from continuing operations	3,050.69	8,571.33	(5,513.96)
Finance costs	3,964.07	2,779.08	2,463.31
Tax expense	1,010.25	779.76	582.04
Depreciation, amortisation and impairment	885.82	713.24	501.11
EBITDA	8,910.83	12,843.41	(1,967.50)

Accounting and other ratios are derived from the Restated Consolidated Financial Information.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with such Restated Consolidated Financial Information. For further details, please see "Financial Information" on page 156.

Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve - month period ended March 31 of that year.

This discussion contains forward-looking statement and reflects our current plans and expectations, actual results may differ materially from those anticipated in these forward-looking statements. By their nature certain market risk disclosures are only estimates and could be materially different from those that have been estimated. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the sections "Risk Factors", "Forward Looking Statements" and "Our Business" on page 17, 10, and 88.

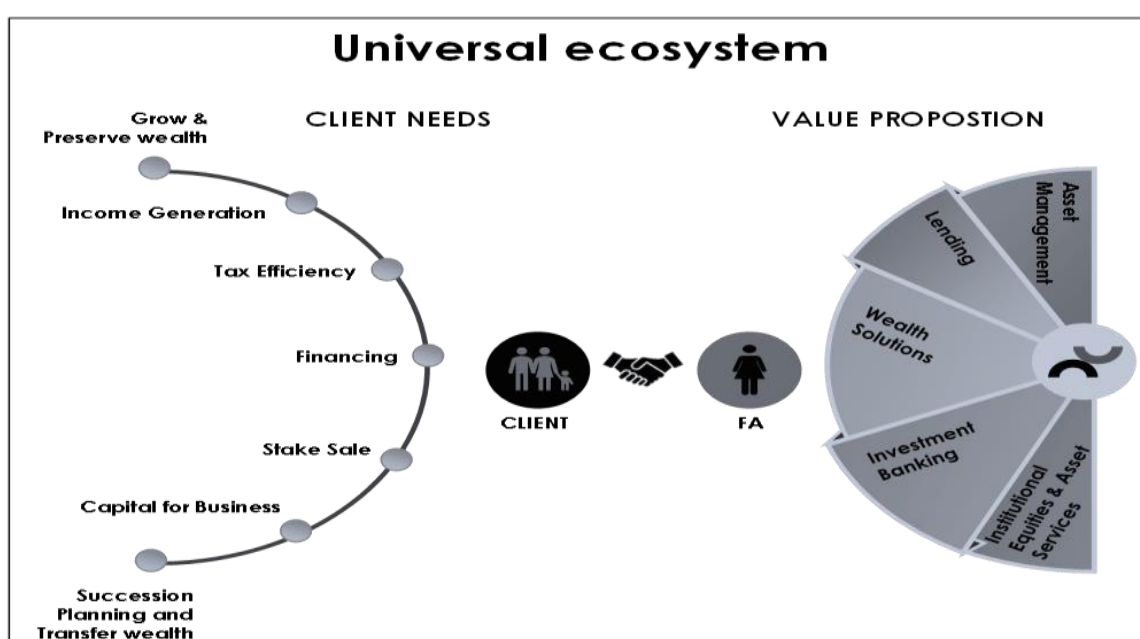
Overview

We are one of the leading integrated wealth management companies in India, with client assets of ₹ 2,297.37billion and a network of 2,726 employees in more than 90 offices spread across the world, as of March 31, 2023. Our diversified client segments include affluent and high net worth individuals, ultra-high net worth individuals, affluent families and family offices, corporate and institutional clients.

Founded in 1993, we have grown our business offerings over the years. We now offer a complete suite of wealth management, asset management and capital markets services amongst others. This exhaustive suite of offerings differentiates our platform and enables us to deliver the right solutions to all our clients, harnessing all the capabilities of our platform. We are organized around client segments which allows us to specialize and sharpen our value proposition.

Our value proposition can be summarised as follows:

- (a) Solution oriented approach, fulfilling all client goals;
- (b) Comprehensive, superior and multi-product suite, which enables business monetization; and
- (c) Integrated delivery of all platform capabilities to clients, thereby strengthening relationship.



This universal eco system thereby helps us gain clients' mindshare and create value for the clients as well as

ourselves.

Significant Factors Affecting Our Results of Operations and Financial Condition

Our results of operations have been, and will continue to be, affected by a number of events and actions, some of which are beyond our control. However, there are some specific items that we believe have impacted our results of operations and, in some cases, will continue to impact our results on a consolidated and standalone basis. We believe that the following factors, amongst others, have, or could have, an impact on these results, the manner in which we generate income and incur the expenses associated with generating this income. For further details of such factors, please see the sections titled “*Our Business*” and “*Risk Factors*” on pages 88 and 17.

Our business volumes

Our results of operations are materially affected by value of our client assets in wealth management business and asset management business. Our growth and success in wealth management business and asset management business significantly depend upon the investment performance of our client assets. Investment performance in line with or exceeding the expectations of our clients on client assets increases the attractiveness of our products with clients and accordingly our revenue. Similarly, our performance and clients’ satisfaction in our capital market services, would impact our business volumes and fees earned therefrom.

While we will continue to explore opportunities to expand our business through organic and inorganic modes, we cannot be certain that the growth witnessed by us in the past will be maintained in the future.

Ability to attract RMs and key personnel in our businesses

Our wealth management business is a high client engagement business which thrives on relations forged by RMs over a period of time. The RMs are engaged in acquiring and servicing clients and delivering value addition, due to which their relationship with clients is strong. Our asset management business relies on investment and product specialists and our capital market businesses depend on our investment banking, research, and sales personnel among others. These resources are critical to our success. While we believe our scale, client reach, comprehensive suites of products and services across our businesses, technology platform and infrastructure, and alignment of economic interests enable us to attract and retain such critical resources, any inability to attract and retain them due to factors beyond our control would have an adverse impact on our business and future financial performance.

Personnel, business and establishment costs

We function in a highly competitive industry and accordingly, our ability to manage our expenses directly affects our business and results of operations. Personnel related expenses constitute a significant proportion of our total expense. However, it can be difficult and expensive to attract and retain talented and experienced employees, having regard to, demand-supply positions of such personnel, action of competitors and general market conditions. In addition, we also strive to ensure effective utilisation of our human resources and may need to adjust to the dynamic business environment as we increase our scope of operations, activities across the board and expand into new business products. As we grow our business, we will require additional human resources including relationship managers, investment professionals, dealers and operational, management and technology staff and these expenses may impact our financial condition and results of operations. Our business and establishment expenses may also increase in tandem with business growth and/ or general market and economic conditions, including inflation levels.

Regulatory and tax provisions

We operate in businesses that are regulated in India, and our activities are subject to supervision and regulation by multiple statutory and regulatory authorities including SEBI and RBI and the various stock / currency / commodity exchanges. In recent years, existing rules and regulations have been modified, new rules and regulations have been enacted and reforms have been implemented which are intended to provide tighter control and more transparency in the various regulations and policies. Similarly, changes in income tax provisions with regard to products and services we offer particularly in our wealth management and asset management businesses may render certain products unattractive to our clients. The above factors may require changes to our business model, products, pricing, and recognition of basis of fees and services, processes. While it may be possible that certain regulatory changes would be positive for some of our business operations, and we would be able to address some of the changes by modifying our product and service offerings it may also so happen that such changes

could adversely affect our business volumes, revenues recognised, costs, results of operations and capital requirements.

Macroeconomic environment and fluctuation in underlying markets

All our businesses are exposed to conditions and sentiments prevailing in the financial markets, macro-economic environment and general economic conditions in India. Further, our businesses are also impacted by developments and sentiments prevailing in global economy and financial markets. Our products performance may be impacted by the aforesaid conditions and consequently, our volumes, revenues, and profitability.

Fluctuation in the performance of financial products has an impact on the perception of such products as investment options which can affect the demand for the financial products distributed/ managed by us in our wealth management and asset management businesses. While our business tends to benefit from increased client confidence in the overall economy and financial markets, for the financial services sector in particular, adverse developments in financial markets and macroeconomic conditions in India and globally may reduce the demand for our returns on the products distributed/ managed by us. Similarly, demand for products and services provided by our capital market segment is also influenced by these factors.

Other key factors affecting the performance of our businesses in India include changes in the political and social conditions in India, and changes in governmental policies with respect to taxation, laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things.

Competition

We face competition from wealth management and advisory firms, asset management companies, domestic and multinational banks with private banking operations that target clients in the segment we operate in. Some of these firms have greater scale, resources and/or a more widely recognised brand than us, which may give them a competitive advantage. We also face competition from a number of players acting as intermediaries in our businesses, many of whom operate in a highly cost-competitive environment. We believe brand image, our scale, client reach and geographic presence in India, our understanding of client requirements, our wide product offering and our relationships with clients and intermediaries, will allow us to face such competition. However, any significant increase in competition may reduce our market share, decrease growth in our business and revenue, increase costs and have an impact on results of operations.

Information technology

Information technology systems are crucial to the success of our businesses and operations. We use the technology extensively in our businesses, operations and back-office, which help us improve overall client experience, efficiencies in transaction processing and productivity. Our technology includes hardware, software, applications operating systems, security architecture systems and even management tools. These are potentially vulnerable to damage or interruption from a variety of sources and breach of confidential client and company data. Further, for certain applications and infrastructure management we rely on third-party service providers. In case the third-party service providers fail to perform their contractual or other obligations satisfactorily, we may face difficulties and disruptions in our operations. A failure of our information technology systems could also cause damage to our reputation which could harm our business. While we have measures and systems in place to avoid or minimize such incidences, these could lead to disruptions in operations, loss of reputation and adversely impact results from operations. Further, with the rise in the use of technology, we may face competition from new entrants in the industry who may leverage technology to provide products and services similar to us or which our clients prefer over services provided by us. This increased competition may result in our inability to grow or maintain our market share. It may also result in reduced assets under management, which may adversely affect our results of operations.

Significant Accounting Policies

1. Basis of preparation of Restated Consolidated Financial Information

The Restated Consolidated Statement of Assets and Liabilities of the Group as at March 31, 2023, March 31, 2022, March 31, 2021, Restated Consolidated Statement of Profit and Loss including Other Comprehensive Income, Restated Consolidated Statement of Changes in Equity, Restated Consolidated Statement of Cash Flows and Notes to Restated Consolidated Financial Information for the year ended

March 31, 2023, March 31, 2022, March 31, 2021 (hereinafter collectively referred to as 'Restated Consolidated Financial Information') have been compiled from the audited consolidated financial statements for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 which were prepared in accordance with the Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act'), amendments thereto and other relevant provisions of the Act.

The Restated Consolidated Financial Information as approved by the Board of the Directors at their meeting held on June 16, 2023 has been prepared for inclusion in the Information Memorandum ('IM') prepared by the company in connection with the proposed listing of its equity shares ("Proposed Listing") prepared in accordance with the checklist provided by Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE") for in-principle approval in relation to any scheme of arrangement states that the IM should contain the information about the Company and its group companies in line with the disclosure requirement applicable for public issue. Further as per SEBI Master Circular dated November 23, 2021 and June 20, 2023 on Scheme of Arrangement by Listed entities also states about the requirements to be given in an advertisement before commencement of trading that it should contain Restated Audited Financials for the previous three financial years and stub period prior to the date of listing. Hence for the purpose of disclosure in the IM, IM should contain restated consolidated financial information, in line with disclosure requirements for public issues. The disclosure requirements applicable for public issues form part of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and accordingly, all disclosure requirements mentioned therein in relation to public issues would be applicable to the information memorandum. Further, Clause (11) of the SEBI ICDR Regulations provides for 'Financial Statements' required to be disclosed in the offer document. Accordingly, these consolidated restated financial information have been prepared in terms of requirements of: (a) SEBI ICDR regulations; and (b) The Guidance Note of Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time ("the Guidance Note").

These Restated Consolidated Financial Information have been prepared on a historical cost basis, except for certain financial instruments such as derivative financial instruments and other financial instruments held for trading, which have been measured at fair value and assets classified as held for sale, which have been measured at lower of carrying value and fair value less cost to sell. The Restated Consolidated Financial Information are presented in Indian Rupees (INR) and all values are rounded to the nearest million, except when otherwise indicated.

2. Presentation of Restated Consolidated Financial Information

The Group presents its Statement of Assets and Liabilities in order of liquidity in compliance with the Division III of the Schedule III to the Companies Act, 2013. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (noncurrent) is presented in note 49.

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- The normal course of business
- The event of default
- The event of insolvency or bankruptcy of the Group and/or its counterparties

Derivative assets and liabilities with master netting arrangements e.g., ISDAs (International Swaps and Derivatives Association) are only presented net when they satisfy the eligibility of netting for all of the above criteria and not just in the event of default.

3. Basis of consolidation:

The Restated Consolidated Financial Information comprise the restated financial statements of the Company and its subsidiaries. The Company consolidates a subsidiary when it controls it. Control is

achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements;
- The Group's voting rights and potential voting rights; and
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a subsidiary/associate of the Group uses accounting policies other than those adopted in the restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group subsidiary's/associate's financial statements in preparing the restated consolidated financial information to ensure conformity with the Group's accounting policies. However, no subsidiaries and associates have followed different accounting policies than those followed by the Group for the preparation of these restated consolidated financial information.

The restated financial information of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Group, i.e., year ended on March 31.

Consolidation procedure:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Financial Information at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, are eliminated in full). Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- a. Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost

- b. Derecognises the carrying amount of any non-controlling interests
- c. Derecognises the cumulative translation differences recorded in equity
- d. Recognises the fair value of the consideration received
- e. Recognises the fair value of any investment retained
- f. Recognises any surplus or deficit in profit or loss
- g. Recognises that distribution of shares of subsidiary to Group in Group's capacity as owners
- h. Reclassifies the parent's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind ASs as would be required if the Group had directly disposed of the related assets or liabilities.

The Restated Consolidated Financial Information of all subsidiaries incorporated outside India are converted on the following basis: (a) Income and expenses are converted at the average rate of exchange applicable for the period/year and (b) All assets and liabilities are translated at the closing rate as on the Balance Sheet date. The exchange difference arising out of period/year end translation is debited or credited as "Foreign Exchange Translation Reserve" forming part of Other Comprehensive Income and accumulated as a separate component of other equity.

Investment in associates:

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decision of the investee, but it's not control or joint control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over the subsidiaries.

The Group's investment in its associate is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date.

The statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in other comprehensive income (OCI) of those investees is presented as a part of the Group's other comprehensive income (OCI).

The restated financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and then recognises the loss in the statement of profit and loss.

4. Significant accounting policies

4.1 Revenue from contract with customer

Revenue is measured at transaction price i.e. the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to the client, excluding amounts collected on behalf of third parties. The Group consider the terms of the contracts and its customary business practices to determine the transaction price. Where the consideration promised is variable, the Group excludes the estimates of variable consideration that are constrained. The Group applies the five-step approach for recognition of revenue:

- (i) Identification of contract(s) with clients;

- (ii) Identification of the separate performance obligations in the contract;
- (iii) Determination of transaction price;
- (iv) Allocation of transaction price to the separate performance obligations; and
- (v) Recognition of revenue when (or as) each performance obligation is satisfied

The group recognises revenue from the following sources:

- a. Brokerage income including client subscription fees is recognised as per contracted rates at the point in time when transaction's performance obligation is satisfied on behalf of the clients on the trade date.
- b. Fee income including advisory fees, referral fees, commission income, fund accounting etc. is accounted on an accrual basis as per Ind AS 115 in accordance with the terms and contracts entered into between the Group and the counterparty and presented service transferred at point in time and over time.

Clearing fees income arises, when the performance obligation related to the trade is executed and a valid contract is generated for the trade.

Research services fee income and Interest on delayed payments is accounted when there is reasonable certainty as to its receipts.

4.2 Recognition of interest income and dividend income

4.2.1 Interest income:

Under Ind AS 109 interest income is recorded using the effective interest rate (EIR) method for all financial instruments measured at amortised cost and debt instrument measured at FVOCI. The EIR is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument or, when appropriate a shorter period to the gross carrying amount of financial instrument.

The EIR is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Group recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the financial asset. Hence, it recognises the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle including prepayments penalty interest and charges.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income.

The Group calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Group calculates interest income by applying the EIR to the amortised cost (net of expected credit loss) of the financial asset. If the financial asset cures and is no longer credit-impaired, the Group reverts to calculating interest income on a gross basis.

4.2.2 Dividend income:

Dividend income is recognised when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

4.3 Financial Instruments

4.3.1 **Date of recognition**

Financial assets and financial liabilities with exception of borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. This includes regular way trades; purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace. The Group recognises borrowings when funds are received by the Group.

4.3.2 **Initial measurement of financial instruments**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section 5.1 Revenue from contracts with clients.

4.3.3 **Day 1 profit or loss**

When the transaction price of the financial instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Group recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in statement of profit and loss when the inputs become observable, or when the instrument is derecognised.

4.3.4 **Classification of financial instruments**

The Group classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The changes in carrying value of financial assets is recognised in profit and loss account.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The changes in fair value of financial assets is recognised in Other Comprehensive Income.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL. The Group measures all financial assets classified as FVTPL at fair value at each reporting date. The changes in fair value of financial assets is recognised in Profit and loss account.

The Group measures financial assets that meet the following conditions at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

4.4 Financial assets and liabilities

4.4.1 Amortized cost and effective interest rate (EIR)

The effective interest rate is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

4.4.2 Financial assets held for trading

The Group classifies financial assets as held for trading when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent pattern of short-term profit is taking. Held-for-trading assets and liabilities are recorded and measured in the balance sheet at fair value.

4.4.3 Financial assets at fair value through profit or loss

Financial assets and financial liabilities in this category are those that are not held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109. Management only designates an instrument at FVTPL upon initial recognition when one of the following criteria are met. Such designation is determined on an instrument-by-instrument basis.

- The designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis; Or

- The liabilities are part of a group of financial liabilities, which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; Or
- The liabilities containing one or more embedded derivatives, unless they do not significantly modify the cash flows that would otherwise be required by the contract, or it is clear with little or no analysis when a similar instrument is first considered that separation of the embedded derivative(s) is prohibited.

Financial assets and financial liabilities at FVTPL are recorded in the balance sheet at fair value. Changes in fair value are recorded in profit and loss with the exception of movements in fair value of liabilities designated at FVTPL due to changes in the Group's own credit risk. Such changes in fair value are recorded in the own credit reserve through OCI and do not get recycled to the profit or loss. Interest earned or incurred on instruments designated at FVTPL is accrued in interest income or finance cost, respectively, using the EIR, taking into account any discount/premium and qualifying transaction costs being an integral part of instrument. Interest earned on assets mandatorily required to be measured at FVTPL is recorded using contractual interest rate.

4.4.4 Investment in equity instruments

The Group subsequently measures all equity investments at fair value through profit or loss, unless the management has elected to classify irrevocably some of its strategic equity investments to be measured at FVOCI, when such instruments meet the definition of equity under Ind AS and are not held for trading. Such classification is determined on an instrument-by-instrument basis. Investments in associate company is carried at cost.

4.4.5 Financial liabilities

All financial liabilities are measured at amortised cost except loan commitments, financial guarantees, and derivative financial liabilities.

4.4.6 Loan commitments

Undrawn loan commitments are commitments under which, the Group is required to provide a loan with pre-specified terms to the client during the duration of the commitment.

4.4.7 Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and market risk.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss.

Embedded derivatives

An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, foreign exchange rate or other variable, provided that, in case of a non-financial variable, it is not specific to a party to the contract.

Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

4.4.8 Debt securities and other borrowed funds

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and costs that are an integral part of the EIR.

The Group issues certain non-convertible debentures, the return of which is linked to performance of specified indices over the period of the debenture. Such debentures have a component of an embedded derivative which is fair valued at a reporting date. The resultant 'net unrealised loss or gain' on the fair valuation of these embedded derivatives is recognised in the statement of profit and loss. The debt component of such debentures is measured at amortised cost using yield to maturity basis.

4.4.9 Financial guarantee

Financial guarantees are contracts that require the Group to make specified payments to reimburse the holder for loss that it incurs because a specified debtor fails to make payment when it is due in accordance with the terms of a debt instrument.

Financial guarantees issued or commitments to provide a loan at below market interest rates are initially measured at fair value and the initial fair value is amortised over the life of the guarantee or the commitment. Subsequently, they are measured at higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

4.4.10 Financial liabilities and equity instruments

Financial instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

4.5 Reclassification of financial assets and liabilities

The Group does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line.

4.6 Derecognition of financial Instruments

4.6.1 Derecognition of financial asset

A financial asset (or, where applicable a part of a financial asset or a part of a group of similar financial assets) is derecognised when the rights to receive cash flows from the financial asset have expired. The Group also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Group has transferred the financial asset if, and only if, either

- The Group has transferred the rights to receive cash flows from the financial asset or
- It retains the contractual rights to receive the cash flows of the financial asset, but assumed a contractual obligation to pay the cash flows in full without material delay to

third party under pass through arrangement.

Pass-through arrangements are transactions whereby the Group retains the contractual rights to receive the cash flows of a financial asset (the 'original asset'), but assumes a contractual obligation to pay those cash flows to one or more entities (the 'eventual recipients'), when all of the following three conditions are met:

- The Group has no obligation to pay amounts to the eventual recipients unless it has collected equivalent amounts from the original asset, excluding short-term advances with the right to full recovery of the amount lent plus accrued interest at market rates
- The Group cannot sell or pledge the original asset other than as security to the eventual recipients
- The Group has to remit any cash flows it collects on behalf of the eventual recipients without material delay. In addition, the Group is not entitled to reinvest such cash flows, except for investments in cash or cash equivalents including interest earned, during the period between the collection date and the date of required remittance to the eventual recipients.

A transfer only qualifies for derecognition if either:

- The Group has transferred substantially all the risks and rewards of the asset; or
- The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The Group considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

4.6.2 **Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in statement of profit or loss.

4.7 **Impairment of financial assets**

The Group records allowance for expected credit loss (ECL) for all financial assets, other than financial assets held at FVTPL together with loan commitments and financial guarantee contracts. Equity instruments are not subject to impairment.

Simplified approach

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on portfolio of its receivables. The provision matrix is based on its historically observed default rates over the expected life of the receivables and is adjusted for forward-looking estimates. However, if receivables contain a significant financing component, the Group chooses as its accounting policy to measure the loss allowance by applying general approach to measure ECL.

General approach

For all other financial instruments where ECL is to be recognised, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses (12-month ECL). The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default (EAD), for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for loan commitments and financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors/borrowers, and other relevant forward-looking information.

Group categorises its financial assets as follows:

Stage 1 assets:

Stage 1 assets includes financial instruments that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these assets, 12-month ECL (resulting from default events possible within 12 months from reporting date) are recognised.

Stage 2 assets:

Stage 2 assets include financial instruments that have had a significant increase in credit risk since initial recognition. For these assets, lifetime ECLs are recognised.

Stage 3 assets:

Stage 3 for assets considered credit-impaired, the Group recognises the lifetime ECL for these loans. The method is similar to that for Stage 2 assets, with the PD set at 100%.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

The Group's product offering includes facilities with a right to Group to cancel and/or reduce the facilities with one day's notice. The Group does not limit its exposure to credit losses to the contractual notice period, but instead calculates ECL over a period that reflects the Group's expectations of the client behaviour, its likelihood of default and the Group's future risk mitigation procedures, which could include reducing or cancelling the facilities.

Significant increase in credit risk

ECL is measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

Impairment of Financial assets

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's ECL calculations are outputs of models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- PD calculation includes historical data, assumptions and expectations of future conditions.
- The Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a life-time expected credit loss and the qualitative assessment.
- The segmentation of financial assets when their ECL is assessed on a collective basis.
- Development of ECL models, including the various formulas and the choice of inputs.
- Determination of associations between macroeconomic scenarios and, economic inputs, such as unemployment levels and collateral values, and the effect on PDs, EAD and LGD.
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models

It is Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

4.8 Collateral valuation

To mitigate its credit risks on financial assets, the Group seeks to use collateral, where possible. The collateral comes in various forms, such as cash, securities, letters of credit/guarantees, collateral, unless repossessed, is not recorded on the balance sheet. However, the fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a periodical basis. However, some collateral, for example, cash or securities relating to margin requirements, is valued daily.

To the extent possible, the Group uses active market data for valuing financial assets held as collateral. Other financial assets which do not have readily determinable market values are valued using financial models.

4.9 Collateral repossessed

The Group's policy is to determine whether a repossessed asset can be best used for its internal operations or should be sold. Assets determined to be useful for the internal operations are transferred to their relevant asset category at the lower of their repossessed value or the carrying value of the original secured asset. Assets for which selling is determined to be a better option are transferred to assets held for sale at their fair value (if financial assets) and fair value less cost to sell for non-financial assets at the repossession date in, line with the Group's policy.

4.10 Determination of Fair value

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1 financial instruments:

Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments

Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life.

Level 3 financial instruments

Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the restated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Group periodically reviews its valuation techniques including the adopted methodologies and model calibrations.

Therefore, the Group applies various techniques to estimate the credit risk associated with its financial instruments measured at fair value, which include a portfolio-based approach that estimates for the expected net exposure per counterparty over the full lifetime of the individual assets, in order to reflect the credit risk of the individual counterparties for non-collateralised financial instruments.

The Group evaluates the levelling at each reporting period on an instrument-by-instrument basis and reclassifies instruments when necessary based on the facts at the end of the reporting period.

4.11 Write-offs

Financial assets are written off either partially or in their entirety only when the Group has no reasonable expectation of recovery.

4.12 Forborne and modified loans

The Group sometimes makes concessions or modifications to the original terms of loans as a response to the borrower's financial difficulties, rather than taking possession or to otherwise enforce collection of collateral. The Group considers a loan forborne when such concessions or modifications are provided as a result of the borrower's present or expected financial difficulties and the Group would not have agreed to them if the borrower had been financially healthy. Indicators of financial difficulties include defaults on covenants, or significant concerns raised by the Credit Risk Department. Forbearance may involve extending the payment arrangements and the agreement of new loan conditions. Once the terms have been renegotiated, any impairment is measured using the original EIR as calculated before the

modification of terms. It is the Group's policy to monitor forborne loans to help ensure that future payments continue to be likely to occur. Derecognition decisions and classification between Stage 2 and Stage 3 are determined on a case-by-case basis. If these procedures identify a loss in relation to a loan, it is disclosed and managed as an impaired Stage 3 forborne asset, until it is collected or written off.

4.13 **Property, Plant and Equipment, Right-of-use assets and Capital work in progress**

Property, plant and equipment is stated at cost excluding the costs of day-to-day servicing, less accumulated depreciation and accumulated impairment in value. Changes in the expected useful life are accounted for by changing the amortization period or methodology, as appropriate, and treated as changes in accounting estimates.

Depreciation is recognized so as to write off the cost of assets less their residual values over their useful lives. Depreciation is provided on a written down value basis from the date the asset is ready for its intended use. In respect of assets sold, depreciation is provided up to the date of disposal.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The carrying amount of those components which have been separately recognised as assets is derecognised at the time of replacement thereof. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

As per the requirement of Schedule II of the Companies Act, 2013, the Group has evaluated the estimated useful lives of the respective fixed assets which are as per the provisions of Part C of Schedule II of the Act for calculating the depreciation.

The estimated useful lives of the Property, plant and equipment are as follows:

Class of asset	Useful life
Building (other than factory building)	60 years
Furniture and fixtures	10 years
Vehicles	8 years
Office equipment	5 years
Computers and data processing units – End user devices, such as desktops, laptops etc.	3 years

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible asset recognised as of 1 April 2017 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Measurement of building under revaluation model:

Increases in the carrying amount arising on revaluation of land and buildings are credited to other comprehensive income and shown as a revaluation reserve in shareholders' equity. An exception is a gain on revaluation that reverses a revaluation decrease (impairment) on the same asset previously recognised as an expense. Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against the revaluation reserve directly in equity; all other decreases are charged to profit or loss. Each year the difference between depreciation based on the revalued carrying amount of the asset charged to profit or loss and depreciation based on the asset's original cost is transferred from the revaluation reserve to retained earnings.

Right-of-use assets are presented together with property, plant and equipment in the statement of financial position – refer to the accounting policy Right-of-use assets are depreciated on a straight-line basis over the lease term.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Leasehold improvements are amortized on a straight-line basis over the estimated useful lives of the assets or the period of lease whichever is shorter.

4.14 **Intangible assets**

The Group's intangible assets mainly include the value of computer software and asset management rights. An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Group.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

The estimated useful lives of the intangible assets are as follows:

Class of asset	Useful life
Computers and data processing units – Servers and networks	6 years
Computer software	3-5 years
Asset management rights	5 years

4.15 **Investment properties**

Investment Properties are properties held to earn rentals and/or capital appreciation and are measured. Upon initial recognition, an investment property is measured at cost, including transaction costs. Subsequent to the initial recognition, investment property is reported at cost less accumulated depreciation.

Depreciation is recognised using written down method so as to write off the cost of the investment property less their residual values over their useful lives specified in schedule II to the Companies Act, 2013 or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined.

Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future benefits embodied in the investment property. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

4.16 **Impairment of non-financial assets**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

4.17 **Cash and cash equivalents**

Cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

4.18 **Foreign currency transactions**

The Restated Consolidated Financial Information are presented in Indian Rupees which is also functional currency of the Company. Transactions in currencies other than Indian Rupees (i.e. foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively)

Group companies

On consolidation: (a) Income and expenses are converted at the average rate of exchange applicable for the period/year and (b) All assets and liabilities are translated at the closing rate as on the Balance Sheet date. The exchange difference arising out of period/year end translation is debited or credited as “Foreign Exchange Translation Reserve” forming part of Other Comprehensive Income and accumulated as a separate component of other equity.

4.19 **Retirement and other employee benefits**

Provident fund and national pension scheme

The Group contributes to a recognized provident fund and national pension scheme which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognized in the restated consolidated statement of profit and loss.

Gratuity

The Group’s gratuity scheme is a defined benefit plan. The Group’s net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of a plan assets, if any, is deducted. The present value of the obligation under such benefit plan is determined based on independent actuarial valuation using the Projected Unit Credit Method. Benefits in respect of gratuity are funded with an Insurance Group approved by Insurance Regulatory and Development Authority (IRDA).

Re-measurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurements are not reclassified to profit or loss in subsequent periods.

Compensated Leave Absences

The eligible employees of the Group are permitted to carry forward certain number of their annual leave entitlement to subsequent years, subject to a ceiling. The Group recognises the charge to the consolidated statement of profit and loss and corresponding liability on account of such accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing annual leave benefits is determined using the projected unit credit method.

Share-based payment arrangements

Equity-settled share-based payments to employees by the Company and by the erstwhile ultimate parent Group are measured by reference to the fair value of the equity instruments at the grant date.

The fair value of Equity-settled share-based payments determined at the grant date is expensed over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.' In cases where the share options granted vest in instalments over the vesting period, the Group treats each instalment as a separate grant, because each instalment has a different vesting period, and hence the fair value of each instalment differs.

4.20 **Income tax expenses**

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, 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.
- Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:
- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Policy on MAT:

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

4.21 Leases

Group as a lessee:

The Group assesses at contract inception whether a contract is, or contains, a lease namely if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right of use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

4.22 Earnings per share

The Group reports basic and diluted earnings per share in accordance with Indian Accounting Standard 33 - Earnings Per Share. Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of parent company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of EPS, the potential ordinary shares that would be issued on conversion are included in the weighted average number of ordinary shares used in the calculation of basic EPS (and, therefore, also diluted EPS) from the date of issue of the instrument, since their issue is solely dependent on the passage of time

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders for the year by the weighted average number of equity shares considered for deriving basic earnings per share and weighted average number of equity shares that could have been issued upon conversion of all potential equity shares.

4.23 Provisions and other contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or

(b) a present obligation that arises from past events but is not recognised because:

(i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) the amount of the obligation cannot be measured with sufficient reliability.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the Restated Consolidated Financial Information. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.

4.24 Assets classified as held for sale and discontinue operation.

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale is expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset or disposal group to be highly probable when –

- The appropriate level of management is committed to a plan to sell the asset (or disposal group)
- An active programme to locate a buyer and complete the plan has been initiated (if applicable)
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification and

- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale.

Assets classified as held for sale are presented separately from other items in the balance sheet.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or
- Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

All other notes to the Restated Consolidated Financial Information mainly include amounts for continuing operations, unless otherwise mentioned.

4.25 **Business Combinations**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable

Business combinations under common control

Common control business combinations includes transactions, such as transfer of subsidiaries or businesses, between entities within a Company. Group has accounted for all such transactions based on pooling of interest method, which is as below:

- The assets and liabilities of the combining entities are reflected at their carrying amounts in the books of transferor entity.
- No adjustments are made to reflect fair values or recognise any new assets or liabilities.
- The financial information in the financial statements in respect of prior periods are restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

The identity of the reserves shall be preserved and shall appear in the financial statements of the

transferee in the same form in which they appeared in the financial statements of the transferor. The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor shall be transferred to capital reserve.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and its subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Exceptional Item

Any amount described as unusual or exceptional should be classified by nature, in the same way as non-exceptional amounts. Their inclusion or exclusion in EBIDTA will depend on the nature of income/expense described as exceptional.

If nature of unusual or exceptional item is in the nature of interest, tax, depreciation and amortization, then it should be excluded from EBIDTA.

5. Significant accounting judgements, estimates and assumptions

The preparation of the Group's Restated Consolidated Financial Information requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, as well as the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

- a) Actuarial assumptions used in calculation of defined benefit plans.
- b) Assumptions used on discounted cash flows, growth rate and discount rate to justify the value of management rights reported under intangible assets.
- c) Assumptions used in estimating the useful lives of tangible assets reported under property, plant and equipment.

Provisions for Income Taxes

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectation of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of these assets are compensated.

The Group monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the quantum, the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate, whether there has been a change in business model and so a prospective change to the classification of those assets.

6. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, as described below. The Group based its assumptions and estimates on parameters available when the Restated Consolidated Financial Information were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances that are arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Effective interest rate method

The Group's EIR methodology, as explained in Note 5.2.1, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of financial instruments and recognises the effect of characteristics of the product life cycle

This estimation, by nature, requires an element of judgement regarding the expected behavioral and life-cycle of the instruments, as well expected changes fee income/expense that are integral parts of the instrument.

Incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ('IBR') to measure lease liabilities. Incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility.

7. Standards issued but not yet effective

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

- i) Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the Company's restated consolidated financial information.
- ii) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and there is no impact on its restated consolidated financial information.
- iii) Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and there is no material impact on its restated consolidated financial information.

FY 2021-22 and FY 2020-21:

There are no such Standards which are notified but not yet effective.

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations extracted from restated consolidated statement of profit and loss account for Fiscals 2023, Fiscal 2022 and Fiscal 2021:

(in ₹ million)

Particulars	For the year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Revenue From Operations	22,147.18	17,731.84	12,727.74
Other Income	156.75	101.24	971.54
Total revenue	22,303.93	17,833.08	13,699.28
Expenses:	18,252.52	14,808.34	12,263.50
Finance Costs	3,964.07	2,779.08	2,463.31
Employee Benefit Expenses	7,287.02	6,004.02	5,016.28
Impairment of financial instruments	82.44	57.95	98.39
Goodwill written off	-	-	433.52
Depreciation, Amortisation and impairment	885.82	713.24	501.11
Other Expenses	6,033.17	5,254.05	3,750.89

Particulars	For the year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Profit before share of profit of associates, exceptional items and tax	4,051.41	3,024.74	1,435.78
Share in profit of associates	9.53	10.03	(0.93)
Profit before exceptional items and tax	4,060.94	3,034.77	1,434.85
Tax Expenses	1,010.25	779.76	582.04
Profit from continuing operations after tax and before exceptional items	3,050.69	2,255.01	852.81
Exceptional items	-	6,316.32	(6,366.77)
Profit/(Loss) after tax from continuing operations (after exceptional items)	3,050.69	8,571.33	(5,513.96)
Profit/(Loss) after tax for the Year from discontinuing operations	-	2.60	764.13
Profit after tax for the Year (including discontinuing operations and exceptional items)	3,050.69	8,573.93	(4,749.83)
Other Comprehensive Income/(Loss) after tax	31.13	(2.40)	70.80
Total Comprehensive Income/ (Loss)	3,081.82	8,571.53	(4,679.03)

Principal Components of the Restated Consolidated Statements of Profit and Loss (including other comprehensive income)

Income

Revenue from operations

Our revenue from operations includes Fee and commission income, Interest income, Dividend income and Net gain on fair value changes on our holding of financial instruments and securities

- Fee and commission income includes income from broking, distribution fees, commission income, asset management & portfolio management fees and advisory fees.
- Interest income includes interest income on loans given to the clients, interest income from investments, interest on fixed deposits with banks and others including margin monies from brokers.
- Dividend income includes dividend earned from securities held for trading purposes.
- Net gain on fair value changes includes of gain / loss on our investments, derivatives instruments and securities held for trading. This includes both realised gains/ losses on account of sale/ liquidation of such assets and unrealised gains/losses on account of fair value changes on reporting date.

Other income

Our other income mainly includes rental income, fund accounting fees, income on income tax refunds, profit on termination of lease, and other miscellaneous income.

Expenses

Our expenses include Finance costs, Employee benefit expenses, Impairment of financial instruments, Goodwill written-off, Depreciation, amortisation and impairment and Other expenses.

- Finance costs mainly includes interest and related costs associated with the borrowings, debt securities subordinated liabilities and interest on lease liabilities.
- Employee benefits expenses include salary, wages and bonus to employees, contribution to provident and other funds, expenses on share-based payments and staff welfare expenses.
- Impairment of financial instruments mainly includes provision for expected credit loss made on the loans (attributable to lending activities) trade debtors and certain other assets.
- Other expenses mainly include (i) expenses incurred in connection with business and revenue earned such as fee, commission and brokerage expenses, securities transaction tax, stock exchange expenses, stamp

duty charges, advertisement and business promotion, clearing and custodian charges, dematerialisation charges and (ii) establishment and other expenses such as computer and software expenses, communication, traveling and conveyance, legal and professional fees, rent and electricity, printing, stationary and courier, rates and taxes, outside services cost, CSR expenses, insurance, repairs and maintenance, directors' fees and commission, auditors' remuneration.

- Depreciation, amortisation and impairment – These include depreciation on tangible assets and amortisation of intangible assets.

Fiscal 2023 compared to Fiscal 2022

A) Total Income

Our total income increased by 25.1% to ₹22,303.93 million in Fiscal 2023 from ₹17,833.08 million in Fiscal 2022, primarily driven by an increase in revenue from operations due to reasons discussed below.

(i) Revenue from operations

Our revenue from operations increased by 24.9% to ₹ 22,147.18 million in Fiscal 2023 from ₹17,731.84 million in Fiscal 2022. The increase is mainly due to increase in:

- Fees and commission income, which increased by 25.4% to ₹ 13,229.53 million in Fiscal 2023 from ₹ 10,551.97 million in Fiscal 2022. Of which:
 - distribution, advisory and other fees increased by 55.9 % to ₹8,133.89 million in Fiscal 2023 from ₹ 5,216.26 million in Fiscal 2022; and
 - income from broking decreased by 4.5% to ₹ 5,095.64 million in Fiscal 2023 from ₹ 5,335.71 million in Fiscal 2022.
- Interest income, which increased by 29.0 % to ₹ 6,606.69 million in Fiscal 2023 from ₹ 5,120.12 million in Fiscal 2022. Of which:
 - Interest income from loans increased by 46.4% to ₹ 3,612.37 million in Fiscal 2023 from ₹ 2,466.98 million in Fiscal 2022 mainly attributed to increase in lending activities. The closing loan book increased by 20.3% to ₹ 35,533.36 million in Fiscal 2023 from ₹ 29,530.64 million in Fiscal 2022.
 - Interest income from securities/investment increased by 336.1% to ₹ 322.87 million in Fiscal 2023 from ₹ 74.03 million in Fiscal 2022.
 - Other interest income increased by 3.6% to ₹ 2,671.45 million in Fiscal 2023 from ₹ 2,579.11 million in Fiscal 2022, mainly on account of increase in interest on fixed deposits to ₹ 2,407.43 million in Fiscal 2023 from ₹ 2,092.82 million in Fiscal 2022.
- Net gain on fair value changes on financial instruments comprising of investments, securities and derivatives increased by 12.4 % to ₹ 2,302.70 million in Fiscal 2023 from ₹ 2,049.25 million in Fiscal 2022.
- Dividend income on securities held for trading and investment, decreased by 21.3 % to ₹ 8.26 million in Fiscal 2023 from ₹ 10.50 million in Fiscal 2022.

(ii) Other income

Our other income, mainly comprising of rental income, fund accounting fees, profit on termination of lease increased by 54.8% to ₹156.75 million in Fiscal 2023 from ₹101.24 million in Fiscal 2022.

B) Expenses

Our total expenses increased by 23.3% to ₹18,252.52 million in Fiscal 2023 from ₹14,808.34 million in Fiscal 2022. This is mainly due to the increase in:

(i) Finance costs

Finance costs increased by 42.6% to ₹3,964.07 million in Fiscal 2023 from ₹2,779.08 million in Fiscal 2022, primarily due to:

- Increase in borrowing cost by 43.4% to ₹3,842.65 million in Fiscal 2023 from ₹2,679.21 million in Fiscal 2022. This increase in borrowing cost is in line with the increase in loan and investment activities, the requirement to arrange for margin funding for institutional and retail broking businesses and other requirements for business purposes. The aggregate borrowings including subordinated debt increased by 52.5% to ₹ 54,131.50 million as of March 31, 2023, from ₹ 35,489.51 million as at March 31, 2022.
- Interest on lease liabilities attributable to premises for office use availed on lease / rental basis increased by 21.6% to ₹ 121.42 million in Fiscal 2023 from ₹ 99.87 million in Fiscal 2022. This increase was mainly attributable to availing of new premises on lease.

(ii) Employee benefits expenses

Employee costs increased by 21.4% to ₹ 7,287.02 million in Fiscal 2023 from ₹ 6,004.02 million in Fiscal 2022. The increase was mainly due to:

- Payment/ provision for salary, wages and bonus to our employees, which increased by 19.4% to ₹ 6,515.50 million in Fiscal 2023 from ₹ 5,456.87 million in Fiscal 2022. The increase in salary, wages and bonus was largely on account of annual increments and provision / payment of bonus and incentives to our employees.
- The expenses on contribution of provident and other funds increased by 22.5% to ₹ 289.58 million in Fiscal 2023 from ₹ 236.44 million in Fiscal 2022 in line with increase in the salary cost.
- Expense on share-based payments increased by 71.4% to ₹ 285.86 million in Fiscal 2023 from ₹ 166.75 million in Fiscal 2022 on account of ESOPs granted to employees.
- Staff welfare expenses increased by 36.2% to ₹ 196.08 million in Fiscal 2023 from ₹ 143.96 million in Fiscal 2022.

(iii) Impairment of financial instruments

Provision for impairment of financial instruments includes impairment provision on loans, debtors and other assets. Impairment provision increased by 42.3% to ₹ 82.44 million in Fiscal 2023 from ₹ 57.95 million in Fiscal 2022. This increase is primarily on account of impairment provision on capital advances ₹ 66.92 million in Fiscal 2023.

(iv) Depreciation, amortisation and impairment

Our depreciation, amortization and impairment expense increased by 24.2% to ₹ 885.82 million in Fiscal 2023 from ₹ 713.24 million in Fiscal 2022, primarily on account of the following:

- Right to Use Assets in respect of premises taken on rent/lease, which increased by 42.3% to ₹ 372.45 million in Fiscal 2023 from ₹ 261.77 million in Fiscal 2022
- Intangible assets, which increased by 35.3% to ₹ 272.43 million in Fiscal 2023 from ₹ 201.32 million in Fiscal 2022 primarily on account of accelerated depreciation and impairment charges on certain intangible assets in Fiscal 2023 amounting to ₹ 70.30 million.
- Decrease in such charges on Property, plant and Equipment by 3.7% to ₹ 240.94 million in Fiscal 2023 from ₹ 250.15 million in Fiscal 2022.

(v) Other Expenses

Other expenses increased by 14.8% to ₹ 6,033.17 million in Fiscal 2023 from ₹ 5,254.05 million in Fiscal 2022. The increase was mainly due to:

- Increase in the expenses incurred in connection with business and revenue earned, by 15.5 % to Rs 3,255.13 million in Fiscal 2023 from Rs 2,819.24 million in fiscal 2022. Fiscal 2023 included branding expenses relating to launch of Nuvama Brand amounting to ₹126.08 million. There were no such expenses in Fiscal 2022.
- Increase in Establishment and other expenses by 14.1% to ₹ 2,778.04 million in Fiscal 2023 from 2,434.81 million in Fiscal 2022. Establishment and other expenses for Fiscal 2023 included Impairment of intangible assets under development ₹ 71.11 million.

C) Profit before share of profit of associates, exceptional items and tax

As a result of the foregoing factors, our profit before share of profit of associates, exceptional items and tax increased by 33.9% to ₹ 4,051.41million in Fiscal 2023 from ₹ 3,024.74 million in Fiscal 2022.

D) Share of Profit of associate

Share of profit of associate marginally declined by 5.0% to ₹ 9.53 million in Fiscal 2023 from ₹ 10.03 million in Fiscal 2022.

E) Profit before exceptional items and tax

As a result of the foregoing factors, our profit before exceptional items and tax increased by 33.8% to ₹ 4,060.94 million in Fiscal 2023 from ₹ 3,034.77 million in Fiscal 2022.

F) Tax expenses

Our tax expense increased by 29.6% to ₹ 1,010.25 million in Fiscal 2023 from ₹ 779.76 million in Fiscal 2022. This was primarily due to increase in the Profit before exceptional items and tax as above.

G) Profit from continuing operations after tax and before exceptional items

As a result of the foregoing factors, our profit from continuing operations after tax and before exceptional items from continuing operations increased by 35.3% to ₹ 3,050.69 million in Fiscal 2023 from ₹ 2,255.01 million in Fiscal 2022.

H) Exceptional Items and Discontinuing Operations

(i) Exceptional Items

- There was no impact on Restated Consolidated Statement of Profit and Loss Account on account of Exceptional Items in FY23.
- Exceptional items in FY22 are due to reversal of impairment provision on investment in the associate and in the subsidiary aggregating to ₹ 6,316.32 million.

During the financial year ended March 31, 2021, the controlling stake in the Nuvama Group was transferred by its erstwhile ultimate parent viz Edelweiss Financial Services Limited ("EFSL"), to Edelweiss Global Wealth Management Limited ('EGWML'), the new parent entity, as a part of the overall transaction consummated with PAGAC Ecstasy Pte. Ltd ('PAG'). PAG had infused Compulsorily Convertible Debentures ("CCDs") in EGWML whereby it acquired interest in relation to the wealth management business only.

As a part of the overall restructuring process to enable the transaction –

- (i) the asset management business of the Group is carved out to facilitate effective transfer of interest over the wealth management business to PAG.
- (ii) the Group's subsidiary, Nuvama Clearing Services Limited, in accordance with the directions of the Securities and Exchange Board of India, has transferred the custodial and designated depository participant services to another entity i.e., Edelweiss Capital Services Limited, in which 51% is held by EFSL and 49% is held by the Group.

- (iii) The Board of Directors of the Group, EGWML and Edelweiss Securities and Investments Private Limited (“ESIPL”), had applied for a Composite Scheme of Arrangement under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 (‘Scheme’) to the National Group Law Tribunal Bench at Mumbai (‘Tribunal’) for an envisaged demerger of the asset management business (Demerged Undertaking 1, as defined in the Scheme) of ESL into the ESIPL and demerger of the Wealth Management business (Demerged Undertaking 2, as defined in the Scheme) of EGWML into the ESL, with Appointed Date for the demergers, as provided in the Scheme.

The Scheme provided for non-reciprocal transfer of the Demerged Undertaking 1 to Edelweiss Securities and Investments Private Limited (“ESIPL”), a wholly owned subsidiary of Edelweiss Financial Services Limited (“EFSL”). Such non-reciprocal transfers are recorded only when they are appropriately authorised and no longer discretionary. In this case, the approval of the Tribunal is required to consider such a transfer and as such the Board of Directors by applying for the Scheme have “proposed” for the transfer. Until such time, the assets and liabilities continue to remain as part of the Group. Since the transfer pursuant to the Scheme is non-reciprocal, the Group had impaired the carrying values of asset management business undertaking pursuant to Ind AS 36 in financial year ended March 31, 2021 and disclosed as an “Exceptional item” in the statement of profit and loss amounting to Rs 6,316.32 million (Investment in associate ₹ 5,779.22 million and Investment in subsidiary ₹ 537.10 million). Subsequently in financial year ended March 31, 2022, consequent to pronouncement of scheme and inline with IND AS requirement, the Company has given effect as per the scheme of arrangement. Correspondingly the Company has reversed the aforementioned impairment of asset management business undertaking and the same has been disclosed in the statement of profit and loss as an “Exceptional item”.

Exceptional items represent impairment loss provision recorded as at March 31, 2021 consequent to a proposed Composite scheme of arrangement. This estimate was reversed as at March 31, 2022 once the Composite scheme of arrangement became effective and the provision was no longer required. This is a significant true up of an estimate as at March 31, 2022, hence the same has been not been adjusted as at March 31, 2021 as per the SEBI regulations relating to restatement. Please refer to Note no. 66 of the Restated Consolidated Financial Information for disclosure as required by relevant accounting standards, SEBI ICDR and ICAI guidance note for the year ended March 31, 2021 and March 31, 2022.

(ii) Discontinuing Operations

- There was no impact on Restated Consolidated Statement of Profit and Loss Account on account of Discontinuing Operations in FY23.
- Discontinued Operations in FY22

The Group had entered into an agreement dated March 17, 2021, with Nuvama Custodial Services Limited (Edelweiss Capital Services Limited), an associate entity, to sell its business of being a custodian of securities and designated depository participant, and securities lending and borrowing (‘Transfer business’). The sale transaction was concluded on June 18, 2021. Consequently, Profit after tax pertaining to the period April 1, 2021, to June 18, 2021 amounting to ₹ 2.60 million and corresponding profit after tax for the Fiscal 2021 amounting to ₹ 78.21 million is reported under the head Discontinued Operations. Please refer to Note no. 60 of the Restated Consolidated Financial Information for disclosure as required by relevant accounting standards, SEBI ICDR and ICAI guidance note for the year ended March 31, 2021 and March 31, 2022.

I) Profit after tax for the Year (including discontinuing operations and exceptional items)

Profit for the year after tax, including exceptional items, discontinuing operations declined by 64.4 %, to ₹ 3,050.69 million in Fiscal 23 from ₹ 8,573.93 in Fiscal 22, primarily on account of credits of ₹ 6,316.32 million attributed to Exceptional items in Fiscal FY22 as mentioned above.

J) Total Comprehensive Income for the year

Our total restated comprehensive income for the year was ₹ 3,081.82 million in Fiscal 2023, as compared to ₹ 8,571.53 million in Fiscal 2022.

Fiscal 2022 compared to Fiscal 2021

A) Total Income

Our total income increased by 30.2% to ₹ 17,833.08 million in Fiscal 2022 from ₹ 13,699.28 million in Fiscal 2021, primarily driven by an increase in revenue from operations due to reasons discussed below.

(i) Revenue from operations

Our revenue from operations increased by 39.3% to ₹ 17,731.84 million in Fiscal 2022 from ₹ 12,727.74 million in Fiscal 2021. The increase is mainly due to:

- Fees and commission income, which increased by 33.9% to ₹ 10,551.97 million in Fiscal 2022 from ₹ 7,882.83 million in Fiscal 2021. Of which:
 - distribution, advisory and other fees increased by 62.8% to ₹ 5,216.26 million in Fiscal 2022 from ₹ 3,203.73 million in Fiscal 2021; and
 - income from broking increased by 14.0% to ₹ 5,335.71 million in Fiscal 2022 from ₹ 4,679.10 million in Fiscal 2021.
- Interest income, which increased by 31.2% to ₹ 5,120.12 million in Fiscal 2022 from ₹ 3,901.87 million in Fiscal 2021. Of which:
 - Interest income from loans increased by 73.4% to ₹ 2,466.98 million in Fiscal 2022 from ₹ 1,423.08 million in Fiscal 2021 mainly attributed to increase in lending activities. The closing loan book increased by 99.1% to ₹ 29,530.64 million in Fiscal 2022 from ₹ 14,832.58 million in Fiscal 2021.
 - Interest income from securities / investment increased by 59.3% to ₹ 74.03 million in Fiscal 2022 from ₹ 46.46 million in Fiscal 2021.
 - Other interest income increased by 6.0% to ₹ 2,579.11 million in Fiscal 2022 from ₹ 2,432.33 million in Fiscal 2021 mainly on account of increase in interest on fixed deposits to ₹ 2092.82 million in Fiscal 2022 from ₹ 1,819.73 million in Fiscal 2021.
- Dividend income on securities held for trading and investment increased to ₹ 10.50 million in Fiscal 2022 from ₹ 0.51 million in Fiscal 2021.
- Net gain on fair value changes on financial instruments comprising of investments, securities and derivatives which increased by 117.4% to ₹ 2,049.25 million in Fiscal 2022 from ₹ 942.53 million in Fiscal 2021.

(ii) Other income

Our other income decreased by 89.6% to ₹ 101.24 million in Fiscal 2022 from ₹ 971.54 million in Fiscal 2021, primarily due to:

- Profit on termination of lease, which decreased by 60.4% to ₹ 18.91 million in Fiscal 2022 from ₹ 47.79 million in Fiscal 2021
- Rental income, which increased by 362.4% to ₹ 32.18 million in Fiscal 2022 from ₹ 6.96 million in Fiscal 2021

- Fund Accounting fees, which increased by 44.3% to ₹ 27.20 million in Fiscal 2022 from ₹ 18.85 million in Fiscal 2021
- Miscellaneous income and rest of the other income, which decreased by 97.4% to ₹ 22.95 million in Fiscal 2022 from ₹ 897.94 million in Fiscal 2021. Decrease was mainly on account of profit on sale of investments in Fiscal 2021 amounting to ₹ 894.39 million.

B) Expenses

Our total expenses increased by 20.8% to ₹ 14,808.34 million in Fiscal 2022 from ₹ 12,263.50 million in Fiscal 2021. This is mainly due to the increase in:

(i) Finance costs

Finance costs increased by 12.8% to ₹ 2,779.08 million in Fiscal 2022 from ₹ 2,463.31 million in Fiscal 2021, primarily due to:

- Increase in borrowing cost by 11.6% to ₹ 2,679.21 million in Fiscal 2022 from ₹ 2,399.71 million in Fiscal 2021. The aggregate borrowings increased by 148.6% to ₹ 35,489.51 million as at March 31, 2022, from ₹ 14,276.16 million as at March 31, 2021.
- Interest on lease liabilities attributable to premises for office use availed on lease / rental basis increased by 57.0% to ₹ 99.87 million in Fiscal 2022 from ₹ 63.60 million in Fiscal 2021. This increase was mainly attributable to availing of new premises on lease.

(ii) Employee benefits expenses

Employee costs increased by 19.7% to ₹ 6,004.02 million in Fiscal 2022 from ₹ 5,016.28 million in Fiscal 2021. The increase was mainly due to:

- payment/ provision for salary, wages and bonus to our employees, which increased by 18.1% to ₹ 5,456.87 million in Fiscal 2022 from ₹ 4,622.45 million in Fiscal 2021. The increase in payment of salary, wages and bonus was attributable to increase on account of annual increments and provision / payment of bonus and incentives to our employees.
- The expenses on contribution to provident and other funds increased by 17.6% to ₹ 236.44 million in Fiscal 2022 from ₹ 201.01 million in Fiscal 2021.
- Expense on share-based payments increased by 45.7% to ₹ 166.75 million in Fiscal 2022 from ₹ 114.42 million in Fiscal 2021 on account of ESOPs granted to employees.
- Staff welfare expenses increased by 83.6% to ₹ 143.96 million in Fiscal 2022 from ₹ 78.40 million in Fiscal 2021.

(iii) Impairment of financial instruments

Provision for impairment of financial instruments includes impairment provision on loans, debtors and other assets. Impairment provision decreased by 41.1% to ₹ 57.95 million in Fiscal 2022 from ₹ 98.39 million in Fiscal 2021.

(iv) Depreciation, amortisation and impairment

Our depreciation, amortization and impairment expense increased by 42.3% to ₹ 713.24 million in Fiscal 2022 from ₹ 501.11 million in Fiscal 2021, primarily on account of increase in such charges on:

- Property, plant and Equipment (excluding Right to Use assets), which increased by 4% to ₹ 250.15 million in Fiscal 2022 from ₹ 240.57 million in Fiscal 2021
- Right to Use Assets in respect of premises taken on rent/lease, which increased by 91.3% to ₹ 261.77 million in Fiscal 2022 from ₹ 136.81 million in Fiscal 2021

- Intangible assets, which increased by 62.71% to ₹ 201.32 million in Fiscal 2022 from ₹ 123.73 million in Fiscal 2021.

(v) Other Expenses

Other expenses increased by 40.1% to ₹ 5,254.05 million in Fiscal 2022 from ₹ 3,750.89 million in Fiscal 2021. The increase was mainly due to:

- Increase in the expenses incurred in connection with business and revenue by 76.5% to ₹ 2,819.24 million in Fiscal 2022 from ₹ 1,597.74 million in fiscal 2021.
- Increase in Establishment and other expenses by 13.1% to Rs 2,434.81 million in Fiscal 2022 from ₹ 2,153.15 million in Fiscal 2021.

C) Profit before share of profit of associates, exceptional items and tax

As a result of the foregoing factors, our profit before share of profit of associates, exceptional items and tax increased by 110.7% to ₹ 3,024.74 million in Fiscal 2022 from ₹ 1,435.78 million in Fiscal 2021.

D) Share of Profit of associate

Share of profit of associate increased to ₹ 10.03 million in Fiscal 2022 from share of loss of associates ₹ 0.93 million in Fiscal 2021.

E) Profit before exceptional items and tax

As a result of the foregoing factors, our profit before exceptional items and tax increased by 111.5% to ₹ 3,034.77 million in Fiscal 2022 from ₹ 1,434.85 million in Fiscal 2021.

F) Tax expense

Our tax expense increased by 34.0% to ₹ 779.76 million in Fiscal 2022 from ₹ 582.04 million in Fiscal 2021. This was primarily due to increase in the Profit before exceptional items and tax as above.

G) Profit from continuing operations after tax and before exceptional items

As a result of the foregoing factors, our profit after tax from continuing operations and before exceptional items increased by 164.4% to ₹ 2,255.01 million in Fiscal 2022 from ₹ 852.81 million in Fiscal 2021.

H) Exceptional Items and Discontinuing Operations

(i) Exceptional Items

- Exceptional items in Fiscal 2022 are due to reversal of impairment provision on investment in the associate and in the subsidiary aggregating to ₹ 6,316.32 million which was created in Fiscal 2021.

During the financial year ended March 31, 2021, the controlling stake in the Nuvama Group was transferred by its erstwhile ultimate parent viz Edelweiss Financial Services Limited ("EFSL"), to Edelweiss Global Wealth Management Limited ('EGWML'), the new parent entity, as a part of the overall transaction consummated with PAGAC Ecstasy Pte. Ltd ('PAG'). PAG had infused Compulsorily Convertible Debentures ("CCDs") in EGWML whereby it acquired interest in relation to the wealth management business only.

As a part of the overall restructuring process to enable the transaction –

- (i) the asset management business of the Group is carved out to facilitate effective transfer of interest over the wealth management business to PAG.

- (ii) the Group's subsidiary, Nuvama Clearing Services Limited, in accordance with the directions of the Securities and Exchange Board of India, has transferred the custodial and designated depository participant services to another entity i.e. Edelweiss Capital Services Limited, in which 51% was held by EFSL and 49% was held by the Group.
- (iii) The Board of Directors of the Group, EGWML and Edelweiss Securities and Investments Private Limited ("ESIPL"), had applied for a Composite Scheme of Arrangement under Sections 230 – 232 and other applicable provisions of the Companies Act, 2013 ('Scheme') to the National Group Law Tribunal Bench at Mumbai ('Tribunal') for an envisaged demerger of the asset management business (Demerged Undertaking 1, as defined in the Scheme) of ESL into the ESIPL and demerger of the Wealth Management business (Demerged Undertaking 2, as defined in the Scheme) of EGWML into the ESL, with Appointed Date for the demergers, as provided in the Scheme.

The Scheme provided for non-reciprocal transfer of the Demerged Undertaking 1 to Edelweiss Securities and Investments Private Limited ("ESIPL"), a wholly owned subsidiary of Edelweiss Financial Services Limited ("EFSL"). Such non-reciprocal transfers are recorded only when they are appropriately authorised and no longer discretionary. In this case, the approval of the Tribunal is required to consider such a transfer and as such the Board of Directors by applying for the Scheme have "proposed" for the transfer. Until such time, the assets and liabilities continue to remain as part of the Group. Since the transfer pursuant to the Scheme is non-reciprocal, the Group had impaired the carrying values of Asset Management Business Undertaking pursuant to Ind AS 36 in financial year ended March 31, 2021 and disclosed as an "Exceptional item" in the statement of profit and loss amounting to Rs 6,316.32 million (Investment in associate - ₹ 5,779.22 million and Investment in subsidiary - ₹ 537.10 million). Subsequently in financial year ended March 31, 2022, consequent to pronouncement of scheme and inline with IND AS requirement, the Company has given effect as per the scheme of arrangement. Correspondingly the Company has reversed the aforementioned impairment of Asset Management Business Undertaking and the same has been disclosed in the statement of profit and loss as an "Exceptional item".

- Exceptional items represent impairment loss provision recorded as at March 31, 2021 consequent to a proposed Composite scheme of arrangement. This estimate was reversed as at March 31, 2022 once the Composite scheme of arrangement became effective and the provision was no longer required. This is significant estimate as at March 31, 2022, hence the same has been not been adjusted as at March 31, 2021 as per the SEBI regulations relating to restatement. Please refer to Note no. 66 of the Restated Consolidated Financial Information for disclosure as required by relevant accounting standards, SEBI ICDR and ICAI guidance note for the year ended March 31, 2021 and March 31, 2022.

(ii) Discontinued Operations

The net credit amount in the Statement of Profit and Loss from discontinuing operations comprised of the following

- Sale of Custody business

The Group had entered into an agreement dated March 17, 2021, with Nuvama Custodial Services Limited (Edelweiss Capital Services Limited), an associate entity, to sell its business of being a custodian of securities and designated depository participant, and securities lending and borrowing ('Transfer business'). The sale transaction was concluded on June 18, 2021. Consequently, Profit after tax pertaining to the period April 1, 2021, to June 18, 2021, amounting to ₹ 2.60 million and corresponding profit after tax for the Fiscal 2021 amounting to ₹ 78.21 million is reported under the head Discontinued Operations. Please refer to Note no. 60 of the Restated Consolidated Financial Information for disclosure as required by relevant accounting standards, SEBI ICDR and ICAI guidance note for the year ended March 31, 2021 and March 31, 2022.

- Profits in Fiscal 2021 relating to Assets held for distribution pursuant to the scheme of demerger approved by NCLT.

NCLT on 31 March 2022 approved a scheme of demerger allowing Company to demerge its asset management business undertaking. Please refer to note 66 of the Restated Consolidated Financial Information for disclosure as required by relevant accounting standards, SEBI ICDR and ICAI guidance note for the year ended March 31, 2021 and March 31, 2022. Consequently, the Profits amounting to ₹ 685.92 million in Fiscal 2021 pertaining to the said asset management business undertaking under the head 'Discontinued Operations'.

I) Profit after tax for the Year (including discontinuing operations and exceptional items)

Profit for the year after tax, exceptional items, profit from discontinuing operations increased to ₹ 8,573.93 million in Fiscal 2022 from a loss of ₹ 4,749.83 million in Fiscal 2021, primarily on account of charge created on account of Exceptional items which was reversed in Fiscal 2022, as mentioned above.

J) Total Comprehensive Income for the year

Our total comprehensive income for the year was ₹ 8,571.53 million in Fiscal 2022, as compared to Loss of ₹ 4,679.03 million in Fiscal 2021.

Liquidity and capital resources

Historically, we have maintained liquidity for our business operations primarily from the cash generated from operations, bank borrowings and issuance of Shareholder equity. As of March 31, 2023, we had cash and cash equivalents of ₹ 7,881.95 million. In addition, we had unutilized sanctioned fund-based limits available from banks for use in our operations of ₹ 2,660.30 million.

Based on our current level of requirements, we believe that our current working capital, together with cash flows from operating activities, will be adequate to meet our anticipated cash requirements for capital expenditure and working capital for the next 12 months.

Cash flows

(₹ in million)

Particulars	For the year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Net cash used in operating activities -A	(18,649.12)	(14,252.50)	(11,076.79)
Net cash used in investing activities -B	(1,772.38)	(821.79)	(1,230.27)
Net cash generated from financing activities – C	18,251.62	21,385.21	8,771.23
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(2169.88)	6310.92	(3,535.83)
Change in foreign exchange translation reserve	46.85	16.67	(7.17)
Cash and cash equivalent as at the beginning of the year	10,004.98	3,677.39	7,220.39
Cash and cash equivalent as at the end of the year	7,881.95	10,004.98	3,677.39

Cash flow from / (used in) operating activities

Our net cash flow used in operating activities was ₹ 11,076.79 million in Fiscal 2021 and generation of operating cash flow before working capital changes for that period was ₹ 2,083.74 million. The cash flow usage after adjusting for the said generation of operating cash flow before working capital changes was primarily on account of:

- Increase in loans from our lending operations, bank balances other than cash and cash equivalents and other non-financial assets
 - Payment of Income tax
- offset by
- Decrease in (i) trade receivables; (ii) securities held for trading; and (iii) other financial assets.
 - Increase in (i) trade payables and (ii) other financial liabilities.

Our net cash flow used in operating activities was ₹ 14,252.50 million in Fiscal 2022 and generation of operating cash flow before working capital changes for that period was ₹ 3,809.93 million. The cash flow usage after adjusting for the said generation of operating cash flow before working capital changes was primarily on account of:

- Increase in loans arising from our lending operations; trade receivables; securities held for trading, other financial assets and other non-financial assets
- payment of Income tax
- offset by
- decrease in bank balances other than cash and cash equivalents
- increase in trade payables and other financial liabilities.

Our net cash flow used in operating activities was ₹ 18,649.12 million in Fiscal 2023 and generation of operating cash flow before working capital changes for that period was ₹ 5,080.47 million. The cash flow usage after adjusting for the said generation of operating cash flow before working capital changes was primarily on account of:

- Increase in loans arising from our lending operations; trade receivables; bank balances other than cash and cash equivalents; securities held for trading and increase in other financial assets;
- Increase in other non financial assets;
- Decrease in other financial liabilities;
- Payment of income tax;
- offset by
- Increase in trade payables and non-financial liabilities.

Cash flow from / (used in) investing activities

Our net cash used in investing activities was ₹ 1,230.27 million in Fiscal 2021. This was primarily on account of net increase in investments, acquisition of stake in our subsidiaries (including additional stake); purchase of equity shares of associates; net purchase of other investments and purchase of property; plant and equipment, intangible assets including capital work in progress, offset by proceeds from sale of subsidiary and sale of investments.

Our net cash used in investing activities was ₹ 821.79 million in Fiscal 2022. This was primarily on account of purchase of equity shares of associates; net purchase of other investments and purchase of property; plant and equipment and intangible assets including capital work in progress; net purchase of investments and investments in AIF units, offset by proceeds realised from slump sale of custody business.

Our net cash used in investing activities was ₹ 1,772.38 million in Fiscal 2023. This was primarily on account of increase in investment in debt securities and purchase of property; plant and equipment; intangible assets including capital work in progress.

Cash flow from / (used in) financing activities

Our net cash generated from financing activities in Fiscal 2021 was ₹ 8,771.23 million. This was primarily on account of proceeds from issuance of share capital, issuance of compulsorily convertible debentures, net increase in borrowings by way of debt securities offset by net decrease in borrowings other than by way of securities and payment of dividend.

Our net cash generated from financing activities in Fiscal 2022 was ₹ 21,385.21 million. This was primarily on account of net increase in borrowings by way of debt securities and on account of composite scheme of arrangement, offset by net decrease in borrowings other than debt securities.

Our net cash generated from financing activities in Fiscal 2023 was ₹ 18,251.62 million. This was primarily on account of net increase in borrowings by way of debt securities and borrowings other than debt securities.

Net increase / (decrease) in cash and cash equivalents

Closing cash and cash equivalents as of March 31, 2023, was ₹ 7,881.95 million, as of March 31, 2022, was ₹ 10,004.98 and as of March 31, 2021, was ₹ 3,677.39 and as of March 31, 2020, was ₹ 7,220.39 million.

Accordingly, cash and cash equivalents decreased by ₹ 2,169.88 million in Fiscal 2023, increased by ₹ 6,310.92 million in Fiscal 2022 and decreased by ₹ 3,535.83 million in Fiscal 2021.

Related party transactions

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include rent payments, capital advances, repayment of advances given, and remuneration paid to Directors. For details, see “*Related Party Transactions*” on page 154.

Contingent liabilities

The following table sets out our contingent liability as per Ind AS 37 as on March 31, 2023, on a consolidated basis:

(₹ in millions)	
Particulars	As of March 31, 2023
Bank guarantees	17,000.00
Taxation matters in respect of which appeal is pending	4.04
Claims not acknowledged as debt	227.98
Pending litigation against the Company	6.84
Total	17,238.86

Further, the following commitments are outstanding as on March 31, 2023:

- Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹ 93.96 million.
- Sponsor capital commitment (net of investments) ₹ 130.40 million.

Off-balance sheet transactions

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future material adverse effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

Quantitative and qualitative disclosures

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk, including equity price risk.

Interest risk

Interest risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates, our exposure to changes in interest rates relates primarily to our outstanding floating debt rate included in borrowings.

Currency risk

Our business activities are within India, and we do not have significant exposure in foreign currency.

Inflation risk

India has lately been experiencing relatively benign rates of inflation. Inflation affects interest rates and hence, higher inflationary expectations lead to rise in borrowing costs and slowdown in credit offtake, which could affect our profitability. Adverse changes in credit offtake and savings caused by inflation also impacts the overall economy and business environment and consequently, could affect us. Higher interest rate also affects the market sentiments, which could have an adverse impact on our business and revenue thereon.

Unusual or infrequent events or transactions

Except as described in this Information Memorandum, 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.

Significant economic changes that materially affect or are likely to affect income from continuing operations.

Our business has been subject to, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified in “*Risk Factors*” on page 17.

Known trends or uncertainties

To our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on the revenues or income of our Company from continuing operations other than those described in this Information Memorandum.

Publicly announced new products or business segments / material increases in revenue due to increased disbursements and introduction of new products

As on the date of this Information Memorandum, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Competitive conditions

We operate in a competitive environment. Please refer to the sections “*Our Business*”, “*Industry Overview*” and “*Risk Factors*” on pages 88, 67, and 17, respectively for further information on our industry and competition.

Change in accounting policies

There have been no changes in our accounting policies in the last three Fiscals.

Significant developments after March 31, 2023

Except as set out in this Information Memorandum, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Information Memorandum which materially or 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.

Recent Development

The Board of Directors of the Company at its meeting held on August 2, 2023, have approved the unaudited Consolidated financial results for the quarter ended June 30, 2023 (“the Results”). The statutory auditors of the Company have carried out limited review of the aforesaid Results (“Limited Review Financial Results”). The full format of the consolidated financial results are available on the website of the Stock exchange (www.bseindia.com). The Limited Review Financial Results are as under:

Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to****The Board of Directors****Nuvama Wealth Management Limited (formerly Edelweiss Securities Limited)**

1. We have reviewed the accompanying Statement of unaudited Consolidated financial results of **Nuvama Wealth Management Limited (formerly Edelweiss Securities Limited)** (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate for the quarter ended June 30, 2023 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with Securities and Exchange Board of India operational Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 (the "Listing Regulations").
2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. The Statement includes the results of the following entities:

Subsidiaries
Nuvama Clearing Services Limited (formerly known as Edelweiss Custodial Services Limited)
Nuvama Financial Services Inc. (formerly known as Edelweiss Financial Services Inc.)
Nuvama Financial Services (UK) Limited (formerly known as Edelweiss Financial Services (UK) Limited)
Nuvama Investment Advisors (Hongkong) Private Limited (formerly known as Edelweiss Securities (Hong Kong) Private Limited)
Nuvama Asset Management Limited (formerly known as ESL Securities Limited)
Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited)
Nuvama Wealth and Investment Limited (formerly known as Edelweiss Broking Limited)
Nuvama Capital Services (IFSC) Limited (formerly known as Edelweiss Securities (IFSC) Limited)
Nuvama Investment Advisors Private Limited (formerly known as Edelweiss Investment Advisors Private Limited)
Pickright technologies Private Limited

Associate
Nuvama Custodial Services Limited (formerly known as Edelweiss Capital Services Limited)

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of:
 - 7 subsidiaries, whose unaudited interim financial results include total revenues of Rs 138.82 crore, total net profit after tax of Rs. 27.04 crore, and total comprehensive income of Rs. 26.82 crore for the quarter ended June 30, 2023, as considered in the Statement which have been reviewed by their respective independent auditors.
 - 1 associate, whose unaudited interim financial results include Group's share of net profit of Rs. 2.15 crore and Group's share of total comprehensive income of Rs. 2.15 crore for the quarter ended June 30, 2023, as considered in the Statement whose interim financial results, other financial information have been reviewed by their respective independent auditors.

The independent auditor's reports on interim financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries and associates is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

7. Our conclusion on the Statement in respect of matters stated in para 6 above is not modified with respect to our reliance on the work done and the reports of the other auditors.

For S.R. BATLIBOI & Co. LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005

per Shrawan Jalan

Partner

Membership No.: 102102

UDIN: 23102102BGXJIQ1990

Place: Mumbai

Date: August 02, 2023

Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Corporate Identity Number : U67110MH1993PLC344634

Regd. Off: 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051

Tel: +91 22 6620 3030

Website: www.nuvama.com

Consolidated Financial Results for the quarter ended June 30, 2023

(₹ in Crore)

Particulars	Quarter ended			Year ended
	June 30, 2023 (Unaudited)	March 31, 2023 (Audited)	June 30, 2022 (Unaudited)	March 31, 2023 (Audited)
1 Revenue from operations				
(a) Fee and commission income	331.91	335.91	300.40	1,322.95
(b) Interest income	207.53	191.75	132.23	660.67
(c) Dividend income	0.03	0.05	0.63	0.83
(d) Net gain on fair value changes	63.96	85.08	27.42	230.27
(e) Net income pertaining to Demerged Undertaking (refer note 8 below)	44.28	-	-	-
Total revenue from operations	647.71	612.79	460.68	2,214.72
2 Other income	1.50	6.85	2.15	15.67
3 Total Income (1 + 2)	649.21	619.64	462.83	2,230.39
4 Expenses				
(a) Finance costs	119.04	98.59	81.78	396.41
(b) Employee benefits expense	195.23	195.24	175.58	728.70
(c) Depreciation and amortisation expense	22.28	31.38	15.31	88.58
(d) Impairment on financial instruments	6.16	9.06	(3.20)	8.24
(e) Other expenses	156.04	171.60	124.85	603.32
Total expenses	498.75	505.87	394.32	1,825.25
5 Profit before share in profit of associate and tax (3 - 4)	150.46	113.77	68.51	405.14
6 Share in profit of associate	2.15	(1.74)	0.14	0.95
7 Profit before tax (5 + 6)	152.61	112.03	68.65	406.09
8 Tax expense				
(a) Current tax	41.99	44.65	28.12	100.68
(b) Deferred tax	(12.36)	(18.02)	(6.52)	0.34
9 Net profit for the period / year (7 - 8)	122.98	85.40	47.05	305.07
10 Other comprehensive income	(0.22)	(1.72)	1.60	3.11
11 Total comprehensive income (9 + 10)	122.76	83.68	48.65	308.18
12 Net profit for the period / year attributable to:				
Owners of the Company	123.07	85.42	47.05	305.09
Non controlling interests	(0.09)	(0.02)	-	(0.02)
13 Other comprehensive income for the period / year attributable to:				
Owners of the Company	(0.22)	(1.72)	1.60	3.11
Non controlling interests	0.00	(0.00)	-	(0.00)
14 Total comprehensive income for the period / year attributable to:				
Owners of the Company	122.85	83.70	48.65	308.20
Non controlling interests	(0.09)	(0.02)	-	(0.02)
15 Earnings Per Share (₹) (Face Value of ₹ 10/- each)				
- Basic (Refer note 4)	35.10	24.37	17.18	92.07
- Diluted (Refer note 4)	34.83	24.37	17.18	92.07

(0.00 indicates amount less than Rs. 0.01 crore)

Notes:

1. Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) (the 'Company') has prepared consolidated financial results (the 'Statement') for the quarter ended June 30, 2023 in accordance with Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations, 2015') and the Accounting Standards specified under section 133 of the Companies Act, 2013 read with the Companies ('Indian Accounting Standards' / 'IND AS') Rules, 2015 as amended and the relevant provision of the Companies Act, 2013, as applicable.
2. The consolidated financial results of the Company and its subsidiaries (together referred to as 'Group') and associate for the quarter ended June 30, 2023 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their meetings held on August 01, 2023 and August 02, 2023 respectively.
3. The above consolidated financial results for the quarter ended June 30, 2023 have been subjected to limited review by the Statutory Auditors of the Company and the auditors have issued an unmodified review report.
4. Earnings per share for the quarters ended June 30, 2023, March 31, 2023 and June 30, 2022 are not annualised.
5. The Indian Parliament has approved the Code on Social Security, 2020 which subsumes the Provident Fund and the Gratuity Act and rules there under. The Ministry of Labour and Employment has also released draft rules thereunder on November 13, 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Group will evaluate the rules, assess the impact if any, and account for the same once the rules are notified and become effective.
6. NSE Clearing Ltd (NCL) conducted an inspection in the matter of trading member Vrisc Securities Pvt Ltd and issued a show cause notice to Nuvama Clearing Services Ltd (Formerly Edelweiss Custodial Services Ltd) (NCSL), a subsidiary of the Company. The MCSGF Committee of NSE Clearing Limited issued order to reinstate securities worth Rs. 29.33 crore. NCSL had filed an appeal against the impugned order of NCL with Securities Appellate Tribunal (SAT) and SAT by its order had granted a stay on the matter. The hearing has been concluded and reserved for the final order. NCSL has assessed such liability to be remote. Accordingly, there is no adjustment required in the consolidated financial results for the quarter ended June 30, 2023.
7. NCSL has challenged an order, by an investigating agency, marking lien on its clearing account, before the 47th Additional Chief Metropolitan Magistrate Court, Mumbai. Since the investigation against one of the trading member Anugrah Share & Brokers Pvt Ltd for which NCSL was a Clearing Member was under process, the Court contended that it had no objection to setting aside the lien order issued by the investigating agency, upon NCSL providing an undertaking to keep sufficient assets unencumbered. NCSL has since provided undertaking to keep sufficient assets amounting to Rs. 460.69 crore unencumbered and the said lien order has been set aside. Subsequently, the Misc. Application filed by NCSL before 47th Additional Chief Metropolitan Magistrate's Court at Esplanade, Mumbai has now been transferred to the City Civil & Sessions Court under M.P.I.D. Act. The matter has been listed for further hearing.

NSE Clearing Ltd (NCL) had conducted an inspection in the matter of trading member Anugrah Share & Brokers Pvt Ltd (Anugrah) and issued a show cause notice to NCSL. The MCSGF Committee of NCL has directed NCSL to adhere to instructions of National Stock Exchange (NSE) / NCL. NCSL filed an appeal against the impugned order with Securities Appellate Tribunal (SAT) and SAT by its order had granted a stay on the matter. The hearing has been concluded and reserved for the final order.

Various Arbitration/Writ Petitions have been filed before the Hon'ble Bombay High Court ("Hon'ble Court") by various end clients of Anugrah against Anugrah and its associates. NCSL has been made party to the same. Some of the Writ Petitions have been tagged together and common orders have been passed to be heard together. The matters are under process for further hearing.

Various FIR/Complaints have been filed before EOW at Mumbai/Amravati/Hyderabad/Cyberabad by various end clients of Anugrah against Anugrah and its associates. NCSL has been made party to the same. The investigation are under process and NCSL is providing relevant documents/clarifications to the investigating authorities as and when called for.

NCSL believes that it has acted in accordance with the agreement entered with the trading member i.e. Anugrah and in accordance with applicable laws and regulations. Accordingly, there is no adjustment required in the consolidated financial results for the quarter ended June 2023.

8. The Board of Directors of the Company at its meeting held on May 13, 2022, had approved the Scheme of arrangement between Edelweiss Financial Services Limited('EFSL') and Nuvama Wealth Management Limited ('NWML') and their respective shareholders and creditors, under section 230 to 232 read with applicable provisions of the Companies Act, 2013, which, inter-alia, envisaged demerger of Wealth Management Business Undertaking (including Merchant banking business) of EFSL into the Company (i.e. 'Demerged Undertaking' as defined in the Scheme). The National Company Law Tribunal Bench at Mumbai (Tribunal) has approved the aforementioned Scheme vide its order dated April 27, 2023 under the applicable provisions of the Companies Act, 2013. Certified copy of the said order of the Tribunal was received by the Company on May 12, 2023 and filed with the Registrar of Companies on May 18, 2023 (Effective date of the Scheme). Subsequently, NWML received requisite registration from SEBI and complied with conditions of SEBI by June 30, 2023. Consequently, during the quarter ended June 30, 2023, the Company has accounted for the said Demerged Undertaking in its books of accounts in accordance with the Scheme, arrangement between EFSL; NWML and its shareholders to implement the scheme, and the provisions of IND AS as follows:

(i) Profit after tax of Demerged Undertaking from March 26, 2021 till May 18, 2023 amounting to Rs. 36.43 crore has been accounted as Net income pertaining to Demerged Undertaking.

(ii) the business of the Demerged Undertaking was carried on by EFSL in trust for the Company from May 19, 2023 to June 30, 2023 and accordingly, the Profit before tax of the Demerged Undertaking amounting to Rs. 7.85 crore from May 19, 2023 to June 30, 2023 has been accounted as Net income pertaining to Demerged Undertaking.

9. Previous period / year figures have been regrouped / reclassified wherever necessary to conform to current period's / year's presentation.

For and on behalf of the Board of Directors

Ashish Kehair
Managing Director & CEO
DIN: 07789972

Mumbai, August 02, 2023

SECTION VII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND DEFAULTS

Except as disclosed in this section, there are no pending: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; and (iv) any other pending litigation (other than proceedings covered under (i) to (iii) above) which has been determined to be material pursuant to the Materiality Policy (as disclosed herein below), each involving our Company, Subsidiaries, Directors or Promoter (collectively, the “**Relevant Parties**”). Further, except as disclosed in this section, there are (a) no disciplinary actions (including penalties imposed) initiated by SEBI or a recognized stock exchange against our Promoter in the last five Fiscals immediately preceding the date of this Information Memorandum, including any outstanding action; or (b) pending litigation involving our Group Companies which may have a material impact on our Company.

For the purpose of (iv) above, our Company has defined the criteria under the Materiality Policy for the identification of material outstanding litigation involving Relevant Parties. In accordance with the Materiality Policy, all pending litigations (other than litigations mentioned in points (i) to (iii) above) involving the Relevant Parties would be considered ‘material’: (a) if the aggregate monetary claim made by or against the Relevant Parties, in any such pending litigation is equal to or in excess of 3% of the consolidated profit after tax of our Company for the most recent completed financial year as per the Restated Consolidated Financial Information, being ₹ 91.52 million; or (b) if the monetary liability involved in the litigation is not quantifiable or does not fulfil the threshold specified in (a) above but the outcome of such litigation, could have a material adverse effect on the financial position, business, operations, performance, prospects or reputation of our Company, in the opinion of our Company; or (c) if the decision in one litigation is likely to affect the decision in similar litigations such that the cumulative amount involved in such litigations exceeds the materiality threshold as specified in (a) above, even though the amount involved in an individual litigation may not exceed the materiality threshold as specified in (a) above.

For the purposes of the above, pre-litigation notices received by the Relevant Parties or Group Companies from third parties (excluding those notices issued by statutory or regulatory or governmental or taxation authorities or notices threatening criminal action to the Relevant Parties) shall, unless otherwise decided by our Board, not be considered as material until such time the Relevant Party or Group Company is impleaded as a party in litigation before any judicial or arbitral forum.

Further, in accordance with the criteria defined under the Materiality Policy, our Company has considered such creditors ‘material’ to whom the amount due is equal to or in excess of 5% of the consolidated trade payables of our Company as at the end of the most recent period covered in the Restated Consolidated Financial Information. The consolidated trade payables of our Company as on March 31, 2023, was ₹ 17,565.91 million. Accordingly, a creditor has been considered ‘material’ if the amount due to such creditor exceeds ₹ 878.30 million (being 5% of the consolidated trade payables) as on March 31, 2023.

Unless stated to the contrary, the information provided below is as of the date of this Information Memorandum. All terms defined in a particular litigation disclosure below are for that particular litigation only.

All terms defined herein in a particular litigation disclosure pertain to that litigation only.

Litigations involving our Company

Criminal proceedings against our Company

1. S & D Financials Private Limited (“**Complainant**”) filed an application under Section 156 (3) of the Criminal Procedure Code, 1973. Pursuant to an order dated March 5, 2008, the Magistrate directed the police to investigate the matter. The police filed a first information report dated March 22, 2008 (“**FIR**”) under sections 406, 420 and 120B of the Indian Penal Code, 1860 with the Hare Street Police Station, Calcutta against few of EFSL directors and Nuvama Wealth Management Limited formerly known as Edelweiss Securities Limited (collectively, the “**Accused**”). The Complainant alleged that the Accused committed criminal breach of trust and cheated the Complainant in futures and options transactions amounting to ₹ 8.48 million. Thereafter, Nuvama Wealth Management Limited formerly known as Edelweiss Securities Limited denied the allegations vide a letter dated September 8, 2008, and requested for closure of case. The matter is currently pending.

Criminal proceedings by our Company

There are no outstanding criminal proceedings initiated by our Company as on the date of this Information Memorandum.

Material civil proceedings against our Company

There are no outstanding proceedings initiated against our Company, which have been considered material by our Company in accordance with the Materiality Policy, as on the date of this Information Memorandum.

Actions by regulatory and statutory authorities against our Company

1. NSE has issued show cause notice dated May 4, 2023 (“SCN”) on Nuvama Wealth Management Limited formerly known as Edelweiss Securities Limited wherein it was observed by NSE that our Company, being a stock broker has issued advertisements without NSE’s prior approval, and failed to adhere to the requirements in clauses 4.1 and 4.3 of the NSE Circular dated February 2, 2023 (“**Advertisement Code**”) as the same does not contain the name, registered office address, and SEBI registration number of our Company and the voiceover disclaimer. On May 23, 2023, it was submitted to NSE that our Company has posted a brief thirty-second audio visual that would aid in intimating the general public of the change in name of our Company. The video was in the nature of a generic template infomercial, with no specific advert elements or attempts to influence the trading decisions of the viewer. Hence the communication does not constitute as an ‘advertisement’ and is squarely covered under the exemptions under the Advertisement Code and subsequently do not require to be approved by NSE. This matter is currently pending.
2. NSE has issued a show cause notice dated December 20, 2021 (“SCNs”) to our Company stating that during the course of analysis in the equity derivatives segment, it was observed by NSE that IMC Trading BV, who is our client (“**Client**”) have executed synchronized trades and these trades were reversed at prices, significantly above or below the prices at which first transactions took place. It was submitted that the Client is an institutional client of our Company registered through our Company and which execute its transactions through the DMA Facility provided by the trading members, which allows clients of trading members to access the stock exchange through the Trading Member Computer to Computer Link (“**CTCL**”) system. It was submitted that Clients operate in a fully automated environment and its transactions are conducted via algorithms, without any human intervention. The response to the notice is submitted to NSE. However, the matter is currently pending.

Tax proceedings involving our Company

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings*
Direct Tax (A)		
Income Tax	18	213.07
Indirect Tax (B)		
Sales Tax and VAT (1)	Nil	Nil
Service Tax (2)	1	361.30
Total (1+2)	1	361.30
Total (A+B)	19	574.37

*To the extent quantifiable

Litigations against our Promoter, our Group Companies and our Directors which may have an adverse impact on our Company

Litigation involving our Directors

Criminal litigations involving our Directors

Enquiry/investigation involving our Directors

1. An order dated 12 May 2023 was passed by the Special MPID Court, Mumbai in a case that relates to the Rupees 5600 crore NSEL scam in which EOW of Mumbai Police has reportedly filed 11 chargesheets against the accused including NSEL, 63 Moons Technologies Ltd, defaulters, brokers etc. Forward Markets Commission (FMC) or Shri Ramesh Abhishek were never a party in this case. From one of the orders passed by Special MPID Court, it appears that NSEL had filed an application in MPID Court to investigate "the role of Shri Ramesh Abhishek" in the allegations which have been mentioned in their application.

MPID Court passed an order to investigate "the role of Shri Abhishek" in the NSEL matter despite strong opposition of the Prosecution.

Shri Abhishek has filed an appeal against the order of the MPID Court before the Bombay High Court. The appeal was heard by the Hon'ble Bombay High Court on 16th and then 20th June 2023. This matter was posted for 1st August 2023 on the main point that no investigation can be initiated on the application of the accused. The Hon'ble Court also ordered the investigating officer not to file any report in the said case till the next date. The Court has also noted the submission of the Public Prosecutor that there will be no coercive measure taken against the appellant. The Hon'ble Court had posted the matter for hearing on August 25. The matter came up for hearing on August 25 and the Court allowed Shri Abhishek's amendment petition, wherein he had prayed for adding one more ground of appeal that prior sanction of Government that is required before ordering investigation against a public servant, was not taken. The court will now hear the matter on October 23, 2023. The Ad-interim relief continues till that date.

2. A complaint was filed in May 2019 against Shri Abhishek with the Lokpal, CBI, CVC, PMO and NSA. It also contained many allegations relating to NSEL and FMC that have been made by NSEL and 63 Moons Technologies Ltd in other cases.

In June 2021, the Lokpal took note of this complaint and sought the comments of Shri Ramesh Abhishek. In his detailed replies on affidavits with supporting documents, Shri Ramesh Abhishek drew attention to the completely false and motivated nature of the complaint. However, the Lokpal decided to order a preliminary enquiry under the Lokpal and Lokayuktas Act, 2013 by their order dated 2.2.2022 and continued the same by their subsequent order of 3rd January 2023.

Shri Ramesh Abhishek filed a writ petition in the Delhi High Court seeking quashing of the order of the Lokpal of India. Vide its order dated 10th May, 2023, the Hon'ble High Court has directed that the Lokpal will first pass a reasoned order after hearing Shri Ramesh Abhishek on the various contention raised in the writ petition. The Court has further directed that copies of the enquiry reports be shared with Shri Ramesh Abhishek and he may move an appropriate application before Lokpal for dealing with the findings/conclusions in the final report.

Actions by statutory or regulatory authorities against our Directors

There are no pending actions by statutory or regulatory authorities against our Directors, as on the date of this Draft Information Memorandum.

Other pending material litigations involving our Directors

1. A civil suit was filed by M/s 63 Moons Technologies Ltd in the Bombay High Court in the year 2019 against Shri Ramesh Abhishek and two others claiming that the actions of FMC, SEBI, Central Government and many other regulators and agencies have caused damage to the company. They have claimed Rupees 10,000 crores as damages. All the actions and decisions mentioned in the suit relate to the discharge of official duties by Shri Ramesh Abhishek as part of FMC. Therefore, he is being defended by the legal resources provided by SEBI as SEBI is the successor of FMC as per law. Shri Ramesh Abhishek had filed his written statement in that suit in January 2020. Certain interim applications have been filed in this suit which are being heard by the Hon'ble Court.

Litigation involving our Promoter

Criminal proceedings involving our Promoter

There are no outstanding criminal proceedings involving our Promoter as on the date of this Information Memorandum.

Material civil litigations involving our Promoter

There are no outstanding proceedings involving our Promoter, which have been considered material by our Company in accordance with the Materiality Policy, as on the date of this Information Memorandum.

Tax proceedings against our Promoter

There are no outstanding tax proceedings involving our Promoter as on the date of this Information Memorandum.

Disciplinary actions against our Promoter

There is no outstanding disciplinary action against our Promoter as on the date of this Information Memorandum.

Litigation involving our Subsidiary

Criminal proceedings involving Subsidiaries

Criminal proceedings against our Subsidiaries

1. Rajat Tyagi (“**Complainant**”) has filed a complaint and lodged a first information report on February 22, 2020 (“**FIR**”) under Section 406 of Indian Penal Code, 1860 with the Kotwali police station, Bijnor, Uttar Pradesh against Mohit Singhal, an advisor working at our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”). The Complainant alleged unauthorised share transactions to an amount of ₹ 0.25 million. NWIL filed a reply dated May 11, 2021, along with relevant recordings and transcripts with Investigating Officer (“**IO**”) against the undated letter of the Complainant for re-investigation of case. This matter is currently pending.
2. Chayya Jitendra Mohite, a client of our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”) (“**Petitioner**”) has filed a criminal writ petition (“**Petition**”) before High Court at Mumbai (“**Court**”) against senior police officer, Vakola police station, Mumbai (“**Respondent 1**”) and State of Maharashtra, *inter alia* praying for an order directing Respondent No. 1 to register a first information report on the Petitioner’s complaint dated June 25, 2020 filed with Respondent No. 1 against NWIL, ECL Finance Limited (“**ECL Finance**”) and S. R. Batliboi and Company LLP and thereafter transfer the same to Economics Offences Wing (“**EOW**”) or Central Bureau of Investigation (“**CBI**”) for further investigation. The Petitioner has alleged that loan accounts were opened with ECL Finance for him and his family members without their knowledge or consent. On January 20, 2021, the Court allowed Petitioner to carry out amendment and add Respondent No. 3 i.e., the Assistant Police Commissioner in the Petition. NWIL received a notice from Police on March 20, 2023, asking NWIL to appear before the Police with relevant documents of the case, NWIL’s official appeared before the Police on March 21, 2023 and provided relevant documents. The matter is currently pending.
3. Our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”) received a notice dated July 07, 2021, issued by Senior Inspector of Police, District Investigation Unit, Chanakya Puri Police Station, New Delhi under Section 91 and 160 of Criminal Procedure Code, 1973 *inter-alia* informing that the investigation is being conducted under cases registered under sections 420, 467, 468, 471 read with sections 34 and 120B of Indian Penal Code, 1860, based on the complaints of Shri Jagrit Sahni and Shri Gurmanak Sahni (“**Complainants**”) against one Rajesh Ambwani and Saloni Singh, who represented herself as a relationship manager of NWIL, for having induced the Complainants with dishonest intention to invest a sum of ₹6 million and ₹ 2.5 million respectively, and caused a loss for the same amount. NWIL has furnished the required details and documents *vide* its letter dated July 12, 2021, and July 26, 2021, respectively. A notice under section 91 of Criminal Procedure Code has been received by NWIL from Economic Offence Wing, New Delhi (“**EOW**”) dated July 20, 2023 directing NWIL to furnish further details with respect to the matter. NWIL has filed its reply on August 28, 2023. This matter is currently pending.
4. Bhopalan (“**Complainant**”), a client of Edelweiss Asset Management Limited (“**EAML**”), has filed a criminal complaint against Dinesh Kumar G. and Niraj R. Sharma, officials of our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”) with Thousand Lights Police Station, Chennai – 6 *inter alia* raising concerns about his investment of ₹150.00 million made

in Crossover Fund Series II offered by EAML, through NWIL. The parties have settled the matter by signing the Memorandum of Understanding dated January 11, 2023 (“**MOU**”). As per the MOU, NWIL has to pay the amount to the Complainant within 12 days of the date of signing the MOU and the Complainant has agreed to withdraw all the complaints. *Vide* letter dated March 1, 2023, Complainant has withdrawn the complaint, NWIL is awaiting police report.

5. Ceasor Fernandes, a client of our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”), filed a complaint against the authorised person of NWIL, Amit Pendnekar for unfair trade practice, criminal breach of trust and cheating with Goa crime branch police station on August 9, 2021. NWIL's officials Nitin Kantap and Amit K Shukla have recorded their statement *vide* letter dated August 12, 2021. NWIL has received a letter on May 11, 2022, from the Economic Offenses Wing (“**EOW**”) to appear before it. Subsequently, NWIL's officials visited EOW office in Goa on July 11, 2022, and submitted a reply on July 16, 2022, as directed by the investigation officer. This matter is currently pending.
6. H. R. Verma (“**Complainant**”) filed a criminal complaint (“**Complaint**”) before the Judicial Magistrate First Class, Bhopal (“**Judicial Magistrate**”) under Sections 406, 420, 467, 468, 471 and 120B of the Indian Penal Code, 1860 against Sanjay Kumar, Asha Batham, Anita Gupta and Edelweiss Financial Advisory Limited (now amalgamated with our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”) (collectively, the “**Accused**”) for fraudulent transfer of shares of 4,000 shares of Reliance Industries Limited from their designated accounts. The Judicial Magistrate dismissed the Complaint *vide* an order dated March 16, 2015 (“**Order**”). Subsequently, the Complainant filed a criminal revision petition under Section 397 of the Criminal Procedure Code, 1973 before the District and Sessions Court, Bhopal (“**Court**”) against the Order of the Judicial Magistrate. The Court heard the matter and allowed the petition *vide* order dated December 22, 2015. The matter was remanded back to the lower forum. This matter is currently pending.
7. Baburajan Pillai, a client of our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”), filed a police complaint before S Kollam Police station under Sections 408, 418, 468 and 420 of the Indian Penal Code, 1860 for unauthorised trading in his account. He has alleged that one of NWIL's officials took 300 Bank of India share certificates from the client and carried out unauthorized trading in his account. All the shares were sold at a loss. Branch officials have visited the police station from time to time and have filed requisite documents. Thereafter, a notice dated January 7, 2016 (“**Notice**”), was sent by the police, under Section 91 of Code of Criminal Procedure, 1973 directing NWIL to provide the relevant documents, which have been duly submitted. The matter is currently pending.
8. Rajiv Kumar Saxena (“**Complainant**”) has filed a criminal complaint against our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”) and an employee of NWIL, at the CR Park Police Station, New Delhi for commission of criminal breach of trust, cheating and forgery. The Complainant has alleged that he had paid a total of ₹ 2.5 million to NWIL by way of cheques for the purpose of investment in two schemes, wherein he was promised a return of 2% per month on the investment of ₹ 1 million, while the remaining ₹ 1.5 million was kept with Edelweiss Crossover Opportunities Fund and was to be invested in the NSE IPO. The Complainant has not received any returns nor a copy of the agreement. On June 27, 2022, NWIL's officers appeared before the police and acknowledged the notice dated June 27, 2022. On July 12, 2022, a detailed reply with relevant documents was submitted to the police. The police filed a closure report and specified that the complaint against the leadership team of NWIL does not arise as they are not involved in day-to-day operations. Further, the investigating officer also noted in the report that as per the documents produced on record, no evidence of cheating, criminal breach of trust or forgery was found against NWIL. NWIL has received notice/order dated August 28, 2023, to remain to be present at police station. NWIL filed its reply *vide* letter dated August 31, 2023. This matter is currently pending.
9. A client of our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”), Ratnesh Nigam has filed a complaint before Kesarbagh Police Station, Uttar Pradesh, against Vibhor Shankar, an employee of NWIL. NWIL has filed its detailed replies *vide* letter dated September 30, 2022, and October 13, 2022. Further, Vibhor Shankar, employee of NWIL has filed a first information report on August 23, 2022 (“**FIR**”) against Ratnesh Nigam before Mahanagar Police Station, Uttar Pradesh, under section 323, 342, 504, 506 of Indian Penal Code, 1860 in relation to which, NWIL officials have received notice from police to appear and record statement. Accordingly, Vibhor, along with

Ravi and Manish, who are also employees of NWIL, have recorded their statement on December 24, 2022. This matter is currently pending.

10. A notice dated December 21, 2022, under section 91 of the Code of Criminal Procedure, 1973 was served by SHO, Gurugram in the name of certain officials of our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”) seeking details with respect to a complaint filed by a client of NWIL, Madhur Nayan Singh, alleging unauthorised trades, along with a direction to provide details and documents in the matter. This matter is currently pending.
11. Srimati Iti, a client of Edelweiss Financial Advisors Limited (“**EFAL**”) (now amalgamated with our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”)) (“**Complainant**”) filed an FIR dated June 30, 2012 (“**FIR**”) at Hari Parvat Police Station, Agra (“**Police Station**”) against Saurabh Jain, Richa Jain and Mahendra Jain, authorized persons of NWIL (collectively, the “**Accused**”), under sections 420, 467, 468, 471 read with section 120B of the Indian Penal Code, 1860 and sections 66, 66C and 66D of the Information Technology Act, 2000 for alleged unauthorised trading by modifying her trading account and password. Pursuant to notices dated October 8, 2012, and December 12, 2012, the investigation officer sought KYC documents, trade details, trading account password, user IP details and other documentation from the date of opening trading account by the Complainant from NWIL. NWIL *vide* its letter dated July 15, 2016, replied to the Notices, *inter alia*, stating that addressees were neither the directors nor were they holding any official position in respect of any of the contracting entities in which the Complainant had opened her trading account. The Petitions are pending before Allahabad High Court were clubbed together and listed for hearing on 09 August 2019. This matter is currently pending.
12. George Ommen, a client (“**Complainant**”) filed a criminal case before the Chief Judicial Magistrate at Kochi (“**Court**”) against Anagram Securities Limited (name changed to Edelweiss Financial Advisors Limited (“**EFAL**”) and now amalgamated with our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”)) and other employees for alleged unauthorised trade of ₹ 0.26 million. NWIL has filed its reply stating that the complaint and claim pertains to the period 2006 and Anagram Securities Limited, was acquired by Edelweiss group only in the year 2010 and therefore the promoter of Edelweiss Group cannot be made as party to the proceeding. This matter is currently pending.
13. Writ Petition has been filed before the Bombay High Court by Jaidev Krishnan Iyer, Ashwin Kantilal Mehta, Vimal Kishor Sikchi, and Mahendra Kumar Mohta respectively, who claim to be end investors who have invested their monies and have given shares as collateral to Anugrah Stock & Broking Private Limited (“**Anugrah**”). The Petitioners have alleged that the securities placed by them were wrongfully liquidated by Anugrah and our subsidiary Nuvama Clearing Services Limited formerly known as Edelweiss Custodial Services Limited (“**NCSL**”). The main prayers of these Petitions are to seek a special investigation team to conduct investigation into the affairs of NSE, NCL, BSE, NCSL, ICICI Bank, Anugrah and Teji Mandi Analytics Private Limited and their auditors to ascertain the role played by each of the entities and submit a report. As Economic Offences Wing (“**EOW**”) is already seized of the matter on account of the complaints filed with it by certain end-investors of Anugrah, EOW has been directed to submit a report on the progress of the investigation. The matter is currently pending.
14. One of the end client of Anugrah Stock and Broking Private Limited (“**Anugrah**”), Mr. T Ravi Prakash (“**Complainant**”) had filed the FIR at Central Crime Station, Detective Department (“**CCS, DD**”) at Hyderabad against its Stockbroker Anugrah and its affiliates Teji Mandi. Our Subsidiary, Nuvama Clearing Services Ltd (“**NCSL**”) was made party to the same and had provided information/documents related to the matter to the Police Station at Hyderabad. The investigating officer had deleted the name of NCSL as there was no prima facie case against NCSL. On July 5, 2023, the Additional Chief Metropolitan Magistrate Court at Hyderabad had issued its order dated June 30, 2023 directing that the petition filed by the Complainant is allowed and is again referred to CCS, DD, Hyderabad for further investigation. The matter is currently pending.

Criminal proceedings by our Subsidiaries

1. Our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”) has filed a criminal complaint (“**Complaint**”) dated December 14, 2021, before Station House Officer, Pahar Ganj, New Delhi against its ex-employee’ Ishan Pundit and other unknown persons (“**Accused**”) for having engaged in unauthorised trading in its clients’ account. NWIL has filed a first

information report dated August 26, 2022 (“**FIR**”), under section 420 and 409 of IPC, before Cyber Police Station Central, Delhi against Ishan Pundit. A notice under section 91 has been received from the Central Delhi Police Station on December 14, 2022, seeking further documents and the reply has been submitted on February 06, 2023. Meanwhile, NWIL has also filed an e- complaint before Chief Metropolitan Magistrate, Central, Delhi for amending the names of the accused in the FIR. This matter is currently pending.

2. Our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”) (“**Complainant**”) filed a criminal complaint dated March 2, 2016 (“**Complaint**”) with the Gandhi Nagar Police Station, Jammu against AEN Collective Market Management Private Limited and its directors (collectively, the “**Accused**”) under the applicable criminal laws of the State of Jammu and Kashmir and the Trade Marks Act, 1999, restraining the Accused from posing as the Complainant’s franchise and conducting fraudulent transactions. Subsequently, the Complainant filed an application under the applicable criminal procedure code of the State of Jammu and Kashmir (“**Application**”) before the Chief Judicial Magistrate, Jammu (“**Court**”) for investigation of the Complaint. The Court vide its order dated April 26, 2016, issued a direction to the Gandhi Nagar Police Station, Jammu to register a first information report and commence investigation. Additionally, the Complainant has also filed a complaint dated October 20, 2016, with the cyber-crime cell against the Accused for violating of Sections 66A and 66D of the Information and Technology Act, 2000 by fraudulently and dishonestly using electronic email media by creating fabricated email id ‘*Edel Weiss [edelweissfal@gmail.com]*’. Further, one A.K. Dewani vide his letter dated November 17, 2016, has raised a complaint with the RBI against the Complainant demanding that the value of bonds invested in pursuance of the fraud committed by the Accused be refunded to him stating that the Accused is related to the Complainant. A.K. Dewani has through an undated letter highlighted that the total amount of fake bonds issued by Accused is ₹ 2.33 million. Thereafter, NWIL denied any involvement. The matter is currently pending.
3. Our subsidiary, Nuvama Wealth and Investment Limited, formerly known as Edelweiss Broking Limited (“**NWIL**”), has issued filed a criminal complaint under Section 138 of Negotiable Instruments Act against (i) Lokesh Pandit Sikhwal, (ii) Kishan Gopal Pandit; (iii) Neha Sanjay Oza; and (iv) Pratik Kumar Pandit for the dishonor of six cheques aggregating to ₹ 4.12 million towards recovery of trading dues. This matter is currently pending.
4. Our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“**NWIL**”) has filed a criminal writ petition against State of Maharashtra and Bandra-Kurla Complex police station before High Court at Bombay praying that Central Beaurau of Investigation or any other investigating agency be directed to investigate the offence committed by Pranav Patki under the Indian Penal Code, 1860. This matter is currently pending.
5. On a complaint made by certain end-clients of Anugrah Stock and Broking Private Limited (“**Anugrah**”), the Economic Offence Wing (“**EOW**”) registered first information report dated September 9, 2020, against Anugrah and its affiliates/promoters for defrauding clients under a Ponzi scheme and lured investors with assured returns of 15% to 20%. Although our subsidiary Nuvama Clearing Services Limited formerly known as Edelweiss Custodial Services Limited (“**NCSL**”) is not an accused in that matter, the Economic Offence Wing passed a direction marking a debit lien on NCSL’s clearing account held with Citibank to the tune of ₹4,603.20 million. NCSL challenged this direction before the 47th Additional Chief Metropolitan Magistrate’s Court at Esplanade, Mumbai. The Additional Chief Metropolitan Magistrate’s 47th Court at Esplanade, Mumbai has temporarily lifted the lien on NCSL’s Clearing Account by passing a stay order on NCSL’s undertaking to keep assets worth ₹4,603.20 million belonging to the Group unencumbered. Due to business exigencies, NCSL group entities were required to sell one of the securities listed in the undertaking namely, parcels of land situated at Alibaug. NCSL therefore, made an interim application before the Court inter-alia praying that NCSL be permitted to substitute Alibaug land property with a more liquid security of equivalent value in the form of Compulsory Convertible Debenture (“**CCDs**”) of the group/affiliate company of NCSL. The Court vide its order dated April 21, 2022, rejected the said interim application merely on the ground that once the security has been furnished the same cannot be substituted. Being aggrieved, NCSL filed a criminal writ petition before the High Court of Bombay (“**Court**”) challenging the said order dated April 21, 2022. By an order August 11, 2022, the Court allowed NCSL to withdraw the said petition with a liberty to file fresh application in the event NCSL intends to provide other security as replacement to the previous security. NCSL has filed misc. application dated October 04, 2022, in the session court inter-alia to permit NCSL to substitute the securities given in the undertaking dated October 22, 2020, with the

securities mentioned in the application and other prayers mentioned therein. EOW filed its stay dated October 21, 2022, to the application. NCSL filed its affidavit dated November 04, 2022, with express undertaking that NCSL shall provide additional security in the event of fall in the value of the security provided. By an order dated December 07, 2022, the Sessions Court allowed the application. The original misc. application filed by NCSL before 47th Additional Chief Metropolitan Magistrate's Court at Esplanade, Mumbai is now transferred to the Maharashtra Protection of Interest of Depositors Act ("MPID") court (Session Court). This matter is currently pending.

Material civil litigations involving subsidiaries

1. Jayant Kantilal Sanghvi, a client of our subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited ("**NWIL**") ("**Applicant**") filed an arbitration application dated March 13, 2020, for allegedly carrying out unilateral unauthorised trades in futures segment, and made a claim of ₹ 95.70 million before NSE, Vadodara, *vide* application dated April 30, 2021. NWIL filed its statement of defense dated July 8, 2021. After hearing on July 30, 2021, and August 9, 2021, written arguments were filed by both the parties on August 12, 2021, an award stating a claim of ₹ 95.70 million along with interest of 9% per annum was passed in favour of the applicant *vide* order dated August 18, 2021 ("**Order**"). Challenging the Order, EBL filed an appeal before the NSE, Ahmedabad on October 14, 2021. An award dated March 30, 2022, was passed in favour of the Applicant. NWIL filed an appeal dated June 24, 2022, under Section 34 of the Arbitration & Conciliation Act challenging the award dated March 30, 2022, before Commercial Court at City Civil Court, Ahmedabad ("**Court**"). By further order dated September 3, 2022, the Court had directed NSE to deposit the claim amount with the Court. The Applicant has challenged the aforesaid orders before the Gujarat High Court. An ex-parte interim order dated September 14, 2022, was passed without notice to NWIL staying the order dated September 3, 2022. Further, the Applicant filed a separate application before the Court on September 23, 2022, seeking vacation of the stay on the arbitral awards. This application was disposed of *vide* order dated September 23, 2022, granting NWIL seven days to deposit the amount in court. NWIL has challenged the aforesaid order by way of special civil appeals before the Gujarat High Court. The Gujarat High Court *vide* an order dated October 4, 2022, clarified that no deposit is required to be made as per the order dated September 23, 2022, of the Court. By an order dated November 28, 2022, the arbitral award was upheld by the Court. NWIL challenged the order dated November 28, 2022, before the Gujarat High Court through an application u/s 37 of Arbitration and Conciliation Act, 1996. The appeal has been admitted. This matter is currently pending.
2. On October 4, 2020, our subsidiary Nuvama Clearing Services Limited formerly known as Edelweiss Custodial Services Limited ("**NCSL**") were served with three arbitration petitions ("**Arbitration Petitions**") filed by Lalit Shah, Lalit Shah HUF and Prafulla Shah ("**Petitioners**"), all of whom claim to be clients of Anugrah Stock and Broking Private Limited ("**Anugrah**"). The principal grievance raised in these Arbitration Petitions is that stocks / securities / units entrusted by the petitioners with Anugrah have been wrongly sold by Anugrah and NCSL. The petitioners have also sought a direction that Anugrah and NCSL remit back the securities / stocks / units belonging to the petitioner or deposit in court an equivalent aggregate sum. The petition has been filed under Section 9 of the Arbitration and Conciliation Act, 1996, seeking interim relief pending arbitration. The matter is currently pending.
3. Arebee Shipping Company Private Limited and its promoter family, who claim to be clients of Anugrah Stock and Broking Private Limited ("**Anugrah**"), filed a suit before the Bombay High Court against Anugrah, Teji Mandi and our subsidiary Nuvama Clearing Services Limited formerly known as Edelweiss Custodial Services Limited ("**NCSL**"). The principal allegation in this suit is that Anugrah and Teji Mandi have misused the power of attorney given to them by the client to misappropriate securities/funds of the client. The Bombay High Court has also passed interim orders directing Anugrah and Teji Mandi to file an affidavit of disclosure to disclose ledger accounts, details of trades, etc. executed on behalf of their clients. The matter is currently pending.
4. A writ petition has been filed before the Bombay High Court by Kamal R. Bulchandani and five others ("**Petitioners**"), the end clients of Anugrah Stock & Broking Private Limited ("**Anugrah**") against SEBI, NSE, NSECL, CDSL, our subsidiary Nuvama Clearing Services Limited formerly known as Edelweiss Custodial Services Limited ("**NCSL**") and seven others including EOW. Anugrah, Teji Mandi *inter-alia* challenging the orders passed by the respondent No. 2- NSE wherein NSE had rejected the claims of the Petitioners for reimbursement to the maximum of ₹ 2.5 million each from the Investor Protection Fund on account of losses suffered by unauthorised sale of Petitioner's securities and misappropriation of

margin/funds. The Petitioners have thus made NSE and NCSL parties to the said petition. NCSL is Respondent No. 5 in the petition. The Petitioners have alleged that the securities placed by them were wrongfully liquidated by Anugrah and NCSL. The Petitioners further prayed to appoint retired High Court Judge or any other competent High Court officials to probe into affairs of Anugrah and its allied entities. The matter is currently pending.

5. A writ petition has been filed before the Bombay High Court by Nimish Shah and others including Alpita Apurva Mayekar & others, and Shri Hari Kasaragod Narayanrao and Karim Maredia (collectively, “**Petitioners**”), end clients of Anugrah Stock & Broking Private Limited (“**Anugrah**”) *inter-alia* seeking a direction against SEBI to take action against all Respondents including NSE, NCL, CDSL, our subsidiary Nuvama Clearing Services Limited formerly known as Edelweiss Custodial Services Limited (“**NCSL**”), Anugrah and Teji Mandi, and pass appropriate orders to protect the interest of the Petitioners and other investors. As the petition involves a common cause of action and similar/overlapping reliefs, the parties were given the liberty to make an application to tag the above petition with other writ petitions filed before the Bombay High Court. All the writ petitions have been tagged together and common orders have been passed in all the writ petitions. The matter is currently pending for hearing.

Regulatory proceedings involving our Subsidiaries

1. NSE Clearing Limited (“**NCL**”) had issued a show cause notice dated January 8, 2020 (“**SCN**”), after completing the limited purpose inspection to understand the issue raised by the trading member Vrise Securities Private Limited (“**Vrise**”). NCL made certain observations in its SCN, and a personal hearing was scheduled before Member and Core Settlement Guarantee Fund Committee (“**MCSGFC**”) of NCL. The MCSGF Committee of NCL passed an order dated February 12, 2020, directing our subsidiary Nuvama Clearing Services Limited formerly known as Edelweiss Custodial Services Limited (“**NCSL**”) to reinstate such securities that are liquidated by NCSL. NCSL thereafter filed an appeal against the impugned order with Securities Appellate Tribunal (“**SAT**”) and miscellaneous application and SAT by its order dated February 26, 2020, granted a stay on the matter until the matter is disposed of and directed NCSL to maintain its unutilized and free collateral with NCL above ₹240 million till the appeal has been decided. The hearing has been concluded and the matter is reserved for the final order.
2. Our subsidiary Nuvama Clearing Services Limited formerly known as Edelweiss Custodial Services Limited (“**NCSL**”) has received letter from Economic Offences Wing, Mumbai (“**EOW**”) on November 03, 2021, related to enquiry being conducted on complaint by Yes Bank against Vrise regarding the bank guarantees which was duly responded on November 16, 2021. Further, NCSL received notice for hearing and the same was attended by authorised representatives. Relevant documents are submitted to EOW. This matter is currently pending.
3. NSE Clearing Ltd (“**NCL**”) had issued a Show Cause Notice dated September 19, 2020 (“**SCN**”) after completing the limited purpose inspection to understand the issue raised by the trading member Anugrah Stock & Broking Private Limited (“**Anugrah**”). NCL made certain observations in its SCN, and personal hearing was scheduled before Member and Core Settlement Guarantee Fund Committee (“**MCSGFC**”) of NCL. The MCSGF Committee of NCL passed an order dated October 20, 2020, stating that post detailed scrutiny of NSE and the quantum of securities to be re-instated will be intimated by NSE to our subsidiary Nuvama Clearing Services Limited formerly known as Edelweiss Custodial Services Limited (“**NCSL**”) for further action and also has levied a penalty of ₹0.1 million. NCSL thereafter filed an appeal against the impugned order with Securities Appellate Tribunal (“**SAT**”) and SAT by its order dated November 5, 2020, while granting a stay order directed NCSL to give an undertaking to NCL that NCSL will deposit ₹ 2,120 million or any other amount as may be directed by Tribunal after disposal of appeal. The hearing has been concluded and the matter is reserved for the final order.
4. NSE Clearing Limited (“**NCL**”) had conducted regular inspection on Nuvama Clearing Services Limited formerly known as Edelweiss Custodial Services Limited (“**NCSL**”) and issued show cause notice dated August 24, 2021 with certain observations which was responded by NCSL on September 08, 2021. Personal hearing was concluded before the Member and Core Settlement Guarantee Fund Committee (“**MCSGFC**”) of NCL on October 06, 2021 and in pursuance thereof NCSL submitted its written submission on October 13, 2021. NCL had further sought clarifications on certain points *vide* its letter dated March 17, 2022 which are duly responded by NCSL *vide* its letter dated April 27, 2022 to NCL. NCL had further sought clarifications on certain points *vide* its letter dated September 22, 2022 which was duly responded by NCSL *vide* its letter dated October 14, 2022. NCL *vide* its letter dated October 25, 2022 issues supplementary show

cause notice citing observations and a personal hearing was scheduled on November 01, 2022 before the MCSGFC. NCSL submitted its response on November 15, 2022 and further personal hearing was done on December 06, 2022. NCSL submitted its further written submissions on the supplementary show cause notice *vide* its letter dated December 13, 2022. MCSGFC committee of NCL has *vide* its letter dated March 31, 2023 gave its decision on the matter and proposed to levy a penalty of Rs 2.5 million. NCSL has filed an appeal before SAT on May 11, 2023 which was heard on June 08, 2023, and the SAT has directed to deposit the penalty amount with NCL which will be subject to the result of the captioned appeal. NCSL has deposited the amount with NCL. This matter is currently pending.

5. Our Subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“NWIL”) has been served with summons issued by Investigation Authority (“IA”), Securities and Exchange Board of India (“SEBI”) under section 11C (3) of the Securities and Exchange Board of India Act, 1992 in relation to the trading activities of the NWIL’s client, Bhawarlal Ramnivas Jajoo in the script of Reliance Industries Limited for a period from March 01, 2020 to March 31, 2020. NWIL *vide* its letter dated December 16, 2020, furnished the required information and data along with supporting documents and complied with the same. No further communication is received from IA. The matter is currently pending.
6. Our Subsidiary, Nuvama Wealth and Investment Limited formerly known as Edelweiss Broking Limited (“NWIL”) is in the receipt of the Show Cause Notice dated June 09, 2023, from National Stock Exchange of India Limited alleging financing of its clients’ transaction through Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance Investment Limited) which is a NBFC registered with RBI. It is alleged in the said notice that NWIL is acting as a conduit or front for financing of client transactions through a NBFC. NWIL has filed its response on June 30, 2023. The matter is currently pending.

Tax proceedings involving our Subsidiaries

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings*
Direct Tax (A)		
Income Tax	17	285.74
Indirect Tax (B)		
Sales Tax and VAT (1)	Nil	Nil
Service Tax (2)	4	1.24
Goods and Services tax (3)	1	0.63
Total (1+2+3)	5	1.87
Total (A+B)	22	287.61

*To the extent quantifiable

Litigation involving our Group Companies

There is no pending litigation involving the Group Companies which has a material impact on our Company.

Outstanding dues to small scale undertakings or any other creditors

As of March 31, 2023, the total trade payables of our Company, on a consolidated basis, were ₹17,565.91 million. In terms of the Materiality Policy, our Board considers such creditors ‘material’ to whom the amount due exceeds 5 per cent of the consolidated trade payables of our Company, i.e., ₹878.30 million, as of March 31, 2023. The details of outstanding dues to creditors, as on March 31, 2023, are as follows:

(in ₹ million)

Particulars	No. of creditors	Amount due
Micro, small or medium enterprises*	103	80.73
Material creditors	2	2,502.44
Other creditors	83,588**	14,982.74

*Based on available information regarding status of suppliers as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006.

** Count does not include provision for expenses.

There are no overdues to any of our material creditors.

Material Developments:

Except as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 351 and elsewhere in this Information Memorandum, there have been no material developments since the date of the last audited Restated Consolidated Financial Information i.e., as on March 31, 2023.

GOVERNMENT APPROVALS

The list below is an indicative list of material approvals applicable to our Company and its material Subsidiaries. In view of these approvals, our Company and the material Subsidiaries can undertake their business activities. Unless stated otherwise, we have obtained necessary material approvals from the relevant governmental and regulatory authorities, and these are valid as on the date of this Information Memorandum. The approvals disclosed below for which applications have been made and are yet to be received, and those for which applications are yet to be made, are independent of the approvals that are being / will be transferred to our Company pursuant to the Scheme.

Material approvals of our Company

(a) Incorporation details

Certificate of incorporation dated August 20, 1993, issued to our Company by the Registrar of Companies, Maharashtra at Mumbai and subsequent certificates of incorporation issued pursuant to changes in the name and/or registered office of the Company.

(b) Approvals from taxation authorities

- (i) The permanent account number of our Company is AAACK3792N.
- (ii) The tax deduction account number of our Company is MUMR14684F.
- (iii) A state-wise break down of the goods and services tax registration number of our Company is as follows

State	GSTIN
Maharashtra	27AAACK3792N1Z0
Gujarat	24AAACK3792N1Z6
Rajasthan	08AAACK3792N1Z0
Delhi	07AAACK3792N1Z2
West Bengal	19AAACK3792N1ZX
Karnataka	29AAACK3792N1ZW
Tamil Nādu	33AAACK3792N1Z7
Telangana	36AAACK3792N1Z1

(c) Approvals in relation to our general business activities:

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
SEBI	Member of Capital Market Segment of NSE	INZ000166136	May 8, 2003	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Member of F&O Derivatives Segment of NSE	INZ000166136	May 7, 2003	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Clearing Member of F&O Derivatives Segment of NSE	INZ000166136	March 14, 2007	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Cum Clearing Member of CDS Derivative Segment of NSE	INZ000166136	September 6, 2008	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Multiple Member of Capital Market Segment of BSE	INZ000166136	December 31, 2004	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
	Trading Member of F&O Derivatives Segment of BSE	INZ000166136	March 16, 2006	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Clearing Member of F&O Derivatives Segment of BSE	INZ000166136	October 11, 2007	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Member of CDS Derivatives Segment of BSE	INZ000166136	September 16, 2013	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Clearing Member of CDS Derivatives Segment of BSE	INZ000166136	November 26, 2013	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Multiple Member of Capital Market Segment of MSEI ⁽¹⁾	INZ000166136	December 11, 2012	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Cum Clearing Member of F&O Derivatives Segment of MSEI ⁽¹⁾	INZ000166136	December 11, 2012	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Cum Clearing Member of CDS Derivatives Segment of MSEI ⁽¹⁾	INZ000166136	October 1, 2008	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Cum Clearing Member of Debt Market segment of BSE	Not applicable	June 17, 2013	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Cum Clearing Member of Debt Market segment of NSE	Letter No. NSE/MEM/11933/102014	May 17, 2013	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Cum Clearing Member of Debt Market segment of MSEI ⁽¹⁾	Letter No. MCX-SX/MEM/379/2014/1776	March 24, 2013	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Member of MCX	INZ000166136	May 5, 2022	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Member of NCDEX	INZ000166136	July 1, 2022	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Investment Adviser	INA000018364	September 08, 2023	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	BSE Administration & Supervision Ltd.	2041	August 14, 2023	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Research Analyst	INH000011316	January 27, 2023	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
AMFI	Mutual Fund Distribution	ARN-3857	March 27, 2019	March 28, 2025
SEBI	Merchant Banking	INM000013004	June 09, 2023	Valid till it is suspended, cancelled, surrendered,

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
				revoked in accordance with the regulations

Note: (1) The company has made an application dated September 07, 2023 for the surrender of membership and the same is pending with regulatory authorities.

(d) **Pending applications for fresh approvals / renewals made by our Company**

Nil

(e) **Approvals for which applications are yet to be made**

Nil

Material approvals of our material Subsidiary

(a) **Approvals in relation to our material Subsidiary's general business activities:**

Nuvama Clearing Services Limited (Edelweiss Custodial Services Limited)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
SEBI	PCM - F&O Derivatives Segment of NSE Clearing Ltd	INZ000177437	June 09, 2011	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	PCM - CDS Derivatives Segment of NSE Clearing Ltd	INZ000177437	June 09, 2011	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	PCM - F&O Derivatives Segment of ICCL	INZ000177437	June 09, 2011	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	PCM - CDS Derivatives Segment of ICCL	INZ000177437	April 13, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	PCM - National Commodity Clearing Limited	INZ000177437	September 14, 2018	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	PCM - Multi Commodity Exchange Clearing Corporation Limited	INZ000177437	July 05, 2018	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	PCM - Commodity Segment of NSE Clearing Ltd	INZ000177437	October 05, 2018	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	PCM - Commodity Segment of ICCL	INZ000177437	September 28, 2018	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations

Nuvama Wealth and Investment Limited (formerly Edelweiss Broking Limited)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
SEBI	Trading and Clearing Member of Capital Market segment of NSE	INZ000005231	March 24, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
	Trading Member of F&O Derivatives Segment of NSE	INZ000005231	March 24, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Member of Currency Derivatives Segment of NSE	INZ000005231	March 24, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading and Clearing Member of Capital Market segment of BSE	INZ000005231	March 24, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Member of F&O Derivatives Segment of BSE	INZ000005231	March 24, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading member of CDS Derivatives Segment of BSE	INZ000005231	November 28, 2014	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Member of Capital Market segment of MSEI ⁽¹⁾	INZ000005231	March 24, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Member of F&O Derivatives segment of MSEI ⁽¹⁾	INZ000005231	March 24, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading member of Currency Derivatives Segment of MSEI ⁽¹⁾	INZ000005231	March 24, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading member of Debt Segment of BSE	INZ000005231	August 08, 2016	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading member of Debt Segment of NSE	INZ000005231	October 18, 2016	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading member of Commodity segment of MCX	INZ000005231	June 01, 2019	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading member of the Commodity Segment of NCDEX	INZ000005231	July 03, 2019	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Depository Participant (CDSL)	IN-DP-656-2021	November 02, 2017	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Depository Participant (NDSL)	IN-DP-656-2021	June 23, 2014	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Research Analyst	INH000011103	March 19, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
AMFI	Mutual Fund Distribution	ARN-70892	December 29, 2019	December 28, 2025

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
Insurance Regulatory and Development Authority	Corporate Agent (Composite for Life, General and Health)	CA0131	April 01, 2019	March 31, 2025
Legal Entity Identifier (LEI)	Legal Entity Identifier (LEI)	3358008AWVS QLR3UNH13	July 03, 2019	July 03, 2025
CCRL	Repository Participant	12032333	September 11, 2018	September 10, 2028
NERL	Repository Participant	R72	June 28, 2013	Not applicable

Note: (1) Nuvama Wealth & Investments Limited has made an application dated September 8, 2023 for the surrender of membership and the same is pending with regulatory authorities.

Nuvama Wealth Finance Limited (formerly Edelweiss Finance & Investments Limited)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
RBI	NBFC not accepting public deposits	B-13.02144	December 13, 2016	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations

Nuvama Capital Services (IFSC) Limited (Formerly Edelweiss Securities (IFSC) Ltd)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
IFSCA	Trading Cum Clearing Member of NSE IFSC	IFSCA Reg. No.: INZ000097238	March 28, 2017	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Trading Cum Clearing Member of India INX	IFSCA Reg. No.: INZ000097238	January 11, 2017	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Legal Entity Identifier (LEI)	335800GD8Z8 M57SWW617	September 30, 2018	September 27, 2023
Legal Entity Identifier	(LEI)	335800GD8Z8 M57SWW617	September 30, 2018	September 27, 2023
Development Commissioner Special Economic Zone	SEZ unit	6386	January 16, 2017	January 15, 2027

Nuvama Financial Services (UK) Limited (formerly Edelweiss Financial Services (UK) Ltd.)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
Financial Conduct Authority, UK	Advising on Investments, Arranging Deals in Investments, Making arrangements with a view to transactions in investments	Firm Ref No. 742256	October 10, 2016	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations

Nuvama Investment Advisors Private Limited (formerly Edelweiss Investment Advisors Private Ltd)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
MAS, Singapore	Capital Markets Services License for (1) Dealing in Capital Markets Products (2)	CMS100461	April 8, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations

	providing Custodial Services (3) Dealing in CIS (Capital introduction to CIS / Investment Managers with no revenue model)			

Nuvama Investment Advisors (Hong Kong) Private Limited (formerly Edelweiss Securities (Hong Kong) Private Limited)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
SFC, Hong Kong	Dealing in Securities, Dealing in Futures Contracts, Advising on Securities, Advising on Futures Contracts CE No. BOM874	CE No. BOM874	April 14, 2020	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations

Nuvama Asset Management Limited (Formerly ESL Securities Limited)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
Securities and Exchange Board of India (SEBI) & International Financial Services Centres Authority (IFSCA)	Nuvama Private Investments Trust	IN/AIF2/20-21/0858	February 08, 2021	Perpetual
	Nuvama Alternative Strategies Trust	IN/AIF3/20-21/0857	February 08, 2021	Perpetual
	Nuvama Private Opportunities Trust	IN/AIF2/22-23/1113	August 17, 2022	Perpetual
	Portfolio Manager	INP000007207	May 04, 2021	Perpetual
	Fund Management Entity (Non-Retail) via its IFSC branch	IFSCA/FME/II/2022-23/049	November 28, 2022	Perpetual

Nuvama Custodial Services Limited (Formerly Edelweiss Capital Services Limited)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
SEBI	Custodian	IN/CUS/027	March 25, 2021	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Designated Depository Participant	Letter no. SEBI/HO/IMD/FPI&C/2021/0012097/1	June 11, 2021	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Depository Participant with NSDL	IN-DP-585-2021	May 03, 2021	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Custodian Clearing Member of ICCL in the Equity Cash Segment	894	June 21, 2021	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations
	Custodian Clearing Member of NCL in the Equity Cash Segment	C52053	April 16, 2021	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations

Nuvama Financial Services Inc. (formerly Edelweiss Financial Services Inc.)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
Financial Industry Regulatory Authority	Broker Dealer Licence with Research Distribution	CRD No. 172455	February 24, 2015	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations

Nuvama Investment Advisors LLC (formerly EAAA LLC)

Regulator	Business Activity	Registration No.	Date of Registration	Date of Expiry (where applicable)
Financial Services Commission	(1) Global Business Licence (2) Investment Adviser (Unrestricted) Licence	C109007422	(1) May 26, 2009 (2) August 4, 2009	Valid till it is suspended, cancelled, surrendered, revoked in accordance with the regulations

(b) Pending applications for fresh approvals / renewals made by our material Subsidiaries

Nil

(c) Approvals for which applications are yet to be made

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for listing

The Scheme of Arrangement was approved by the Board of Directors of our Company and Edelweiss Financial Services Limited, on May 13, 2022.

The NCLT, vide its order dated April 27, 2023, approved the Scheme of Arrangement between Edelweiss Financial Services Limited and our Company in accordance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. The Scheme provides for demerger, transfer and vesting of entire undertaking of Edelweiss Financial Services Limited (“**EFSL**” or “**Demerged Company**”) pertaining to wealth management business from the Demerged Company into Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*) (“**Resulting Company**” or “**NWML**”) on a going concern basis and reduction of capital of the Resulting Company.

In context of the Scheme, “Appointed Date” means Effective Date, or such other date (if any) as may be decided by the Boards of the Parties and “Effective Date” means date on which last of the conditions specified in Clause 19 (Conditions Precedent) of the Scheme are complied with or waived, as may be applicable. The Scheme shall become operative from the Effective date and effective from the Appointed Date.

The Resulting Company shall issue and allot its equity shares on a proportionate basis to shareholders of the Demerged Company, in the manner given below:

“issue and allot 1,05,28,746 (one crore five lakhs twenty eight thousand seven hundred and forty six) fully paid up equity shares of INR 10 (Indian Rupees Ten) each of the Resulting Company, credited as fully paid up, to the equity shareholders of the Demerged Company whose name is recorded in the register of members/ records of the depository as members of the Demerged Company as on the Record Date, in each case, in proportion to the number of equity shares held by the shareholders in the Demerged Company”.

With effect from the Effective Date, the paid-up equity share capital of the Resulting Company to the extent held by Demerged Company, as on Effective Date shall without any further application, act, instrument or deed, stand cancelled, extinguished and annulled.

In accordance with the Scheme, the Equity Shares of our Company, issued pursuant to the Scheme, shall be listed and admitted to trading on BSE and NSE. Such admission and listing are not automatic and will be subject to fulfilment by our Company of the respective listing criteria of the Stock Exchanges and such other terms and conditions as may be prescribed by the respective Stock Exchanges at the time of the application made by our Company seeking approval for listing.

Eligibility criterion

There being no initial public offering or rights issue, the eligibility criteria prescribed under the SEBI ICDR Regulations are not applicable. SEBI vide its circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (the “**SEBI Circular**”) has subject to certain conditions permitted unlisted issuer companies to make an application for relaxing from the strict enforcement of Rule 19(2)(b) of SCRR thereof by making an application to SEBI under sub-rule (7) of Rule 19 of the SCRR as per the SEBI Circular. SEBI vide its letter no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/38079/1 dated September 13, 2023 granted relaxation under sub-rule (7) of Rule 19 of the SCRR. Our Company will submit the Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for public issues, as applicable to BSE and NSE and the Information Memorandum shall be made available to public through the respective websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com.

Our Company will publish an advertisement in the newspapers containing its details in line with the SEBI Circular

Prohibition by Securities and Exchange Board of India

Our Company, Subsidiaries, Directors, Promoter, Promoter Group and persons in control of our Company are not prohibited from accessing the capital markets or debarred from buying, selling, or dealing in securities under any

order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

Association with the Securities Market

Further, none of the Directors of the Company are associated with the securities market in any manner, and SEBI has not initiated any action against any entity, with whom the Directors of the Company are associated in the past five years preceding the date of this Information Memorandum.

Identification as wilful defaulter by Reserve Bank of India

Our Company, Promoter and Directors have not been identified as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Fugitive Economic Offences

Our Directors have not been declared as fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Disclaimer in respect of Jurisdiction

Any dispute arising out of this Information Memorandum will be subject to the jurisdiction of the appropriate court(s) of Mumbai only.

Disclaimer Clause of the BSE

BSE *vide* its letter bearing reference no. DCS/AMAL/TL/IP/2599/2022-23 dated December 15, 2022, approved the Scheme of Arrangement under Regulation 37 of the SEBI Listing Regulations and by virtue of the said approval, BSE's name has been included in this Information Memorandum as one of the Stock Exchanges on which our Company's Equity Shares are proposed to be listed. As required, a copy of this Information Memorandum has been submitted to BSE.

Disclaimer Clause of the NSE

NSE has *vide* its letter bearing reference no. NSE/LIST/31261 dated December 16, 2022, approved the Scheme of Arrangement under Regulation 37 of the SEBI Listing Regulations and by virtue of the said approval, NSE's name is included in this Information Memorandum as one of the Stock Exchanges on which our Company's Equity securities are proposed to be listed. As required, a copy of this Information Memorandum has been submitted to NSE.

General Disclaimer from our Company

Our Company accepts no responsibility for statements made otherwise than in this Information Memorandum or in the advertisements to be published in terms of Para II (A)(5) of the SEBI Circular or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information will be available for a section of the investors in any manner.

Listing

Applications have been made to BSE and NSE for an official quotation of the Equity Shares of our Company. Our Company has nominated BSE Limited as the Designated Stock Exchange for the aforesaid listing of Equity Shares. Our Company has taken steps for completion of necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above within a period as approved by SEBI.

Listing Approval from BSE and NSE

Our Company has obtained in-principle listing approvals from BSE and NSE on August 16, 2023 and August 17, 2023, respectively. Our Company shall make the applications for final listing and trading approvals from BSE and NSE.

Exemption under securities laws

Our Company was granted an exemption from the application of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 by the SEBI *vide* the letter no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/38079/1 dated September 13, 2023.

Filing

A copy of this Information Memorandum has been filed with BSE and NSE.

Demat Credit

Our Company has executed a Tripartite Agreement with the Depositories i.e., NSDL and CDSL, on November 20, 2019, and June 21, 2002, respectively for admitting our Equity Shares in dematerialized form. Our Company has been allotted INR000000197 as the ISIN.

Expert opinions

We have not obtained any expert opinions for the purpose of this Information Memorandum.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues during the five years preceding the date of this Information Memorandum.

Underwriting commission, brokerage and selling commission paid on previous issues of the Equity Shares

No sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Information Memorandum.

Securities issue during the previous three years by our Company, listed Group Companies and listed Subsidiaries of our Company

Our Company has not undertaken a capital issue to the public in the last three years preceding the date of this Information Memorandum. Except as disclosed below, our Company has no listed Subsidiary or listed Group Companies which have undertaken any capital issue to the public during the previous three years preceding the date of this Information Memorandum:

- The board of directors and shareholders of Nuvama Wealth Finance Limited (“**NWFL**”), at its meetings held on November 11, 2019 and September 09, 2014, respectively approved the proposal of issue of secured redeemable non-convertible debentures of the face value of ₹ 1000 each (“**NCDs**”) by way of a public issue on the BSE Limited (“**BSE**”) for an amount of ₹1,250 million (“**Base Issue Size**”) with an option to retain oversubscription up to ₹1,250 million aggregating up to ₹2,500 million, in accordance with the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended and the Companies Act, 2013, as amended. NWFL allotted 22,19,128 NCDs having face value of ₹ 1,000 each at par aggregating to ₹ 2,21,91,28,000. NWFL received the listing approval BSE on February 6, 2020.
- The board of directors and shareholders of Nuvama Wealth and Investment Limited (“**NWIL**”), at its meetings held on January 21, 2022 and January 28, 2022 respectively approved the proposal of issue of secured redeemable non-convertible debentures of the face value of ₹ 1000 each (“**NCDs**”) by way of a public issue on the BSE Limited (“**BSE**”), ₹1,500 million with an option to retain over-subscription up to ₹1,500 million aggregating up to ₹3,000 million, in accordance with the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended and the Companies Act, 2013, as amended. NWIL allotted 29,80,439 NCDs

having face value of ₹ 1000 each at par aggregating to ₹ 2,98,04,39,000. NWIL received the listing approval BSE on July 19, 2022.

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 Information Memorandum.

Performance vis-à-vis objects - Public/rights issue of the listed Subsidiaries and Group Companies of our Company

Our Company has no listed Subsidiary or listed Group Companies except Edelweiss Financial Services Limited, ECL Finance Limited, Edel Finance Company Limited, ECap Equities Limited, Edelweiss Alternative Asset Advisors Limited, Edelweiss Asset Reconstruction Company Limited, Nido Home Finance Limited, Edelweiss Retail Finance Limited, Edelweiss Rural & Corporate Services Limited, Nuvama Wealth Finance Limited and Nuvama Wealth and Investment Limited whose debt securities are listed. Except as disclosed in this Information Memorandum, Our listed Group Companies and listed Subsidiaries have not undertaken any public or rights issue in the five years preceding the date of this Information Memorandum. NWFL and NWIL, have recently concluded the issuance of NCDs through public issuance on BSE. Accordingly, NWFL and NWIL have met all objects mentioned in the offer document.

Stock Market Data of Equity Shares of our Company

The Equity shares of the Company are not listed on any Stock Exchanges. The Company is seeking approval for the listing of shares through this Information Memorandum.

Disposal of Investor Grievances

TSR Consulting Private Limited is the Registrar and Share Transfer Agent of the Company to accept the documents/requests/complaints from the investors/shareholders of the Company. All documents are received at the inward department, where the same are classified based on the nature of the queries/actions to be taken and coded accordingly. The documents are then electronically captured before forwarding to the respective processing units. The documents are processed by professionally trained personnel. The Company has set up service standards for each of the various processes involved such as effecting the transfer/dematerialization of securities/change of address. Our Company estimates that the average time required by us or the Registrar and Share Transfer Agent for redressal of investor grievances will range from 7 business days to 15 business days from the date of receipt of complaint.

Shareholders can express their grievances by sending mails to investor.services@nuvama.com or raise complaints in SCORES (common portal introduced by SEBI). Further, the Shareholders can also raise their grievances with our Company Secretary. As on the date of this Information Memorandum our Company, has not received any investor complaints since incorporation.

Sneha Patwardhan is the Company Secretary and Compliance Officer of the Company and is vested with responsibility of addressing the Investor Grievance(s) in coordination with Registrar & Share Transfer Agent.

Company Secretary and Compliance Officer

Sneha Patwardhan

801- 804, Wing A, Building No. 3,
Inspire BKC, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai – 400 051
E-mail: Sneha.Patwardhan@nuvama.com

Capitalisation of reserves or profits or revaluation of assets

Other than as disclosed below, there has been no capitalization of our reserves or profits or revaluation of our assets since incorporation to the date of this Information Memorandum:

On August 14, 2012, 2,01,64,366 equity shares of face value of ₹10 each were allotted to Edelweiss Financial Services Limited as bonus shares in the ratio of 10:3.

The Company decided to move to a revaluation model from a cost model for accounting a class of asset (i.e., building) as of 31st March 2020. The management approved revaluation of owned buildings classified under property, plant and equipment after assessing the valuation made by duly appointed independent valuer. These valuations were determined on the basis of the open market values of similar property and its intrinsic value. The Management approved this valuation at ₹ 662.56 million. The Company had in Fiscal 2020 recognized a revaluation gain of ₹ 485.98 million and deferred tax liability on it of ₹ 169.82 million through 'Other Comprehensive Income'.

Issuances for consideration other than Cash

For details in relation to the allotment of Equity Shares for consideration other than cash, see "*Capital Structure*" on page 48.

Outstanding debenture or bonds or redeemable preference shares or other instruments issued by our Company

As on date of this Information Memorandum, there are no outstanding debenture or bonds or redeemable preference shares or other instruments by our Company.

Change in auditors

There has been no change in the statutory auditors of the Company during the last three years preceding the date of this Information Memorandum.

Other confirmations

There has been no default in payment of listing fees to any stock exchange in the last three years by our Company, Subsidiaries, Promoter, Group Companies, or members of the Promoter Group.

Neither our Company, nor our Subsidiaries, Group Companies, or entities forming part of our Promoter Group have been delisted from any stock exchange.

Neither our Promoter, nor individuals forming part of our Promoter Group, are or were promoter or directors of any company which was delisted from any stock exchange.

Neither the shares of our Company, nor those of our Subsidiaries, Group Companies, or entities forming part of our Promoter Group have been suspended from trading on any stock exchange.

Neither our Promoter, nor individuals forming part of our Promoter Group, are or were promoter or directors of any company whose shares were suspended from being traded on any stock exchange during the term of their directorship or them being promoters in such company.

There have been no proceedings initiated by the SEBI or any other regulatory authority in connection with investor related issues, or otherwise, against our Company, Subsidiaries, Promoter, Group Companies, or members of the Promoter Group, except to the extent, if any, disclosed in the section "*Outstanding Litigation and Other Material Developments*" on page 395.

SECTION VIII – OTHER INFORMATION

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF NUVAMNA WEALTH MANAGEMENT LIMITED

Applicability of Table “F”: The regulations for the management of the Company shall be those as contained in these Articles and the matters in respect of which no regulation is specified herein, regulations as contained in Table F in Schedule I to the Companies Act, 2013 shall be applicable.

Interpretation

1. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force:
 - (a) “Act” means the Companies Act, 2013, or any statutory modification or re-enactment thereof from time to time and shall include the rules and regulations framed thereunder.
 - (b) “Applicable Law” means the laws that apply to a Person, and shall include: (a) any law, legislation, statute, act, regulation, subordinate legislation, rule, by-law, order, proclamation, decree, ordinance, directive or code which is enacted, issued or promulgated by a Governmental Authority; (b) the rules and regulations of any stock exchange; (c) principles of law established by judgements or decisions of courts; and (d) any Authorisations (including any conditions or requirements under them).
 - (c) “Authorisation” means any permit, permission, license, approval, authorization, consent, clearance, waiver, grant, license, franchise, concession, no objection certificate, certificate, exemption, order, registration, declaration, report, decree, notice or other authorization of whatever nature and by whatever name called granted by any Governmental Authority.
 - (d) “Board” or “Board of Directors” means the board of directors for the time being of the Company.
 - (e) “Committee” means a committee constituted by the Board.
 - (f) “Company” means Nuvama Wealth Management Limited.
 - (g) “Director” means a director appointed to the Board of Directors of the Company.
 - (h) “Governmental Authority(ies)” means any government (supranational (including the European Union and its successor entities) national, state or local), any department, agency, instrumentality, officer or minister of any government, quasi-governmental or private body exercising any regulatory or governmental authority, judicial authority, quasi-judicial authority, arbitrator or such other law, rule or regulation-making entity having jurisdiction.
 - (i) “Office” means the registered office for the time being of the Company.
 - (j) “Person” means any natural person, firm, company, Governmental Authority, joint venture, association, partnership, limited liability partnership, trust, body corporate or other entity (whether or not having separate legal personality).
 - (k) “Seal” means the common seal of the Company.
 - (l) “In writing” and “written” include printing, lithography and other modes of representing or reproducing words in a visible form.
 - (m) Article headings are for reference only and shall not affect the construction or interpretation of these Articles.

- (n) Reference to any applicable law includes a reference to such applicable law as amended or re-enacted from time to time, and any rule or regulation promulgated thereunder.
- (o) Words importing the singular number only include the plural number and vice versa.

General Authority

- 2. Wherever under Applicable Law it has been provided that the Company shall have any right privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its articles of association then and in that case this regulation shall (unless herein otherwise provided) authorise and empower the Company to have such right privilege or authority to carry out such transaction as has been permitted by Applicable Law without there being any specific regulation in that behalf herein provided.

Share Capital and variation of rights

- 3. Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the Company 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 par, at a premium or, subject to Section 53 of the Act, at a discount, and at such time as they may from time to time think fit and with sanction of the Company in the general meeting to give to any Person or Persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting.
- 4. Subject to the provisions of Applicable Law and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind, whatsoever, sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued either as fully paid-up or partly paid-up otherwise than for cash.
- 5. The Company may issue the following kinds of shares in accordance with these Articles, the Act and other Applicable Laws:
 - (a) equity share capital:
 - i. With voting rights; and/or
 - ii. With differential rights as to dividend, voting or otherwise in accordance with the Act; and
 - (b) preference share capital.
- 6.
 - (1) Every Person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided—
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - (2) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the company secretary, wherever the Company has appointed a company secretary.

Provided that the common seal shall be affixed in the presence of the persons required to sign the

certificate.

- (3) In respect of any share or shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
7.
 - (1) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to 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, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.
 - (2) Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other act, or Applicable Law in this behalf.
 - (3) The provisions of Articles 6 and 7 shall *mutatis mutandis* apply to debentures of the Company.
8. The Company or an investor may exercise an option to issue, deal in, hold the securities (including equity shares) with a depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof.
9.
 - (1) The Company may exercise the powers of paying commission conferred by the Act to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act.
 - (2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act.
10.
 - (1) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class as prescribed by the Act.
 - (2) The provisions of this Article shall *mutatis mutandis* apply to other securities including debentures of the Company.
 - (3) To every such separate meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply.
11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
12. Subject to Applicable Law, the Board shall have the power to issue preference shares of one or more classes which are liable to be redeemed, or converted into equity shares or other securities, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
13. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held

by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon, provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of this Article shall *mutatis mutandis* apply to the calls on debentures of the Company.

14. The option or right to call on shares shall not be given to any person except with the sanction of the Company in general meeting.
15. Subject to the provisions of Applicable Law, any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the general meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the general meeting by a special resolution.
16. A further issue of securities may be made in any manner and on such terms, whatsoever, as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with Applicable Law and the provisions of these Articles.

Further Issue of Shares

17.
 - (1) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—
 - (a) to Persons who, at the date of the offer, are holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—
 - (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed under Applicable Law and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
 - (ii) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in sub-Article 17 (1) (a) (i) shall contain a statement of this right;
 - (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the Company;
 - (b) to employees under a scheme of employees' stock option, subject to Applicable Law.
 - (c) to any Persons, if it is authorised by a special resolution, whether or not those Persons include the Persons referred to in Article 17 (1) (a) or Article 17 (1) (b), either for cash or for a consideration other than cash, if the price of such shares is determined in accordance with applicable regulations issued by the Securities and Exchange Board of India (if any).
 - (2) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert

such debentures or loans into shares in the Company. Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

Lien

18.

- (1) The Company shall have a first and paramount lien—
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a Person, for all monies presently payable by him or his estate to the Company:

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (2) Fully paid shares of the Company will be free from all lien, while in the case of partly paid shares, the Company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such shares.
- (3) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.
- (4) Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any, on such shares. The Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this Article.

19. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the Person entitled thereto by reason of his death or insolvency or otherwise.

20.

- (1) To give effect to any such sale, the Board may authorise a Person to transfer the shares sold to the purchaser thereof.
- (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
- (4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

21.

- (1) The proceeds of the sale shall be received by the Company and applied in the payment of such part of the amount in respect of which the lien exists as is presently payable.
- (2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the

shares before the sale, be paid to the Person entitled to the shares at the date of the sale.

22. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
23. The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Transfer of Shares

24.
 - (1) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
 - (2) The instrument of transfer shall be in common form, in writing and all provisions of Section 56 of the Act shall be duly complied with in respect of all transfer of shares and registration thereof.
25. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
26. The Board may, subject to the right of appeal conferred by the Act decline to register—
 - (a) the transfer of a share, not being a fully paid share, to a Person of whom they do not approve; or
 - (b) any transfer of shares on which the Company has a lien.
27. In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless—
 - (a) the instrument of transfer is in the form as prescribed in rules made under the Act;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
28. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
29. The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.
30. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

Alteration of Capital

31. Subject to the provisions of the Act and Applicable Laws, the Company may, by an ordinary resolution:-
 - (a) increase the share capital by such sum, to be divided into shares of such amount, as it may think expedient;

- (b) consolidate and divide all or any of 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 Applicable Law;
 - (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum of association of the Company;
 - (e) 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.
32. The Company may, subject to compliance with provisions of the Applicable Law, reduce in any manner and in accordance with the provisions of Applicable Law:-
- (a) its share capital; and/or
 - (b) any capital redemption reserve account; and/or
 - (c) any security premium account; and/or
 - (d) any other reserve in the nature of share capital.

Capitalisation of profits

- 33.
- (1) The Company may, in accordance with provisions of the Act and subject to Applicable Law, resolve—
 - (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve account(s), or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in Article 33 (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
 - (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Article 33 (3) hereunder, either in or towards—
 - (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) partly in the way specified in sub-Article 33 (2) (a) and partly in that specified in sub-Article 33 (2) (b);
 - (3) The securities premium account and/or the capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of un- issued shares to be issued to the members of the Company as fully paid bonus shares;
 - (4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
- 34.
- (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

- (a) make all appropriations and applications of the amount resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (2) The Board shall have the power—
 - (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (3) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of Securities

- 35. Notwithstanding anything contained in these Articles but subject to all applicable provisions of Applicable Law, the Company may purchase its own shares or other specified securities as per Applicable Law.

General Meetings

- 36. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 37. The Board may, whenever it thinks fit, call an extraordinary general meeting.

Proceedings at General Meetings

- 38.
 - (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - (2) The quorum for the general meetings shall be as provided under Applicable Law.
- 39. The Chairperson, if any, of the Board shall preside as a chairperson (“**Chairperson**”) at every general meeting of the Company.
- 40. No business shall be discussed or transacted at any general meeting except the election of the Chairperson, whilst the chair is vacant.
- 41. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be chairperson of the meeting.
- 42. If at any meeting no Director is willing to act as chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be chairperson of the meeting.
- 43. On any business at any general meeting, in case of an equality of votes, whether electronically or on a poll, the Chairperson shall not have a second or casting vote.

Adjournment of General Meeting

44.

- (1) The Chairperson may, *suo moto*, or with the consent of the meeting at which the quorum is present and, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (4) Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting Rights

45. Subject to any rights or restrictions for the time being attached to any class or classes of shares—

- (a) on a poll or electronically, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

46. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

47.

- (1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members maintained by the Company.

48. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether electronically or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share(s) shall be by his guardian or any one of his guardians.

49. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

50. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised the right of lien.

51. No objection shall be raised to the qualification of any voter except at a general meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

52.

- (1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or authorized representative (if the member is a body corporate), or through another person as a proxy on his behalf, subject to the provisions of the Act.
- (2) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the Office or such other place as may be fixed in that behalf, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or,

in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

53. An instrument appointing a proxy shall be in the form as prescribed in the Act.
54. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

55. Subject to Applicable Law, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing a special resolution at a general meeting.
- 56.
- (1) The Board may elect a chairperson of its meetings (“**Board Chairperson**”) and determine the period for which he is to hold office.
 - (2) If no such Board Chairperson is elected, or if at any meeting the Board Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be chairperson of the meeting.
57. The same individual may, at the same time, be appointed as the Board Chairperson as well as the managing director/executive director/chief executive officer of the Company.
- 58.
- (1) The remuneration payable to the Directors, including any managing director, whole-time director, executive director or manager, if any, shall be determined in accordance with and subject to the provisions of Applicable Law.
 - (2) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them—
 - (a) in attending and returning from meetings of the Board of Directors or any Committee thereof or general meetings of the Company; and
 - (b) in connection with the business of the Company.
59. The Company may exercise the powers conferred on it under the provisions of the Act with regard to the keeping of a foreign register; and the Board may make and vary such regulations as it may think fit in keeping of any such register.
60. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such Person and in such manner as the Board shall from time to time by resolution determine.
- 61.
- (1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
 - (2) Subject to the provisions of the Act, such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a

Director at that meeting.

62.

- (1) Subject to the provisions of the Act, the Board may appoint an alternate Director to act for a Director during his absence for a period of not less than three months from India.
- (2) The Board may appoint any person as a Director nominated by the government/any institution/financial institution/banks and others in pursuance of the provisions of any law for the time being in force or of any agreement.

63.

- (1) If the office of any Director appointed by the Company in a general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
- (2) The Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held the office if it had not been vacated.

Proceedings of the Board

64.

- (1) Subject to Applicable Law, the Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (2) The Board Chairperson or any Director with the prior consent of the Board Chairperson may, and the manager or secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.
- (3) The quorum for a Board meeting shall be as provided under Applicable Law.
- (4) The Directors may participate in a meeting of the Board and Committee may be either in person or through video conferencing or audio-visual means, as may be prescribed under the Act.

65.

- (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (2) In case of an equality of votes, the Board Chairperson, if any, shall not have a second or casting vote.

66.

- (1) The Board may, subject to the provisions of the Act, delegate any of its powers to Committee(s) consisting of such member(s) of its body as it thinks fit.
- (2) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

67.

- (1) A Committee may elect a chairperson of its meetings (“**Committee Chairperson**”) unless the Board while constituting a Committee has appointed a chairperson of such Committee.
- (2) If no such Committee Chairperson is elected, or if at any meeting the Committee Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be chairperson of the meeting.

68.

- (1) Subject to Applicable Law, a Committee may meet and adjourn as it thinks fit.
- (2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Committee Chairperson shall not have a second or casting vote.

69. Subject to compliance with Applicable Law, a resolution in writing, signed by all the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

70. Subject to the provisions of the Act—
- (1) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed in accordance with Applicable Law.
 - (2) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
71. The provisions of the Act or these Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

72. The Board shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by or under the authority of the Board or a Committee of the Board authorized by it in that behalf, and except in the presence of a Director/manager/chief executive officer/chief financial officer/secretary or such other person as the Board or the Committee may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence.

Dividends and Reserves

73. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in the general meeting may declare a lesser dividend.
74. Subject to the provisions of the Act, 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 interval as it may think fit.
- 75.
- i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
 - ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 76.
- (1) Subject to the rights of Persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
 - (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

- (3) 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.
77. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 78.
- (1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post/courier/other mode specified in the Act, directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members maintained by the Company, or to such Person and to such address as the holder or joint holders may in writing direct.
 - (2) Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent.
79. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
80. Notice of any dividend that may have been declared shall be given to the Persons entitled to share therein in the manner mentioned in the Act.
81. No dividend shall bear interest against the Company.
- 82.
- (1) 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 7 days from the date of expiry of the said period of 30 days, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "Unpaid Dividend Account".
 - (2) Any money transferred to the unpaid dividend 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 section 125 of the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.
 - (3) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

Registers

83. The Company shall keep and maintain the statutory registers for such duration as the Board may, unless otherwise prescribed decide, and in such manner and containing such particulars as may be prescribed in the Act.
84. The Company shall cause to be kept a register and index of members in accordance with Applicable Law (including the Depositories Act, 1996) with details of shares held in physical and dematerialised forms in any medium as may be permitted by Applicable Law including in any form of electronic medium. The Company shall be entitled to keep in any state or country outside India a branch register of members resident in that state or country.
85. The registers and the other documents which are required to be kept open for inspection by the equity shareholders, shall be open for inspection during 11.00 a.m. and 1.00 p.m. (or such other time as the Board including Committee thereof may decide from time to time or required under the Act) on all working days, at the Office or such other place as may be fixed in this behalf, by the Persons entitled thereto on payment, where required of such fees as may be fixed by the Board.

Winding up

86. Subject to the applicable provisions of the Act—

- (1) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

- (2) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

87. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of our Company on any working day (i.e., Monday to Friday and not being a bank holiday in Maharashtra) between 9:00 AM and 6:00 PM for a period of seven days from the date of filing of the Information Memorandum with the Stock Exchanges.

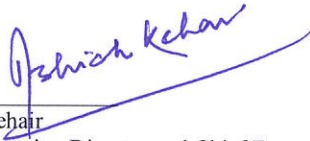
Documents for Inspection

1. Scheme of Arrangement under the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013 between Nuvama Wealth Management Limited and Edelweiss Financial Services Limited and their respective shareholders and creditors sanctioned by the NCLT on April 27, 2023 (formal NCLT order received on May 12, 2023);
2. Memorandum and Articles of Association of the Company, as amended till date;
3. Certificate of incorporation of our Company dated August 20, 1993 and certificate of incorporation pursuant to change of name or registered office dated February 13, 1998, May 4, 1998, May 12, 2004, June 8, 2007, August 18, 2022, January 5, 2007, and August 26, 2020;
4. Resolutions of the Board of Directors of Company dated May 13, 2022 approving the Scheme;
5. Observation Letters for the Scheme of Arrangement from BSE and NSE;
6. BSE letter no. DCS/AMAL/TL/IP/2873/2023-24 dated August 16, 2023 granting in-principle approval for listing;
7. NSE letter no. NSE/LIST/99 dated August 17, 2023 granting in-principle approval for listing;
8. Scheme of Arrangement approved by Hon'ble NCLT dated April 27, 2023;
9. Statement of Tax Benefit dated June 01, 2023, issued by the Independent Chartered Accountant;
10. Tripartite Agreement dated November 20, 2019, with National Securities Depository Limited., Registrar and Transfer Agent and Company;
11. Tripartite Agreement dated June 21, 2002, with CDSL, RTA and Company; and
12. Restated Consolidated Financial Information of Company for last three years.

Any of the contracts or documents mentioned in this Information Memorandum may be amended or modified at any time if so, required in the interest of Company or if required by other parties, without reference to the shareholders, subject to compliance with applicable law.

DECLARATION

We certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines or circulars issued by SEBI, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines or circulars issued thereunder, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.



Name: Ashish Kehar

Designation: Managing Director and Chief Executive Officer

Date: SEPTEMBER 21, 2023

Place: MUMBAI

DIN: 07789972

DECLARATION

We certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines or circulars issued by SEBI, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines or circulars issued thereunder, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.



Name: Shiv Sehgal

Designation: Executive Director

Date: SEPTEMBER 21, 2023

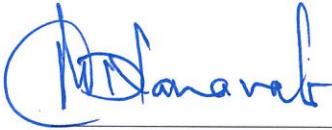
Place: MUMBAI

DIN: 07112524

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines or circulars issued by SEBI, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines or circulars issued thereunder, as the case may be. I further certify that all the statements in this Information Memorandum are true and correct.

For and on behalf of the Board of Directors of Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)



Name: Mihir Nanavati

Designation: Chief Financial Officer

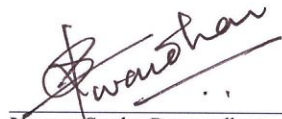
Date: SEPTEMBER 21, 2023

Place: MUMBAI

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines or circulars issued by SEBI, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines or circulars issued thereunder, as the case may be. I further certify that all the statements in this Information Memorandum are true and correct.

For and on behalf of the Board of Directors of Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)



Name: Sneha Patwardhan

Designation: Company Secretary

Date: SEPTEMBER 21, 2023

Place: MUMBAI