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CANARA ROBECO Mutual Fund

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

CORPORATE IDENTITY NUMBER: U65990MH1993PLC071003

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
Construction House, 4th Floor, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001, Maharashtra, India	Ashutosh Pramod Vaidya, *Company Secretary and Compliance Officer*	**E-mail:** Secretarial@canararobeco.com **Tel:** + 91 22 6658 5000	https://www.canararobeco.com/

OUR PROMOTERS: CANARA BANK AND ORIX CORPORATION EUROPE N.V.

DETAILS OF THE OFFER TO PUBLIC

Type	Fresh Issue size	Offer for Sale size	Total Offer size	Eligibility and share reservation
Offer for Sale	Not applicable	Up to 49,854,357 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	Up to 49,854,357 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" beginning on page 442. For details of share reservation among QIBs, RIIs, and NIIs, see "*Offer Structure*" beginning on page 466.

DETAILS OF THE PROMOTER SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

Name of Selling Shareholder	Type	Number of Equity Shares offered/ amount (₹ in million)	Weighted average cost of acquisition per Equity Share (in ₹)[(1)]
Canara Bank	Promoter Selling Shareholder	Up to 25,924,266 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	2.01
ORIX Corporation Europe N.V.	Promoter Selling Shareholder	Up to 23,930,091 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	12.87

(1) As certified by M/s. G. P. Kapadia & Co., Chartered Accountants, by way of their certificate dated October 3, 2025.
For details of the Promoter Selling Shareholders and their average cost of acquisition per Equity Share of face value of ₹10 each, see "Offer Document Summary - Average cost of acquisition of Equity Shares for our Promoters Selling Shareholders" beginning on page 26.

RISKS IN RELATION TO THE FIRST OFFER

The face value of our Equity Shares is ₹10 each. The Floor Price, Cap Price and the Offer Price (as determined by our Company in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares of face value of ₹10 each by way of the Book Building Process, in accordance with SEBI ICDR Regulations, as stated in "*Basis for Offer Price*" beginning on page 129, should not be taken to be indicative of the market price of the Equity Shares of face value of ₹10 each after the Equity Shares of face value of ₹10 each are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of face value of ₹10 each, or regarding the price at which the Equity Shares of face value of ₹10 each will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The equity shares of face value of ₹10 each offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 32.

ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Each of the Promoter Selling Shareholders accept responsibility for and confirms that the statements specifically made or confirmed by such Promoter Selling Shareholders in this Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the Offered Shares in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect

LISTING

The equity shares of face value of ₹10 each that will be offered through this Red Herring Prospectus are proposed to be listed on the stock exchanges being BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**"). Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated June 25, 2025. For the purposes of the Offer, NSE is the Designated Stock Exchange. A signed copy of this Red Herring Prospectus has been delivered and the Prospectus shall be delivered to the Registrar of Companies, Maharashtra at Mumbai ("**RoC**") for filing in accordance with Section 26(4) and Section 32 of the Companies Act.

BOOK RUNNING LEAD MANAGERS

NAME AND LOGO OF THE BOOK RUNNING LEAD MANAGERS	CONTACT PERSON	TELEPHONE AND E-MAIL

SBI CAPS Complete Investment Banking Solutions	SBI Capital Markets Limited	Sylvia Mendonca/Prashant Patankar	**Tel:** +91 22 4006 9807 **E-mail:** cramc.ipo@sbicaps.com
AXIS CAPITAL	Axis Capital Limited	Pratik Pednekar	**Tel:** +91 22 4325 2183 **E-mail:** canararobecoamc.ipo@axiscap.in
JM Financial	JM Financial Limited	Prachee Dhuri	**Tel:** +91 22 6630 3030 **E-mail:** canararobecoamc.ipo@jmfl.com

REGISTRAR TO THE OFFER		
NAME AND LOGO OF REGISTRAR	**CONTACT PERSON**	**TELEPHONE AND E-MAIL**
MUFG Intime **MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)**	Shanti Gopalkrishnan	**Tel:** +91 810 811 4949 **Email:** canararobeco.ipo@in.mpms.mufg.com

BID/OFFER PERIOD					
ANCHOR INVESTOR BIDDING DATE[1]	Wednesday, October 8, 2025	**BID/OFFER OPENS ON**	Thursday, October 9, 2025	**BID/OFFER CLOSES ON [2]**	Monday, October 13, 2025

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

[2] UPI mandate end time and date shall be at 5:00 PM on Bid/Offer Closing Date.

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Our Company was incorporated as "Canbank Investment Management Services Limited", a public limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated March 2, 1993, issued by the Registrar of Companies, Maharashtra and received a certificate for commencement of business dated May 10, 1993 from the Registrar of Companies, Maharashtra. Subsequently, pursuant to a resolution passed by our Board and by our Shareholders dated April 25, 2007 and September 26, 2007, respectively, the name of our Company was changed from 'Canbank Investment Management Services Limited' to 'Canara Robeco Asset Management Company Limited' as the promoter of the Company, Canara Bank has entered into a Shareholders Agreement with ORIX Corporation Europe N.V. (Previously known as Robeco Groep N.V.) consequent to which a fresh certificate of incorporation was issued by the RoC dated October 10, 2007 under the Companies Act, 1956. For details in relation to the changes in the registered office of our Company, see "*History and Certain Corporate Matters - Changes in our registered office*" on page 290.

Corporate Identity Number: U65990MH1993PLC071003
Registered and Corporate Office: Construction House, 4th Floor, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001, Maharashtra, India
Contact Person: Ashutosh Pramod Vaidya, Company Secretary and Compliance Officer; **Tel**: +91 22 6658 5000; **E-mail**: Secretarial@canararobeco.com; **Website**: https://www.canararobeco.com

OUR PROMOTERS: CANARA BANK AND ORIX CORPORATION EUROPE N.V.

INITIAL PUBLIC OFFERING OF UP TO 49,854,357 EQUITY SHARES OF FACE VALUE OF ₹10 EACH (THE "EQUITY SHARES") OF CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED ("OUR COMPANY" OR "THE COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") OFFERED THROUGH AN OFFER FOR SALE OF UP TO 25,924,266 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY CANARA BANK AND UP TO 23,930,091 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY ORIX CORPORATION EUROPE N.V. (THE "OFFER FOR SALE", AND SUCH SHAREHOLDERS OFFERING THEIR RESPECTIVE PORTION OF THE OFFERED SHARES ARE TOGETHER REFERRED TO AS THE "PROMOTER SELLING SHAREHOLDERS").

THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (THE "BRLMs") AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND MUMBAI] EDITIONS OF NAVSHAKTI (A WIDELY CIRCULATED MARATHI NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

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

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the "**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Category**"), provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares of face value of ₹10 each are allocated to Anchor Investors (the "**Anchor Investor Allocation Price**"). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares of face value of ₹10 each shall be added to the QIB Category (other than Anchor Investor Portion) ("**Net QIB Category**"). Further, 5% of the Net QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Category shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Category, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Category for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation on a to Non-Institutional Investors ("**NIIs**") (the "**Non-Institutional Category**") of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹1,000,000 provided that under-subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Investors ("**RIIs**") (the "**Retail Category**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (other than Anchor Investors) shall mandatorily participate in this Offer through the Application Supported by Block Amount ("**ASBA**") process, and shall provide details of their respective bank account, including UPI ID (defined hereinafter) for UPI Investors (defined hereinafter) in which the Bid Amount will be blocked by the SCSBs or the Sponsor Banks, as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, specific attention is invited to "*Offer Procedure*" beginning on page 470.

RISKS IN RELATION TO THE FIRST OFFER

The face value of our Equity Shares is ₹10 each. The Floor Price, the Cap Price and the Offer Price, as determined and justified by our Company in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares of face value of ₹10 each by way of the Book Building Process, in accordance with SEBI ICDR Regulations, as stated in "*Basis for Offer Price*" beginning on page 129, should not be taken to be indicative of the market price of the Equity Shares of face value of ₹10 each after the Equity Shares of face value of ₹10 each are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of face value of ₹10 each or regarding the price at which the Equity Shares of face value of ₹10 each will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The equity shares of face value of ₹10 each offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 32.

ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Each of the Promoter Selling Shareholders accept responsibility for and confirm that the statements specifically made or confirmed by such Promoter Selling Shareholder in this Red Herring Prospectus to the extent of information specifically pertaining to them and their portion of the Offered Shares in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares of face value of ₹10 each that will be offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. We have received in-principle approvals from BSE and NSE for the listing of the Equity Shares of face value of ₹10 each pursuant to letters each dated June 25, 2025. For the purpose of this Offer, NSE is the Designated Stock Exchange. A signed copy of this Red Herring Prospectus and the Prospectus shall be filed with the Registrar of Companies, Maharashtra at Mumbai ("**RoC**") in accordance with Section 26(4) of the Companies Act 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 619.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
SBI Capital Markets Limited 1501, 15th Floor, A & B Wing Parinee Crescenzo building G-Block Bandra Kurla Complex Bandra (East) Mumbai 400 051 Maharashtra, India **Telephone**: +91 22 4006 9807 **E-mail**: cramc.ipo@sbicaps.com **Investor Grievance ID**: investor.relations@sbicaps.com **Website**: www.sbicaps.com **Contact person**: Sylvia Mendonca /Prashant Patankar **SEBI Registration No.:** INM000003531	**Axis Capital Limited** Axis House, 1st Floor Pandurang Budhkar Marg Worli, Mumbai – 400 025 Maharashtra, India **Telephone**: +91 22 4325 2183 **E-mail**: canararobecoamc.ipo@axiscap.in **Investor Grievance ID**: complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact person**: Pratik Pednekar **SEBI Registration No.:** INM000012029	**JM Financial Limited** 7th Floor, Cnergy Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025, Maharashtra, India **Telephone**: +91 22 6630 3030 **E-mail**: canararobecoamc.ipo@jmfl.com **Investor Grievance email**: grievance.ibd@jmfl.com **Website**: www.jmfl.com **Contact Person**: Prachee Dhuri **SEBI Registration No.**: INM000010361	**MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)** C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli West Mumbai 400 083 Maharashtra, India **Telephone**: +91 810 811 4949 **E-mail**: canararobeco.ipo@in.mpms.mufg.com **Investor Grievance ID**: canararobeco.ipo@in.mpms.mufg.com **Website**: in.mpms.mufg.com **Contact person**: Shanti Gopalkrishnan **SEBI Registration No.:** INR000004058

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE (1)	Wednesday, October 8, 2025	**BID/OFFER OPENS ON**	Thursday, October 9, 2025	**BID/OFFER CLOSES ON (2)**	Monday, October 13, 2025

(1) Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.
(2) UPI mandate end time and date shall be at 5:00 PM on Bid/Offer Closing Date.

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise implies or requires, or unless otherwise specified, shall have the meaning as assigned below. References to any legislation, act, statutes, rules, regulations, guidelines, circulars, notifications, directions and policies will, unless the context otherwise requires, be deemed to include all amendments, supplements, re-enactments, modifications and replacements notified thereto, as of the date of this Red Herring Prospectus, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SEBI Act, the Depositories Act or the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined hereinafter). In case of any inconsistency between the definitions used in this Red Herring Prospectus and the definitions included in the General Information Document, the definitions used in this Red Herring Prospectus shall prevail.

Notwithstanding the foregoing, terms in "Objects of the Offer", "Basis for Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Financial Information", "Outstanding Litigation and Other Material Developments" and "Description of Equity Shares and Terms of Articles of Association", beginning on pages 126, 129, 150, 154, 272, 290, 328, 420 and 493, respectively, will have the meaning ascribed to such terms in those respective sections.

General Terms

Term	Description
"our Company" or "the Company"	Canara Robeco Asset Management Company Limited, a company incorporated under the Companies Act, 1956 and having its registered and corporate office at Construction House, 4th Floor, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001, Maharashtra, India.
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company.

Company and Promoter Selling Shareholders related terms

Term	Description
"Articles" or "Articles of Association" or "AoA"	The articles of association of our Company, as amended.
"Audit Committee"	The audit committee of our Board constituted in accordance with the Companies Act, 2013, and the SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Audit Committee*" beginning on page 303.
"Board" or "Board of Directors"	The board of directors of our Company, as described in "*Our Management*" beginning on page 295.
"Non-Executive Director and Chairman"	The non-executive and chairman of our Company, being K Satyanarayana Raju as described in "*Our Management-Key Managerial Personnel*" beginning on page 313.
"Chief Financial Officer" or "CFO"	The chief financial officer of our Company, being Ashwin Harshadrai Purohit as described in "*Our Management-Key Managerial Personnel*" beginning on page 313.
"Company Secretary and Compliance Officer"	The company secretary and compliance officer of our Company, being Ashutosh Pramod Vaidya, as described in "*Our Management-Key Managerial Personnel*" beginning on page 313.
"Corporate Social Responsibility Committee" or "CSR Committee"	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013 as described in "*Our Management- Committees of our Board – Corporate Social Responsibility Committee*" beginning on page 310.
"CRISIL Report"	Industry report titled "*Assessment of Mutual Fund industry in India*" dated September, 2025, prepared by CRISIL Intelligence, engaged by our Company on February 4, 2025, exclusively commissioned and paid for by our Company in connection with the Offer. The CRISIL Report is available at our Company's website at https://www.canararobeco.com/company/shareholder-corner.

Term	Description
"CRMF"	Canara Robeco Mutual Fund
"Director(s)"	Director(s) on the board of our Company, as appointed from time to time. For further details see "*Our Management*" beginning on page 295.
ESOP Scheme	CRAMCL Employee Stock Option Scheme 2025
"Equity Shares"	Equity shares of face value of ₹10 each of our Company.
"Executive Director"	Executive director(s) of our Company as described in "*Our Management*" beginning on page 295.
Group Companies	Our group companies as described in "*Our Group Companies*" beginning on page 439
"Independent Chartered Accountants" or "ICA"	The current independent chartered accountant of our Company, being M/s G. P. Kapadia & Co., Chartered Accountants.
"Independent Directors"	A non-executive, independent director appointed as per the Companies Act, 2013 and the SEBI Listing Regulations as described in "*Our Management*" beginning on page 295.
"Statutory Auditors" or "Auditors"	The current statutory auditors of our Company, being M/s Borkar & Mazumdar, Chartered Accountants.
"KMP" or "Key Managerial Personnel"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, which includes key managerial personnel in terms of the Companies Act, 2013, as disclosed in "*Our Management – Key Managerial Personnel*" beginning on page 313.
"Managing Director and Chief Executive Officer"	The Managing Director and Chief Executive Officer" of our Company, being Rajnish Narula as described in "*Our Management-Key Managerial Personnel*" beginning on page 313.
"Materiality Policy"	The materiality policy of our Company adopted pursuant to a resolution of our Board dated April 24, 2025for the identification of (a) material outstanding litigation proceedings; (b) group companies; and (c) material creditors of the Company, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Red Herring Prospectus.
"Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended.
"Nomination and Remuneration Committee"	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013, the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board – Nomination and Remuneration Committee*" beginning on page 306.
"Non – Executive Director(s)"	A Director, not being an Executive Director.
"Promoter Group"	Such individuals and entities which constitute the promoter group of our Company pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations. For further details, see "*Our Promoters and Promoter Group*" beginning on page 316.
"OCE"	ORIX Corporation Europe N.V.
"Promoters"	The Promoters of our Company namely, Canara Bank and OCE. For further details, see "*Our Promoters and Promoter Group*" beginning on page 316.
"Promoter Selling Shareholders"	The promoter selling shareholders, being Canara Bank and OCE.
"Registered and Corporate Office"	The registered and corporate office of our Company situated at Construction House, 4th Floor, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001, Maharashtra, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Maharashtra at Mumbai
"Restated Financial Information"	Restated financial statements of our Company, as at and for the three months periods ended June 30, 2025 and June 30, 2024 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time, comprising the restated statements of assets and liabilities as at and for the three months periods ended June 30, 2025 and June 30, 2024 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, the restated statements of profit and loss (including other comprehensive income), the restated statements of cash flows, the restated statements of changes in equity for the three months periods ended June 30, 2025 and June 30, 2024 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 and the Summary of Material Accounting Policies and other explanatory notes (collectively referred to as the "**Restated Financial Information**") and included in "*Financial Information*" beginning on page 328.
"Risk Management	The risk management committee of our Board constituted in accordance with the

Term	Description
Committee"	SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Risk Management Committee*" beginning on page 308.
"Senior Management" or "SMP" or "Senior Management Personnel"	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as described in "*Our Management – Senior Management*" beginning on page 313.
"Shareholder(s)"	The equity shareholders of our Company whose names are entered into (i) the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares.
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in, "*Our Management – Committees of our Board – Stakeholders' Relationship Committee*" beginning on page 307.

Offer Related Terms

Term	Description
"Abridged Prospectus"	A memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
"Acknowledgement Slip"	The slip or document issued by relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
"Allotment Advice"	A note or advice or intimation of Allotment, sent to all the Bidders who have Bid in the Offer after approval of the Basis of Allotment by the Designated Stock Exchange.
"Allotment", "Allot" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Offer.
"Allottee"	A successful Bidder to whom the Equity Shares are Allotted.
"Anchor Investor(s)"	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus who has Bid or an amount of at least ₹100.00 million.
"Anchor Investor Allocation Price"	The price at which Equity Shares will be allocated to Anchor Investors during the Anchor Investor Bidding Date in terms of this Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLMs.
"Anchor Investor Application Form"	Form used by an Anchor Investor to Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and the Prospectus.
"Anchor Investor Bidding Date"	Wednesday, October 8, 2025, being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed.
"Anchor Investor Offer Price"	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs.
"Anchor Investor Pay-in Date"	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
"Anchor Investor Portion"	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
"Applications Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders.
"ASBA Account"	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder linked to a UPI ID which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder to the extent of the Bid Amount of the UPI Bidder.
"ASBA Bidder"	All Bidders except Anchor Investors.
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders, to submit Bids through the ASBA process, which will be considered as the application for

Term	Description
	Allotment in terms of this Red Herring Prospectus and the Prospectus.
"Bankers to the Offer"	Collectively, the Escrow Collection Bank, Refund Bank, Public Offer Account Bank and the Sponsor Banks.
"Basis of Allotment"	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" beginning on page 470.
"Bid(s)"	Indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto in accordance with the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
"Bid Amount"	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
"Bid cum Application Form"	Anchor Investor Application Form or the ASBA Form, as the context requires.
"Bid Lot"	[●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter.
"Bid/ Offer Closing Date"	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Monday, October 13, 2025, which shall be published in all editions of Financial Express (a widely circulated English daily national newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Navshakti (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located). In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.
"Bid/ Offer Opening Date"	Except in relation to Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, being Thursday, October 9, 2025, which shall also be notified in all editions of Financial Express (a widely circulated English daily national newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Mumbai editions of Navshakti (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located).
"Bid/ Offer Period"	Except in relation to the Bids received from the Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereto, in accordance with the SEBI ICDR Regulations and in terms of this Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. The Bid/ Offer Period will comprise Working Days only.
"Bidder/Applicant"	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
"Bidding Centres"	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
"Book Building Process"	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer will be made.
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, namely SBI Capital Markets Limited, Axis Capital Limited and JM Financial Limited.

Term	Description
"Broker Centre"	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and updated from time to time.
"CAN" or "Confirmation of Allocation Note"	The note or advice or intimation of allocation of the Equity Shares sent to Anchor Investors who have been allocated Equity Shares on / after the Anchor Investor Bidding Date.
"Cap Price"	The higher end of the Price Band, *i.e.*, ₹ [●] per Equity Share, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.
"Cash Escrow and Sponsor Bank Agreement"	Agreement dated October 3, 2025 entered into and amongst our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the Book Running Lead Managers, the Syndicate Members, the Escrow Collection Bank, Public Offer Bank, Sponsor Banks and Refund Bank in accordance with UPI Circulars, for inter alia, the appointment of the Bankers to the Offer for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
"Client ID"	Client identification number maintained with one of the Depositories in relation to the demat account.
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the SEBI RTA Master Circular, and the UPI Circulars issued by SEBI, as per the list available on the websites of BSE and NSE, as updated from time to time.
"Cut-off Price"	Offer Price, finalised by our Company in consultation with the BRLMs, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
"Demographic Details"	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation and bank account details and UPI ID, where applicable.
"Designated CDP Locations"	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time.
"Designated Date"	The date on which the Escrow Collection Bank transfer funds from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders, instruction issued through the Sponsor Banks for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s) or the Refund Account(s), as the case may be, in terms of this Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer.
"Designated Intermediaries"	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs.

Term	Description
"Designated RTA Locations"	Such locations of the RTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time.
"Designated SCSB Branches"	Such branches of the SCSBs which shall collect ASBA Forms, a list of which is available on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time, and at such other websites as may be prescribed by SEBI from time to time.
"Designated Stock Exchange"	NSE
"Draft Red Herring Prospectus" or "DRHP"	The draft red herring prospectus dated April 24, 2025, filed with SEBI and Stock Exchanges and issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the Offer, including the price at which the Equity Shares are issued and the size of the Offer.
"Eligible FPIs"	FPIs that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby.
"Eligible NRIs"	NRI(s) eligible to invest under the relevant provisions of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus will constitute an invitation to purchase the Equity Shares.
"Escrow Account(s)"	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid.
"Escrow Collection Bank"	The bank which is a clearing member and registered with SEBI as bankers to an issue under the BTI Regulations, and with whom the Escrow Accounts will be opened, in this case being Kotak Mahindra Bank Limited.
"First Bidder" or "Sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
"Floor Price"	The lower end of the Price Band, i.e., ₹ [●] subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids, will be accepted and which shall not be less than the face value of the Equity Shares.
"Fraudulent Borrower"	A fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
"Fugitive Economic Offender"	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
"General Information Document" or "GID"	The General Information Document for investing in public offers, prepared and issued by SEBI, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and Book Running Lead Managers.
"Mutual Fund Portion"	Up to 5% of the Net QIB Portion, or [●] Equity Shares of face value of ₹10 each, which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
"Mutual Fund"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
"Net Proceeds"	The gross proceeds less our Company's share of the Offer -related expenses applicable to the Offer. For details about use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" beginning on page 126.
"Net QIB Category" or "Net QIB Portion"	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors.
"Non-Institutional Investors" or "NII(s)" or "Non-Institutional Bidders" or "NIB(s)"	All Bidders that are not QIBs (including Anchor Investors) or Retail Individual Bidders, who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs).
"Non-Institutional Portion" or "Non-Institutional Category"	The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares of face value of ₹10 each, which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price, subject to the following and in accordance with

Term	Description
	the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 200,000 and up to ₹ 1,000,000; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1,000,000. Provided that the unsubscribed portion in either of the sub-categories specified in (i) and (ii) above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.
"Non-Resident" or "NRI"	A person resident outside India, as defined under FEMA.
"Offer"	The initial public offer of up to 49,854,357 equity shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] million through an Offer for Sale by the Promoter Selling Shareholders.
"Offer Agreement"	The agreement dated April 24, 2025 entered amongst our Company, the Promoter Selling Shareholders and the Book Running Lead Managers, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer.
"Offer for Sale"	The offer for sale of up to 49,854,357 Equity Shares aggregating up to ₹ [●] million by the Promoter Selling Shareholders, in terms of this Red Herring Prospectus and the Prospectus.
"Offer Price"	₹ [●] per Equity Share, being the final price within the Price Band at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of this Red Herring Prospectus. The Offer Price will be decided by our Company, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of this Red Herring Prospectus.
"Offered Shares"	Up to 49,854,357 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million being offered for sale by the Promoter Selling Shareholders in the Offer
"Price Band"	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum Price of ₹ [●] per Equity Share (Cap Price) and includes revisions thereof, if any. The Cap Price shall be at least 105% of the Floor Price. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, through our Board or a duly constituted committee thereof, in consultation with the Book Running Lead Managers, and will be advertised in all editions of Financial Express (a widely circulated English daily national newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Navshakti (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located), at least two Working Days prior to the Bid/ Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchange for the purpose of uploading on their respective websites.
"Pricing Date"	The date on which our Company, in consultation with the Book Running Lead Managers, will finalise the Offer Price
"Prospectus"	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
"Public Offer Account Bank"	The banks which are clearing members and registered with SEBI under the BTI Regulations, with whom the Public Offer Account(s) will be opened, in this case being HDFC Bank Limited.
"Public Offer Account(s)"	The 'no-lien' and 'non-interest bearing' account(s) to be opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank to receive money from the Escrow Account(s) and from the ASBA Accounts on the Designated Date.
"Qualified Institutional Buyers" or "QIBs"	A qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
"QIB Portion" or "QIB Category"	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer, consisting of [●] Equity Shares of face value of ₹10 each which shall be Allotted to QIBs, including the Anchor Investors on a proportionate basis, including the Anchor Investor Portion (which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the Book Running Lead Managers up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors), as

Term	Description
	applicable.
"Red Herring Prospectus" or "RHP"	This red herring prospectus dated October 3, 2025 issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. This red herring prospectus will be filed with the RoC at least three working days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
"Refund Account"	The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
"Refund Bank"	The banks which are clearing members and registered with SEBI as bankers to an offer under the BTI Regulations with whom the Refund Account(s) will be opened, in this case being Kotak Mahindra Bank Limited.
"Registered Broker"	Stock brokers registered with the stock exchanges having nationwide terminals other than the members of the Syndicate, and eligible to procure Bids in terms of the circulars issued by SEBI.
"Registrar Agreement"	The agreement dated April 24, 2025, entered into amongst our Company, the Promoter Selling Shareholders, and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the website of BSE and NSE, and the UPI Circulars.
"Registrar" or "Registrar to the Offer"	MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)
"Retail Individual Bidders" or "RIB(s)" or "Retail Individual Investors" or "RII(s)"	Individual Bidders (including HUFs applying through their *karta* and Eligible NRIs and does not include NRIs other than Eligible NRIs) who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the Bidding options in the Offer.
"Retail Portion"	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares of face value of ₹10 each which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price.
"Revision Form"	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date.
"SCORES"	SEBI Complaints Redress System.
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time.
"Share Escrow Agent"	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, MUFG Intime India Private Limited
"Share Escrow Agreement"	The agreement dated September 29, 2025 entered into amongst our Company, the Promoter Selling Shareholders, and the Share Escrow Agent for deposit of the Equity Shares offered by the Promoter Selling Shareholder in escrow

Term	Description
"Specified Locations"	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time.
"Sponsor Banks"	The Bankers to the Offer registered with SEBI which are appointed by our Company to act as conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the UPI Bidders into the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, the Sponsor Banks in this case being HDFC Bank Limited and Kotak Mahindra Bank Limited.
"Stock Exchange(s)"	Collectively, BSE Limited and National Stock Exchange of India Limited.
"Sub Syndicate" or "Sub-syndicate Member(s)"	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
"Syndicate Agreement"	Agreement dated October 3, 2025 entered into among our Company, the Book Running Lead Managers, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
"Syndicate Members"	Intermediaries (other than Book Running Lead Managers) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Offer and carry out activities as an underwriter namely, Investec Capital Services (India) Private Limited, JM Financial Services Limited and SBICAP Securities Limited.
"Syndicate" or "members of the Syndicate"	Together, the Book Running Lead Managers and the Syndicate Members.
"Systemically Important Non-Banking Financial Company" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
"Underwriters"	[●]
"Underwriting Agreement"	The agreement to be entered into amongst the Underwriters, the Promoter Selling Shareholders, and our Company on or after the Pricing Date, but prior to filing of the Prospectus.
"UPI"	Unified Payments Interface, which is an instant payment mechanism developed by NPCI.
"UPI Bidders"	Collectively, individual Bidders applying as Retail Individual Bidders in the Retail Portion, and individual Bidders applying as Non-Institutional Bidders with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion by using the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, to the extent not rescinded by the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
"UPI Circulars"	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, along with the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022, and having reference number 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220702-30 dated July 22, 2022, and having reference no. 20220803-40 dated August 3, 2022, SEBI master circular number SEBI/HO/CFD/PoD1/P/CIR/2024/0154 dated November 11, 2024 and any subsequent circulars or notifications issued by the SEBI or the Stock Exchanges in this regard.
"UPI ID"	ID created on UPI for single-window mobile payment system developed by the NPCI.
"UPI Mandate Request"	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Banks to authorize blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. In accordance with the applicable UPI Circulars, UPI Bidders, Bidding may apply through the SCSBs and mobile applications, whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and

Term	Description
	(https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.
"UPI Mechanism"	The mechanism that may be used by a UPI Bidder to make a Bid in the Offer in accordance with the UPI Circulars.
"UPI PIN"	Password to authenticate UPI transaction.
"Wilful Defaulter"	A wilful defaulter, as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
"Working Day"	All days, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, "Working Day" shall mean all days except Saturday, Sunday and public holidays on which commercial banks in Mumbai are open for business and (c) the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays in India, as per the circular issued by SEBI from time to time.

Technical/Industry Related Terms or Abbreviations

Term	Description
AUM	Assets under management refers to the total market value of assets that are managed on behalf of the customers
B-30 cities	B-30 cities refer to Beyond 30 cities, i.e., smaller cities outside the top 30 cities in India as identified by AMFI from time to time.
Aggressive hybrid fund	Equity and equity-related instruments: 65-80% of total assets; debt instruments: 20-35% of total assets *(Source: CRISIL Report)*
Arbitrage fund	Follows arbitrage strategy. Minimum investment in equity and equity-related instruments: 65% of total assets *(Source: CRISIL Report)*
Balanced hybrid fund	Equity and equity-related instruments: 40-60% of total assets; debt instruments: 40-60% of total assets. No arbitrage permitted in this scheme *(Source: CRISIL Report)*
Banking and PSU fund	Minimum investment in debt instruments of banks, PSUs, public financial institutions is 80% of total assets *(Source: CRISIL Report)*
Corporate bond fund	Minimum investment in corporate bonds – 80% of total assets (only in AA+ and above rated corporate bonds.) *(Source: CRISIL Report)*
Conservative hybrid fund	Investment in equity and equity-related instruments is 10-25% of total assets; in debt instruments investment is 75-90% of total assets *(Source: CRISIL Report)*
Contra fund	Follows a contrarian investment strategy. Minimum investment in equity and equity-related instruments is 65% of total assets *(Source: CRISIL Report)*
Credit risk fund	Minimum investment in corporate bonds – 65% of total assets (only in AA and below rated corporate bonds). *(Source: CRISIL Report)*
Debt and Debt Oriented Scheme	A scheme where minimum 65% of the scheme assets are invested in debt/debt related instruments. There is no minimum allocation required towards equity instruments
Dividend yield fund	Predominantly invests in dividend-yielding stocks. Minimum investment in equity is 65% of total assets *(Source: CRISIL Report)*
Dynamic bond fund	Investment across duration *(Source: CRISIL Report)*
Dynamic asset allocation or balanced advantage fund	Investment in equity/debt that is managed dynamically *(Source: CRISIL Report)*
Equity and Equity-oriented schemes	A scheme where minimum 65% of the scheme assets are invested in Equity/Equity related instruments. There is no minimum allocation required towards Debt Instruments
Equity savings fund	Minimum investment in equity and equity-related instruments: 65% of total assets; minimum investment in debt: 10% of total assets. Minimum hedged and unhedged to be stated in the scheme information document *(Source: CRISIL Report)*
ELSS	Minimum investment in equity and equity-related instruments is 80% of total assets. An open-ended ELSS has a statutory lock-in of three years and tax benefit *(Source: CRISIL Report)*
Flexi-cap fund	Minimum investment in equity and equity-related instruments is 65% of total assets *(Source: CRISIL Report)*
Floater fund	Minimum investment in floating rate instruments (including fixed rate instruments converted to floating rate exposures using swaps/ derivatives) – 65% of total assets. *(Source: CRISIL Report)*
Focused fund	A scheme focused on the number of stocks (maximum 30). Minimum investment in equity and equity-related instruments is 65% of total assets. Funds mention where the scheme intends to focus, viz., multi, large, mid, or small cap *(Source: CRISIL Report)*

Term	Description
Folio	Folio count represents aggregate number of investor folios as reported as of the last day of relevant Fiscal / period.
Gilt fund	Minimum investment in government securities (G-secs) is 80% of total assets (across maturity) *(Source: CRISIL Report)*
Gilt fund with 10-year constant duration	Minimum investment in G-secs is 80% of total assets such that the Macaulay duration of the portfolio is equal to 10 years *(Source: CRISIL Report)*
Hybrid Scheme	A scheme where there is a requirement to invest a minimum percentage in both equity/equity related instruments and debt/debt related instruments
Large cap fund	Minimum investment in equity and equity-related instruments of large-cap companies is 80% of total assets *(Source: CRISIL Report)*
Large and mid-cap fund	Minimum investment in equity and equity-related instruments of large-cap companies is 35% of total assets; minimum investment in equity and equity-related instruments of mid-cap stocks is 35% of total assets *(Source: CRISIL Report)*
Liquid fund	Investment in debt and money market securities with maturity of up to 91 days only *(Source: CRISIL Report)*
Long duration fund	Investment in debt and money market instruments such that the Macaulay duration of the portfolio is greater than 7 years *(Source: CRISIL Report)*
Low duration fund	Investment in debt and money market instruments such that the Macaulay duration of the portfolio is 6-12 months *(Source: CRISIL Report)*
MAAUM	MAAUM is defined as the monthly average assets under management for the month ending on the relevant dates across the schemes
Medium duration fund	Investment in debt and money market instruments such as the Macaulay duration of the portfolio is three to four years. Portfolio Macaulay duration under anticipated adverse situation is one year to four year. *(Source: CRISIL Report)*
Medium to long duration fund	Investment in debt and money market instruments such that the Macaulay duration of the portfolio is four to seven years. Portfolio Macaulay duration under anticipated adverse situation is one year to seven years. *(Source: CRISIL Report)*
Mid-cap fund	Minimum investment in equity and equity-related instruments of mid-cap companies is 65% of total assets *(Source: CRISIL Report)*
Money market fund	Investment in money market instruments with maturity of up to one year *(Source: CRISIL Report)*
Multi Asset Allocation	Investment in at least three asset classes with a minimum allocation of at least 10% each *(Source: CRISIL Report)*
Multi-cap fund	Minimum investment in equity and equity-related instruments is 75% of total assets, with minimum 25% holding each in large-, mid- and small-cap companies *(Source: CRISIL Report)*
Overnight fund	Investment in overnight securities with maturity of one day *(Source: CRISIL Report)*
QAAUM	QAAUM is defined as the quarterly average assets under management for the three-month period ending on the relevant dates across the schemes
Sectoral/thematic	Minimum investment in equity and equity-related instruments of a particular sector/ particular theme is 80% of total assets *(Source: CRISIL Report)*
Short duration fund	Investment in debt and money market instruments such that the Macaulay duration of the portfolio is one to three years *(Source: CRISIL Report)*
Small-cap fund	Minimum investment in equity and equity-related instruments of small-cap companies is 65% of total assets *(Source: CRISIL Report)*
Ultra-short duration fund	Investment in debt and money market instruments such that the Macaulay duration of the portfolio is three to six months *(Source: CRISIL Report)*
Value fund	Follows a value investment strategy. Minimum investment in equity and equity-related instruments is 65% of total assets *(Source: CRISIL Report)*

Key performance indicators (as identified in the section "*Basis for Offer Price – G. Key Performance Indicators*" on page 133 of this Red Herring Prospectus)

Metric	Explanation for the KPI
B-30 MAAUM	B-30 MAAUM represents Monthly average AUM from Beyond top 30 locations (as defined by AMFI) for the last month of the relevant Fiscal year / period.
B-30 MAAUM / Total MAAUM	B-30 MAAUM / Total MAAUM (%) represents the ratio of Monthly Average AUM from Beyond top 30 locations (as defined by AMFI) to the total Monthly Average AUM of the Mutual fund schemes managed by the Company, for the last month of the relevant Fiscal year / period.
Distributor segment-wise MAAUM	Distributor segment-wise MAAUM (%) represents the split of Monthly Average AUM for the last month of the relevant Fiscal year / period, based on the type of distributor such as Banks, Mutual Fund Distributors, National Distributors and Direct channel.

Metric	Explanation for the KPI
Equity-oriented QAAUM	Equity-oriented QAAUM represents Average AUM of Equity-oriented mutual fund schemes managed by the Company, for the last quarter of the relevant Fiscal year / period. Equity oriented mutual funds includes equity-oriented schemes including hybrid funds (excluding conservative hybrid funds) and solution oriented funds. Further, Equity oriented mutual funds excludes domestic Fund of Funds.
Equity -oriented QAAUM / Mutual fund QAAUM	Equity-oriented QAAUM / Mutual fund QAAUM (%) represents the ratio of Quarterly Average AUM of Equity-oriented mutual funds (as defined above) to the total Quarterly Average AUM of Mutual fund schemes (excluding Domestic Fund of Funds schemes) managed by the Company, for the last quarter of the relevant Fiscal year / period.
Folio count	Folio count represents aggregate number of investor folios as reported by the Company as of the last day of relevant Fiscal year / period.
Investor segment-wise MAAUM	Investor segment-wise MAAUM (%) represents the split of Monthly Average AUM for the last month of the relevant Fiscal year / period based on the type of Investor segment (Individual and Institutional).
Mutual fund QAAUM	Mutual fund QAAUM represents Average AUM of Mutual fund schemes (excluding Domestic Fund of Funds schemes) managed by the Company, for the last quarter of the relevant Fiscal year / period.
MAAUM through Direct Plans / Total MAAUM	MAAUM through Direct Plans / Total MAAUM (%) represents the ratio of MAAUM forming part of Direct Plans of mutual funds schemes managed by the Company divided by the total MAAUM, for the last month of the relevant Fiscal year / period.
Number of branches	Number of branches represents the aggregate number of branches as reported by the Company as of the last day of relevant Fiscal year / period.
Number of distributors / distribution partners	Number of distributors / distribution partners represent aggregate number of Distributors/Distribution Partners as reported by the Company as of the last day of relevant Fiscal year / period.
No. of outstanding SIP accounts	No. of outstanding SIP accounts represents the count of outstanding Systematic Investment Plan (SIP) accounts for the mutual fund schemes managed by the Company as of the last day of relevant Fiscal year / period.
Operating margin	Operating margin (%) represents the ratio of Operating Income, for the relevant Fiscal year / period, divided by Average AUM for the relevant Fiscal year / period. Operating Income is computed as Total Income less Operating expenses as reported in the Annual report / financial results of the Company.
PAT yield	PAT yield (%) represents the ratio of Profit after tax as reported in the Annual report / financial results of the Company, for the relevant Fiscal year / period, divided by Average AUM for the relevant Fiscal year / period.
Profit after tax	Profit after tax is the total of income less expenses (including tax expense), excluding the components of other comprehensive income. Profit after tax for the relevant Fiscal/ period attributable to Owners of the Company is reported in the Annual Report / financial statements for the relevant Fiscal/ period.
Profit before tax	Profit before tax is the total of income less expenses (excluding tax expense), excluding the components of other comprehensive income. Profit before tax for the relevant Fiscal/ period attributable to Owners of the Company is reported in the Annual Report / financial statements for the relevant Fiscal/ period.
Revenue from operations	Revenue from operations represents revenue that is earned from operations as reported in the Annual report / financial results of the Company which, may apart from revenue from Asset Management services include, revenue earned from PMS/Advisory, Net Gain on Fair Value Changes and Interest Income / Rental income for the relevant Fiscal year / period.
Revenue yield	Revenue yield (%) represents the ratio of Revenue from operations for the relevant Fiscal year / period, divided by the Average AUM for the relevant Fiscal year / period. Average AUM for the relevant Fiscal year / period is computed as simple average of quarterly average AUMs for the relevant Fiscal year / period
Return on Net Worth	Return on Net Worth (%) represents the ratio of Profit after tax as reported in the Annual report / financial results of the Company, for the relevant Fiscal year / period, divided by Average Net worth for the relevant Fiscal year / period. Average Net worth is computed as the average of (a) Net worth as at the last day of the preceding Fiscal year and (b) Net worth as at the last day of the relevant Fiscal year / period, as reported in the Annual report / financial results of the Company.
SIP Monthly Contribution (SIP includes STP)	SIP Monthly Contribution represents monthly actual inflows from Systematic Investment Plan (SIP) and Systematic Transfer Plan (STP) for the last month of the relevant Fiscal year / period.
SIP Month end AUM	SIP Month end AUM represents total AUM outstanding subscribed through SIP as of the last day of relevant Fiscal year / period.
Total expense %	Total expense (%) represents the ratio of total expenses as reported in the Annual

Metric	Explanation for the KPI
	report / financial results of the Company, for the relevant Fiscal year / period, divided by Average AUM for the relevant Fiscal year / period.

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." Or "Rupees" or "INR"	Indian Rupees, the official currency of the Republic of India
"Aadhaar ID"	A 12-digit unique identity number issued by the Unique Identification Authority of India to residents of India.
"AGM"	Annual general meeting
"AIF Regulations"	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
"AIFs"	Alternative investment funds as defined in and registered under the AIF Regulations
"AS"	Accounting standards issued by the Institute of Chartered Accountants of India, as notified from time to time
"A.Y."	Assessment Year
"BSE"	BSE Limited
"Banking Regulation Act"	Banking Regulation Act, 1949
"BTI Regulations"	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
"CAGR"	Compounded Annual Growth Rate
"Calendar Year" or "year"	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31
"Category I AIF"	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
"Category I FPIs"	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
"Category II AIF"	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
"Category II FPIs"	FPIs who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations
"Category III AIF"	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
"CDSL"	Central Depository Services (India) Limited
"CIBIL"	Credit Information Bureau (India) Limited
"CIN"	Corporate Identity Number
"Companies Act, 2013" or "Companies Act"	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force
"Consumer Protection Act"	Consumer Protection Act, 2019
"Competition Act"	The Competition Act, 2002
"CRISIL"	CRISIL Intelligence, a division of CRISIL Limited
"CSR"	Corporate social responsibility
"CY"	Calendar Year
"Depositories Act"	Depositories Act, 1996
"Depository" or "Depositories"	Collectively, NSDL and CDSL
"DIN"	Director identification number
"DP ID"	Depository Participant's identification number
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
"DPIIT"	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, GoI
"EBITDA"	Earnings before interest, tax, depreciation and amortisation and is calculated as profit before tax from continuing operations plus (a) finance costs and (b) depreciation and amortization expense, and less (c) other income
"EPS"	Earnings per share
"EGM"	Extraordinary general meeting
"FCNR"	Foreign currency non-resident
"FDI Policy" or "Consolidated FDI Policy"	The consolidated FDI policy, effective from October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion).
"FDI"	Foreign direct investment.

Term	Description
"FEMA Regulations"	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017.
"FEMA Rules"	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
"FEMA"	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder.
"Financial Year", "Fiscal", "Fiscal Year", "FY" or "F.Y."	Period of twelve months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular year, unless stated otherwise.
"FIR"	First information report.
"FPI Regulations"	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
"FPI(s)"	Foreign Portfolio Investor, as defined under the FPI Regulations.
"FVCI Regulations"	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
"FVCI"	Foreign venture capital investors, as defined and registered with SEBI under the FVCI Regulations.
"GAAP"	Generally accepted accounting principles.
"GoI" or "Government" or "Central Government"	Government of India.
"GST"	Goods and services tax.
"Guidance Note"	Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time.
"HUF"	Hindu undivided family.
"IAS Rules"	Companies (Indian Accounting Standards) Rules, 2015, as amended.
"ICAI"	The Institute of Chartered Accountants of India.
"ICSI"	The Institute of Company Secretaries of India.
"IFRS"	International Financial Reporting Standards of the International Accounting Standards Board.
"Ind AS"	Indian Accounting Standards
"India"	Republic of India.
"Indian GAAP"	India's generally accepted accounting principles
"Insider Trading Regulations"	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
"Insurance Act"	The Insurance Act, 1938
"IPO"	Initial Public Offer
"IRDAI Investment Regulations"	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016.
"IRS"	Interest Rate Swaps
"IST"	Indian Standard Time.
"IT Act"	The Income Tax Act, 1961.
"IT"	Information Technology.
"Key Performance Indicators or KPIs"	Key numerical measures of our Company's historical financial and/or operational performance, which our management evaluates and tracks to monitor our performance and which provides information to the investors to make an informed decision with respect to the valuation of our Company
"Listing Agreement"	The equity listing agreement to be entered into by our Company with each of the Stock Exchanges.
"LLC"	Limited liability company.
"MCA"	Ministry of Corporate Affairs, Government of India.
"Mn" or "mn"	Million.
"N.A."	Not applicable.
"N.I. Act"	The Negotiable Instruments Act, 1881.
"NACH"	National Automated Clearing House
"NAV"	Net asset value.
"Net Asset Value Per Equity Share"	Restated net worth at the end of the year/weighted number of equity shares outstanding at the end of the year.
"NBFC"	Non-Banking Financial Company.
"Net Worth"	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.

Term	Description
"Net Profit"	Net Profit after tax for the relevant fiscal year/half year as stated by the company.
"NEFT"	National electronic fund transfer.
"NPCI"	National Payments Corporation of India
"NRE"	Non-resident external.
"NRI" or "Non-Resident Indian"	Non-Resident Indian as defined under the FEMA Regulations.
"NRO Account"	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
"NRO"	Non-resident ordinary.
"NSDL"	National Securities Depository Limited.
"NSE"	National Stock Exchange of India Limited.
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer.
"ODI"	Offshore derivative instruments.
"P/E Ratio"	Price/earnings ratio.
"PAT Margin"	PAT Margin calculated as restated profit for the year/period divided by Total Income.
"PAN"	Permanent account number allotted under the Income Tax Act, 1961.
"Patents Act"	The Patents Act, 1970.
"Profit/(Loss) for the year/period"	Profit for the year/period means the profit for the year/period as appearing in the Restated Financial Information.
"R&D as % of Total Income"	R&D as % of Total Income is calculated as R&D expense divided by Total Income.
"RBI"	Reserve Bank of India.
"RBI Act"	Reserve Bank of India Act, 1934.
"Regulation S"	Regulation S under the U.S. Securities Act.
"Resident Indian"	A person resident in India, as defined under FEMA
"Return on Capital Employed (%)"	Return on Capital Employed (%) is calculated as restated profit before tax for the year plus finance cost divided by Capital Employed. Capital Employed is calculated as the sum of Total Equity, Current Borrowings & Non-Current Borrowing, Deferred Tax Liabilities and as reduced by Intangible Assets, Intangible Assets under Development, Goodwill and Deferred Tax Assets.
"RONW"	Return on Net Worth.
"RTGS"	Real time gross settlement.
"SCRA"	Securities Contracts (Regulation) Act, 1956.
"SCRR"	Securities Contracts (Regulation) Rules, 1957.
"SEBI Act"	Securities and Exchange Board of India Act, 1992.
"SEBI ICDR Regulations"	Securities and Exchange Board of India (Offer of Capital and Disclosure Requirements) Regulations, 2018.
"SEBI ICDR Master Circular"	SEBI master circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024.
"SEBI Listing Regulations"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
"SEBI Master Circular for Mutual Fund"	SEBI's Master Circular for Mutual Funds dated June 27, 2024, as amended from time to time
"SEBI RTA Master Circular"	SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, as amended from time to time
"SEBI Merchant Bankers Regulations"	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1999.
"SEBI Mutual Fund Regulations"	The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"SEBI SBEB Regulations"	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
"SEBI"	Securities and Exchange Board of India constituted under the SEBI Act.
"State Government"	Government of a State of India.
"Takeover Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
"Total Income"	Total Income means Revenue from sale of goods, research services including other operating revenue and other income.
"Trademarks Act"	The Trade Marks Act, 1999.
"U.S. GAAP"	Generally Accepted Accounting Principles in the United States of America.

Term	Description
"U.S. Securities Act"	United States Securities Act of 1933, as amended.
"U.S.A"/ "U.S."/ "United States"/ "US"	The United States of America and its territories and possessions, including any state of the United States of America, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia.
"USD" or "US$"	United States Dollars.
"VCFs"	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be.

OFFER DOCUMENT SUMMARY

This section is a general summary of the terms of the Offer, certain disclosures included in this Red Herring Prospectus and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections titled "Risk Factors", "The Offer", "Capital Structure", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Financial Information", "Management's Discussions and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Material Developments", and "Offer Structure", beginning on pages 32, 81, 99, 154, 232, 316, 328, 390, 420 and 466, respectively.

Summary of Primary business of our Company

We are an asset management company, and our primary activities include managing mutual funds and providing investment advice on Indian equities. As of June 30, 2025, we managed 26 schemes comprising 12 equity schemes, 10 debt schemes and four hybrid schemes with a quarterly average AUM of ₹ 1,110.52 billion as of June 30, 2025. We have a multi-channel sales and distribution network that allows us to offer products and services to our customers. This network includes third-party distributors, and sales made through our branches, and digital platforms.

For further information, see "*Our Business*" beginning on page 232.

Summary of the Industry in which our Company operates

The Indian mutual fund industry has experienced significant growth, driven by a thriving domestic economy, substantial inflows, and increased participation from individual investors. The industry is witnessing a surge in growth, driven largely by the equity space, where assets have increased significantly over the past decade. Fiscal 2024 was particularly notable, where the business has shown robust development and weathered obstacles with the industry benefiting from a strong equity market, robust economic growth, and heightened investor engagement. *(Source: CRISIL Report)*

For further information, see "*Industry Overview*" beginning on page 154.

Names of the Promoters

Our Promoters are Canara Bank and ORIX Corporation Europe N.V. For further details, see "*Our Promoters and Promoter Group*" beginning on page 316.

Offer Size

The following table summarizes the details of the Offer. For further details, see "*The Offer*" and "*Offer Structure*" beginning on pages 81 and 466, respectively.

Offer of Equity Shares[(1)]	Up to 49,854,357 Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million

(1) The Offer has been authorized by a resolution by our Board of Directors dated March 28, 2025. The Promoter Selling Shareholders have also authorized their participation in the Offer for Sale vide their letters dated April 23, 2025 and April 18, 2025 from Canara Bank and OCE, respectively. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" beginning on page 442. Our Board of Directors has taken on record the approvals of the Promoter Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated April 24, 2025. Each of the Promoter Selling Shareholders have confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations.

The Offer shall constitute [●]% of the post Offer paid up Equity Share capital of our Company. For further details of the Offer, see "*Offer Structure*" beginning on pages 466.

The names of the Promoter Selling Shareholders and their proportion in the Offer for Sale is as follows:

S. No.	Name of the Promoter Selling Shareholder	Number of Offered Shares	Proportion in the Offer for Sale size (%)
1.	Canara Bank	25,924,266	52.00
2.	OCE	23,930,091	48.00

Objects of the Offer

The objects of the Offer are to (i) to carry out the Offer for Sale of up to 49,854,357 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million by the Promoter Selling Shareholders; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. Our Company will not receive any proceeds from the Offer and all such proceeds will go to the Promoter Selling Shareholders.

For further details, see "*Objects of the Offer*" beginning on page 126.

Pre- Offer shareholding of our Promoters and the Promoter Group

The aggregate equity shareholding of our Promoters, who are also the Promoter Selling Shareholders, as on the date of this Red Herring Prospectus and the percentage of pre-Offer Equity share capital is set forth below:

S No.	Category of Shareholder	Pre-Offer^	
		Number of Equity Shares of face value of ₹10 each	Percentage of total pre-Offer paid up Equity Share capital (fully diluted)
Promoter Selling Shareholder			
1.	Canara Bank	101,702,888*	51.00
2.	OCE	97,714,540	49.00
	Total	**199,417,428**	100.00

^ Based on the beneficiary position statement dated October 1, 2025.
** Includes 4,800 Equity Shares held by Ranjeet Kumar Jha, Arunkumar K R, Alok Kumar Agarwal, Purshottam Chand, S Kanimozhi, and Mahesh Muralidhar Pai, jointly with Canara Bank.*

For further details, see "*Capital Structure*" beginning on page 99.

Aggregate pre-Offer and post-Offer shareholding of our Promoters, our Promoter Group and the additional top 10 Shareholders

The aggregate pre-Offer and post-Offer shareholding of our Promoters, our Promoter Group and the additional top 10 Shareholders as a percentage of the pre-Offer paid-up Equity Share capital of our Company is set out below:

S No.	Name of Shareholder	Pre-Offer		Post-Offer shareholding as at Allotment[(1)]			
		Number of Equity Shares^	Percentage of total pre-Offer paid up Equity Share capital on a fully diluted basis	At the lower end of the Price Band (₹[●])		At the upper end of the Price Band (₹[●])	
				Number of Equity Shares of face value ₹ 10 each held on a fully diluted basis[(1)]	Percentage of total post-Offer paid up Equity Share capital on a fully diluted basis[(1)]	Number of Equity Shares of face value ₹ 10 each held on a fully diluted basis[(1)]	Percentage of total post-Offer paid up Equity Share capital on a fully diluted basis[(1)]
Promoters*							
1.	Canara Bank	101,702,888^	51.00	[●]	[●]	[●]	[●]
2.	OCE	97,714,540	49.00	[●]	[●]	[●]	[●]

S No.	Name of Shareholder	Pre-Offer		Post-Offer shareholding as at Allotment[(1)]			
		Number of Equity Shares^	Percentage of total pre-Offer paid up Equity Share capital on a fully diluted basis	At the lower end of the Price Band (₹[●])		At the upper end of the Price Band (₹[●])	
				Number of Equity Shares of face value ₹ 10 each held on a fully diluted basis[(1)]	Percentage of total post-Offer paid up Equity Share capital on a fully diluted basis[(1)]	Number of Equity Shares of face value ₹ 10 each held on a fully diluted basis[(1)]	Percentage of total post-Offer paid up Equity Share capital on a fully diluted basis[(1)]
	Total	**199,417,428**	**100.00**	[●]	[●]	[●]	●]

[*]The Promoters are also the shareholders of the Company

^ Includes 4,800 Equity Shares held by Ranjeet Kumar Jha, Arunkumar K R, Alok Kumar Agarwal, Purshottam Chand, S Kanimozhi, and Mahesh Muralidhar Pai, jointly with Canara Bank.

[(1)] To be updated upon finalisation of Price Band.

As on the date of this Red Herring Prospectus, the members of the Promoter Group (except our Promoters) do not hold any Equity Shares of our Company.

Summary of Select Financial Information

The following details of our Equity Share capital, net worth, revenue from operations, restated profit/(loss) for the year, earnings per Equity Share of face value of ₹10 each (basic and diluted), net asset value per Equity Share and total borrowings as at and for the three months periods ended June 30, 2025 and June 30, 2024 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 are derived from the Restated Financial Information:

(₹ in million)

Particulars	As at June 30, 2025	As at June 30, 2024	Fiscal 2025	Fiscal 2024	Fiscal 2023
Equity share capital	1,994.17	498.54	1,994.17	498.54	498.54
Net Worth	6,606.04	5,052.93	6,000.56	4,544.89	3,285.49
Revenue from operations	1,210.69	1,017.96	4,036.95	3,180.90	2,045.95
Restated Profit/(Loss) after tax for the year	609.77	510.71	1,907.04	1,509.95	790.01
Earnings per Equity Share of face value of ₹ 10 each attributable to equity holders					
- Basic, computed on the basis of profit attributable to equity holders (₹)	3.06	2.56	9.56	7.57	3.96
- Diluted, computed on the basis of profit attributable to equity holders (₹)	3.06	2.56	9.56	7.57	3.96
Net asset value per Equity Share (₹)	33.13	101.35	30.09	91.16	65.90
Total Borrowings	Nil	Nil	Nil	Nil	Nil

Notes:

[1.] Net Worth = Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.

[2.] Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).

[3.] Basic EPS = Basic earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year. For period ended June 2024, and Fiscal 2023 and Fiscal 2024, equity shares post the bonus issue of equity shares and split of the equity shares is considered for determining the amount.

[4.] Diluted EPS = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential

Equity Shares outstanding during the year. For period ended June 2024, Fiscal 2023 and Fiscal 2024, equity shares post the bonus issue of equity shares and split of the equity shares is considered for determining the amount.
[5] Net Asset Value per Share (in ₹) = Restated net worth at the end of the year / Weighted number of equity shares outstanding at the end of the year. The denominator for calculation of Net Asset Value for period ended June 2024, Fiscal 2023 and , Fiscal 2024, i.e., the number of equity shares outstanding is taken without considering the bonus shares.

For further details, see "*Other Financial Information*" beginning on page 385.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Financial Information

There are no qualifications of the Statutory Auditors which have not been given effect to in the Restated Financial Information.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Promoters, Directors, Key Managerial Personnel, members of Senior Management and Group Companies as on the date of this Red Herring Prospectus and as disclosed in the section titled "*Outstanding Litigation and Material Developments*" in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings (direct and indirect tax)	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigation	Aggregate amount involved (₹ in million)^
Company						
By our Company	Nil	Nil	Nil	N.A.	Nil	Nil
Against our Company	Nil	1	Nil	N.A.	Nil	33.44
CRMF*						
By CRMF	1	Nil	Nil	N.A.	3	1,150.95
Against CRMF[#]	Nil	1	Nil	N.A.	Nil	2.90
Directors						
By our Directors	Nil	Nil	Nil	N.A.	1	Nil
Against our Directors	3	Nil	Nil	N.A.	2	10,061.10
Promoters						
By our Promoters	5,737	Nil	Nil	Nil	16	533,983.51
Against our Promoters	4	66	Nil	2	1	108,724.54
Key Managerial Personnel (excluding our Executive Director)						
By our Key Managerial Personnel	Nil	Nil	Nil	N.A.	Nil	Nil
Against our Key Managerial Personnel	Nil	Nil	Nil	N.A.	Nil	Nil
Members of Senior Management						
By our members of Senior Management	Nil	Nil	Nil	N.A.	Nil	Nil
Against our members of Senior Management	Nil	Nil	Nil	N.A.	Nil	Nil
Group Companies						
By our Group Companies	Nil	Nil	Nil	N.A.	Nil	Nil
Against our Group Companies	Nil	Nil	Nil	N.A.	Nil	Nil

^To the extent quantifiable.
** CRMF means Canara Robeco Mutual Fund*
#CRMF has received a show cause cum demand notice from Department of Revenue, Goods and Services Tax, Audit- I, Commissionerate, Mumbai dated June 28, 2025. For further details on material tax proceedings, see "Outstanding Litigation and Material Developments- Material Taxation Proceeding against CRMF" beginning on page 433.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 420.

Risk Factors

Following are the top 10 risk factors:

1. One of our equity schemes and nine of our debt schemes have underperformed relative to their respective benchmark indices over a one calendar year ended June 30, 2025. If our investment schemes underperform, our AUM could decrease, negatively impacting our results of operations.

2. Our business is subject to extensive regulation, including periodic inspections by the Securities and Exchange Board of India ("SEBI"), and our non-compliance with existing regulations or SEBI's observations could expose us to penalties and restrictions in the business that we can undertake.

3. Unfavourable market changes and economic downturns may result in customer withdrawals or a decrease in customer transactions, resulting in a decline in our assets under management and management fees, which could significantly and negatively influence our revenue from operations, business prospects, financial conditions, and results of operations.

4. The performance of our equity-oriented schemes has a significant impact on our assets under management and consequently our revenue from operations. As of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024, and March 31, 2023, 91.17%, 92.34%, 91.69%, 91.66% and 88.43% of our quarterly average assets under management were from equity-oriented schemes. Underperformance by our equity-oriented schemes may have a disproportionate adverse impact on our business and revenue.

5. As of June 30, 2025 and June 30, 2024 and March 31, 2025, March 31, 2024, and March 31, 2023, 73.45%, 75.82%, 73.63%, 76.24% and 78.04% of our monthly average assets under management were generated from third-party distributors. If we are unable to maintain our existing relationship with our third-party distributors or attract new distributors, our business, competitiveness, results of operations and financial condition may be adversely impacted.

6. We are dependent on several key personnel, including our Key Managerial Personnel and Senior Management as well as our investment team, and the loss of or our inability to attract or retain such persons could adversely affect our business, financial condition, results of operations and cash flows.

7. We have licensed the trademarks "Canara" and "Robeco" from Canara Bank and Robeco Holding, respectively and the termination of the trademark license agreements could adversely impact our business and results of operations. If we are unable to transition away from these trademarks to new brand(s) within the prescribed timelines, this could prevent marketing and distribution of our schemes under these arrangements.

8. Growth in our revenue from operations and profitability depends on the growth in our assets under management. We may not be able to sustain our historical growth in assets under management which may impact our revenue from operations and/or profitability.

9. As of June 30, 2025 and June 30, 2024 and March 31, 2025, March 31, 2024 and March 31, 2023, 62.11%, 61.46%, 61.92%, 61.67%, and 64.74% of our MAAUM were generated from customers located in the Indian states/union territory of Maharashtra, Gujarat, Karnataka, Delhi, and Tamil Nadu. A decrease in our AUM from these states/union territory could adversely impact our business and revenue from operations.

10. Canara Robeco Mutual Fund ("**CRMF**") has received a show cause cum demand notice ("**Notice**") dated June 28, 2025 from the Department of Revenue, Goods and Services Tax, Audit-I, Commissionerate,

Mumbai, alleging, amongst other things, non-payment of GST. Any adverse outcome in such proceeding could have an adverse effect on business, financial condition and results of operations of CRMF.

Specific attention of the investors is invited to "*Risk Factors*" beginning on page 32 to have an informed view before making an investment decision in the Offer.

Summary of Contingent Liabilities of our Company

Except as stated below, there are no contingent liabilities of our Company as at June 30, 2025 derived from the Restated Financial Information.

Particulars	As at June 30, 2025 (₹ million)
Claims against our Company not acknowledged as debts in respect of:	
(i) Disputed income tax demand	33.44

For further details of the contingent liabilities of our Company as on June 30, 2025, see "*Restated Financial Information* – Note 31-Contingent Liabilities and Capital Commitments" on page 363.

Summary of Related Party Transactions

Summary of the related party transactions derived from Restated Financial Information, is as follows:

(a) Details of Transactions as on June 30, 2025

(₹ in million)

Sr. No.	Nature of Transactions	Relationship	Company/ Person Name	Expenditure	Income	Assets	Liabilities
1	Rent	Holding Company	Canara Bank	0.10	-	-	0.03
2	Bank Charges	Holding Company	Canara Bank	0.02	-	-	-
3	Reimbursement/Salary & other benefits	Entity having significant influence over the Co.	OCE*	8.59	-	-	81.70
4	Reimbursement of Salary & Other Benefits	Holding Company	Canara Bank	0.62	-	-	0.19
5	Reimbursement of Maintenance charges	Holding Company	Canara Bank	-	-	-	-
6	R & T Charges	Fellow Subsidiary	CCSL	-	-	-	-
7	Insurance Premium	Fellow Subsidiary	CHOBCI	3.02	-	-	-
8	Bank Balance	Holding Company	Canara Bank	-	-	2.41	-
9	Advisory fees	Under the common control of entity having significant influence	Robeco Hongkong Ltd	-	43.35	44.03	-
10	Dividend Payment	Holding Company	Canara Bank	-	-	-	-
		Entity having significant influence over the Co.	OCE*	-	-	-	-
11	Director Sitting Fee	Key Management Personnel	Members of Directors Body	3.40	-	-	-

12	Short-term employee benefits	Key Management Personnel	Key Managerial Personnel	28.37	-	-	-

Note: Figures are exclusive of goods and service tax

**OCE is one of our Promoters and in accordance with the SEBI ICDR Regulations, Robeco Hongkong Limited forms a part of our Promoter Group and Group Company and is disclosed under the sections "Our Promoters and Promoter Group" and "Group Companies" on pages 316 and 439, respectively. Basis the above understanding and as per Ind AS 24, our Company has also disclosed a list of entities which are under common control and have significant influence over our Company under section 'Financial Information – Restated Financial Information – Note 41 – Related Party Transactions- Annexure I' on page 377.*

(b) Details of Transactions as at June 30, 2024

(₹ in million)

Sr. No.	Nature of Transactions	Relationship	Company/ Person Name	Expenditure	Income	Assets	Liabilities
1	Rent	Holding Company	Canara Bank	0.10	-	-	0.03
2	Bank Charges	Holding Company	Canara Bank	0.01	-	-	-
3	Reimbursement/Salary & other benefits	Entity having significant influence over the Co.	OCE*	20.00	-	-	100.00
4	Reimbursement of Salary & Other Benefits	Holding Company	Canara Bank	0.70	-	-	0.48
5	Reimbursement of Maintenance charges	Holding Company	Canara Bank	0.12	-	-	0.12
6	R & T Charges	Fellow Subsidiary	CCSL	0.00	-	-	-
7	Insurance Premium	Fellow Subsidiary	CHOBCI	2.64	-	-	-
8	Bank Balance	Holding Company	Canara Bank	-	-	1.14	-
9	Advisory fees	Under the common control of entity having significant influence	Robeco Hongkong Ltd	-	39.01	64.14	-
10	Dividend Payment	Holding Company	Canara Bank	-	-	-	-
		Entity having significant influence over the Co.	OCE*	-	-	-	-
11	Director Sitting Fee	Key Management Personnel	Members of Directors Body	0.68	-	-	-
12	Short-term employee benefits	Key Management Personnel	Key Managerial Personnel	28.71	-	-	-

Note: Figures are exclusive of goods and service tax

**OCE is one of our Promoters and in accordance with the SEBI ICDR Regulations, Robeco Hongkong Limited forms a part of our Promoter Group and Group Company and is disclosed under the sections "Our Promoters and Promoter Group" and "Group Companies" on pages 316 and 439, respectively. Basis the above understanding and as per Ind AS 24, our Company has also disclosed a list of entities which are under common control and have significant influence over our Company under section 'Financial Information – Restated Financial Information – Note 41 – Related Party Transactions- Annexure I' on page 377.*

(c) Details of Transactions as at March 31, 2025

(₹ in million)

Sr. No.	Nature of Transactions	Relationship	Company/ Person Name	Expenditure	Income	Assets	Liabilities
1	Rent	Holding Company	Canara Bank	0.42	-	-	0.03
2	Bank Charges	Holding Company	Canara Bank	0.04	-	-	-
3	Reimbursement/Salary & other benefits	Entity having significant influence over the Co.	OCE*	73.10	-	-	73.10
4	Reimbursement of Salary & Other Benefits	Holding Company	Canara Bank	2.81	-	-	0.21
5	Reimbursement of Maintenance charges	Holding Company	Canara Bank	0.66	-	-	0.80
6	R & T Charges	Fellow Subsidiary	CCSL	0.01	-	-	0.01
7	Insurance Premium	Fellow Subsidiary	CHOBCI	2.69	-	-	-
8	Bank Balance	Holding Company	Canara Bank	-	-	0.84	-
9	Advisory fees	Under the common control of entity having significant influence	Robeco Hongkong Ltd	-	164.87	41.31	-
10	Dividend Payment	Holding Company	Canara Bank	228.83	-	-	-
		Entity having significant influence over the Co.	OCE*	219.86	-	-	-
11	Director Sitting Fee	Key Management Personnel	Members of Directors Body	5.75	-	-	-
12	Short-term employee benefits	Key Management Personnel	Key Managerial Personnel	102.20	-	-	-

Note: Figures are exclusive of goods and service tax

**OCE is one of our Promoters and in accordance with the SEBI ICDR Regulations, Robeco Hongkong Limited forms a part of our Promoter Group and Group Company and is disclosed under the sections "Our Promoters and Promoter Group" and "Group Companies" on pages 316 and 439, respectively. Basis the above understanding and as per Ind AS 24, our Company has also disclosed a list of entities which are under common control and have significant influence over our Company under section 'Financial Information – Restated Financial Information – Note 41 – Related Party Transactions- Annexure I'' on page 377.*

(d) Details of Transactions as at March 31, 2024

Sr. No.	Nature of Transactions	Relationship	Company/ Person Name	Expenditure	Income	Assets	Liabilities
1	Rent	Holding Company	Canara Bank	0.45	-	-	0.03
2	Bank Charges	Holding Company	Canara Bank	0.04	-	-	-
3	Reimbursement/Salary & other benefits	Entity having significant influence over the Co.	OCE*	80.00	-	-	80.00
4	Reimbursement of Salary & Other Benefits	Holding Company	Canara Bank	2.84	-	-	0.73
5	Reimbursement of Maintenance charges	Holding Company	Canara Bank	0.67	-	-	0.16

6	R & T Charges	Fellow Subsidiary	CCSL	0.01	-	-	0.00
7	Insurance Premium	Fellow Subsidiary	CHOBCI	3.10	-	-	-
8	Bank Balance	Holding Company	Canara Bank	-	-	1.08	-
9	Advisory fees	Under the common control of entity having significant influence	Robeco Hongkong Ltd	-	87.72	25.07	-
10	Dividend Payment	Holding Company	Canara Bank	127.13	-	-	-
		Entity having significant influence over the Co.	OCE*	122.14	-	-	-
11	Director Sitting Fee	Key Management Personnel	Members of Directors Body	2.86	-	-	-
12	Short-term employee benefits	Key Management Personnel	Key Managerial Personnel	100.82	-	-	-

Note: Figures are exclusive of goods and service tax

**OCE is one of our Promoters and in accordance with the SEBI ICDR Regulations, Robeco Hongkong Limited forms a part of our Promoter Group and Group Company and is disclosed under the sections "Our Promoters and Promoter Group" and "Group Companies" on pages 316 and 439, respectively. Basis the above understanding and as per Ind AS 24, our Company has also disclosed a list of entities which are under common control and have significant influence over our Company under section 'Financial Information – Restated Financial Information – Note 41 – Related Party Transactions- Annexure I' on page 377.*

(d) Details of Transactions as at March 31, 2023

(₹ in million)

Sr. No.	Nature of Transactions	Relationship	Company/ Person Name	Expenditure	Income	Assets	Liabilities
1	Rent	Holding Company	Canara Bank	0.42	-	-	0.03
2	Bank Charges	Holding Company	Canara Bank	0.03	-	-	-
3	Reimbursement/Salary & other benefits	Entity having significant influence over the Co.	OCE*	50.00	-	-	50.00
4	Reimbursement of Salary & Other Benefits	Holding Company	Canara Bank	2.06	-	-	0.31
5	Reimbursement of Maintenance charges	Holding Company	Canara Bank	0.44	-	-	0.14
6	R & T Charges	Fellow Subsidiary	CCSL	0.01	-	-	0.00
7	Insurance Premium	Fellow Subsidiary	CHOBCI	2.31	-	-	-
8	Bank Balance	Holding Company	Canara Bank	-	-	1.28	-
9	Advisory fees	Under the common control of entity having significant influence	Robeco Hongkong Ltd	-	60.35	15.88	-
9	Management fee	Mutual Fund managed by Company	Canara Robeco Mutual Fund (Schemes)	-	1,846.44	218.20	-

10	Investments	Mutual Fund managed by Company	Canara Robeco Mutual Fund (Schemes)	-	-	3,176.10	-
11	Profit on sale of Investment	Mutual Fund managed by Company	Canara Robeco Mutual Fund (Schemes)	-	121.30	-	-
12	Dividend Payment	Holding Company	Canara Bank	114.42	-	-	-
		Entity having significant influence over the Co.	OCE*	109.93	-	-	-
13	Director Sitting Fee	Key Management Personnel	Members of Directors Body	3.46	-	-	-
14	Short-term employee benefits	Key Management Personnel	Key Managerial Personnel	59.40	-	-	-

Note: Figures are exclusive of goods and service tax

**OCE is one of our Promoters and in accordance with the SEBI ICDR Regulations, Robeco Hongkong Limited forms a part of our Promoter Group and Group Company and is disclosed under the sections "Our Promoters and Promoter Group" and "Group Companies" on pages 316 and 439, respectively. Basis the above understanding and as per Ind AS 24, our Company has also disclosed a list of entities which are under common control and have significant influence over our Company under section 'Financial Information – Restated Financial Information – Note 41 – Related Party Transactions- Annexure I'on page 377.*

For further details of the related party transactions, see "*Restated Financial Information – Note 41 – Related Party Transactions*" at page 373.

Financing Arrangements

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

Average cost of acquisition for our Promoters Selling Shareholders

The average cost of acquisition per Equity Share for shares held by our Promoters Selling Shareholders, as at the date of this Red Herring Prospectus is:

Name of the Promoter Selling Shareholder	Number of Equity Shares of face value of ₹10 each held	Average cost of acquisition per Equity Share (in ₹)*
Canara Bank	101,702,888	2.01
OCE	97,714,540	12.87

** As certified by M/s. G. P. Kapadia & Co., Chartered Accountants by way of their certificate dated October 3, 2025.*

Weighted average price at which specified securities were acquired by our Promoters in the one year preceding the date of this Red Herring Prospectus

The weighted average price at which specified securities have been acquired by our Promoters, in the one year preceding the date of this Red Herring Prospectus is provided below.

Name of the Promoter	Number of Equity Shares acquired in the last one year	Weighted average price of acquisition per Equity Share (in ₹)*
Canara Bank	NIL	NIL
OCE	NIL	NIL

** As certified by M/s. G. P. Kapadia & Co., Chartered Accountants by way of their certificate dated October 3, 2025.*

Weighted average cost of acquisition of Equity Shares transacted in one year, eighteen months and three years preceding the date of this Red Herring Prospectus:

Period	Weighted average cost of acquisition per Equity Share (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition*	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)*
Last 1 year preceding the date of this Red Herring Prospectus	NA	[●]	NA
Last 18 months preceding the date of this Red Herring Prospectus	NIL	[●]	NIL-NIL
Last 3 year preceding the date of this Red Herring Prospectus	NIL	[●]	NIL-NIL

** As certified by M/s. G.P. Kapadia & Co., Chartered Accountants by way of their certificate dated October 3, 2025.*

Details of price at which specified securities were acquired by the Promoters, members of our Promoter Group, and Shareholders with right to nominate directors or any other rights ("Shareholders") in the last three years preceding the date of this Red Herring Prospectus

Name of Acquirer / shareholder	Category of Acquirer / shareholder	Date of transfer / acquisition of the Equity Shares	Number of Equity Shares Transferred / acquired^	Face Value	Acquisition price per Equity Share^ (in ₹)
Canara Bank	Promoter Selling Shareholders	September 19, 2024	76,277,166*	10.00	NIL
OCE	Promoter Selling Shareholders	September 19, 2024	73,285,905	10.00	NIL

** It includes 600 Equity Shares allotted to each of Ranjeet Kumar Jha, Gopikrishna Puttaganti, Alok Kumar Agarwal, Purshottam Chand, Mahesh Muralidhar Pai, Polipalli Venkateswaralu Janardhan Rao, jointly with Canara Bank pursuant to bonus issue on September 19, 2024.*
**As certified by M/s. G. P. Kapadia & Co., Chartered Accountants by way of their certificate dated October 3, 2025.*

Details of pre-IPO placement

Our Company does not contemplate a pre-IPO placement.

Offer of Equity Shares for consideration other than cash or by way of bonus issue in the last one year

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

Split / Consolidation of Equity Shares in the last one year

Except as disclosed in "*Capital Structure – Notes to the Capital Structure* – 1. *Equity Share capital history of our Company*" beginning on page 100, there has been no split or consolidation of the Equity Shares of our Company in the last one year.

Exemption from complying with provisions of securities laws granted by SEBI

Our Company has not sought any exemption by SEBI from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

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

Certain Conventions

All references to "India" in this Red Herring Prospectus are to the Republic of India and its territories and possession and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

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

1. "Rupees" or "INR" or "Rs." or "₹" are to the Indian Rupee, the official currency of the Republic of India; and
2. 'US$', 'USD', '$' and 'U.S. dollars' are to the legal currency of the United States Dollar.

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

Financial Data

Unless stated otherwise or the context otherwise requires or indicates, the financial information, financial ratios and any percentage amounts, as set forth in the sections "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 32, 232 and 390, respectively, and elsewhere in this Red Herring Prospectus have been derived from our Restated Financial Information.

Restated financial statements of our Company, as at and for the three months periods ended June 30, 2025 and June 30, 2024 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time, comprising the restated statements of assets and liabilities as at and for the three months periods ended June 30, 2025 and June 30, 2024 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, the restated statements of profit and loss (including other comprehensive income), the restated statements of cash flows, the restated statements of changes in equity for the three months periods ended June 30, 2025 and June 30, 2024 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 and the Summary of Material Accounting Policies and other explanatory notes (collectively referred to as the "**Restated Financial Information**") and included in "*Financial Information*" beginning on page 328.

Unless indicated otherwise, all references to a year in this Red Herring Prospectus are to a calendar year. Our Company's financial year commences on April 1 and ends on March 31 of the next calendar year. Accordingly, all references to a particular financial year or fiscal, unless stated otherwise, are to the 12 month period ended on March 31 of that calendar year. Reference in this Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year is to the 12 months ended on March 31 of such year, unless otherwise specified.

The degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and SEBI ICDR Regulations. Any reliance by persons not familiar with the aforementioned policies and laws on the financial disclosures presented in this Red Herring Prospectus should be limited. There are significant differences between Ind AS, the Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide a reconciliation of its financial statements with Ind AS, the Indian GAAP, IFRS or U.S. GAAP requirements. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data.

For further details in connection with risks involving differences between Ind AS and other accounting principles, see "*Risk Factors – Internal Risks - Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar and may consider them material to their assessment of our financial condition."* on page 71.

Unless the context otherwise requires or indicates, any percentage or amounts (excluding certain operational metrics), with respect to financial information of our Company, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 32, 232 and 390, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of figures derived from the Restated Financial Information.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Except as otherwise stated, all figures derived from our Restated Financial Information in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal place. 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 third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Non-Generally Accepted Accounting Principles Financial Measures ("Non-GAAP Measures")

In evaluating our business, we consider and use non-GAAP financial measures and key performance indicators, such as EBITDA, cost to income ratio, return on net worth, return on equity, profit after tax margin and divided payout ratio which have been included in this Red Herring Prospectus. The presentation of these non-GAAP financial measures and key performance indicators is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with Ind AS. We present these non-GAAP financial measures and key performance indicators because they are used by our management to evaluate our operating performance and formulate business plans.

These non-GAAP financial measures are not defined under Ind AS and are not presented in accordance with Ind AS. The non-GAAP financial measures and key performance indicators have limitations as analytical tools. Further, these non-GAAP financial measures and key performance indicators may differ from the similar information used by other companies, including peer companies, and therefore their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to profit before tax, net earned premiums, gross earned premiums or any other measure of performance or as an indicator of our operating performance, liquidity or profitability or results of operations. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures and other operating matrices between companies may not be possible. Although the Non-GAAP Measures and other operating matrices are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. For further details, see "*Risk Factor – Internal Risks - We have in this Red Herring Prospectus included certain non-generally accepted accounting principle financial measures ("Non-GAAP") and certain other industry measures related to our operations and financial performance. These Non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies."* on page 70.

Units of Presentation

Except otherwise specified, our Company has presented certain numerical information in this Red Herring Prospectus in "lakh", "million", "crores" "billion" and "trillion" units. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. One lakh represents 100,000 and one crore represents 10,000,000.

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

Time

All references to time in this Red Herring Prospectus are to Indian Standard Time.

Exchange Rates

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

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

(in ₹)

Currency[#]	As on June 30, 2025	As on June 30, 2024[(1)]	As on March 31, 2025[(1)]	As on March 31, 2024[(1)]	As on March 31, 2023[(1)]
1 USD	85.54	83.45	85.58	83.87	82.22
1 EUR	117.46	105.46	110.74	90.22	89.61

[#]Source: foreign exchange reference rates as available on www.fbil.org.in

[(1)]All figures are rounded up to two decimals and in event of a public holiday on the respective day, the previous Working Day not being a public holiday has been considered.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Red Herring Prospectus, including in "*Industry Overview*" and "*Our Business*" beginning on pages 154 and 232, respectively, has been obtained or derived from the report titled "*Assessment of Mutual Fund industry in India*" ("**CRISIL Report**") dated September, 2025, prepared by CRISIL Intelligence and publicly available information as well as other industry publications and sources. The CRISIL Report has been commissioned and paid for by our Company exclusively for the purposes of the Offer, pursuant to an engagement letter dated February 4, 2025 and is available on our Company's website at https://www.canararobeco.com/company/shareholder-corner. Further, CRISIL Intelligence *vide* their letter dated September 20, 2025 ("**Letter**") has accorded their no objection and consent to use the CRISIL Report, in full or in part, in relation to the Offer. Further CRISIL, *vide* their Letter has confirmed that they are an independent agency, and confirmed that it is not related to our Company, our Directors, our Promoters our KMP, Senior Management and the BRLMs. The extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI ICDR Regulations, the section "*Basis for Offer Price*" beginning on page 129 includes information relating to our peer group companies, which has been derived from publicly available sources.

For further details in relation to risks involving in this regard, see "*Risk Factors – Internal Risks - This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL Intelligence, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks* on page 68.

FORWARD-LOOKING STATEMENTS

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

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our 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 and globally which have an impact on our business activities, investments, or the industry in which we operate, the monetary and fiscal policies of India and globally, 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 in which we operate and incidents of any natural calamities and/or acts of violence.

For further discussion of factors that could cause our actual results to differ from our estimates and expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 32, 232 and 390, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of our future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs, assumptions, current plans, estimates and expectations, 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 Directors, our Promoters, the Book Running Lead Managers, the Syndicate Members nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Share forming part of the Offer from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

SECTION II – RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below before making an investment in our Equity Shares. If any or some combination of the following risks actually occur, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and prospective investors may lose all or part of their investment.

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, our Equity Shares, or the industry in which we currently operate. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. Some risks may be unknown to us and other risks, currently believed to be immaterial, could be or become material. For more details on our business and operations, see "Our Business", "Industry Overview", "Key Regulations and Policies" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 232, 154, 272 and 390, respectively, as well as other financial information included elsewhere in this Red Herring Prospectus. In making an investment decision, you must rely on your own examination of the Company and the terms of this Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in this Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment that may differ from that of other countries.

Unless otherwise indicated or unless context requires otherwise, the financial information in this section has been derived from the Restated Financial Information. See "Restated Financial Information" on page 328. Financial information for the three months ended June 30, 2025 and June 30, 2024 are not indicative of our financial results for the full financial year and is not comparable with our financial information for Fiscals 2025, 2024 and 2023.

*Unless otherwise specified in this section, references to "our assets under management ("**AUM**")" / "our quarterly average assets under management ("**QAAUM**")" / "our monthly average assets under management ("**MAAUM**")" or words of similar import refers to the AUM/QAAUM/MAAUM of the schemes of Canara Robeco Mutual Fund that we manage. Unless otherwise specified in this section, references to "our schemes" or words of similar import refers to the schemes of Canara Robeco Mutual Fund. Unless otherwise specified in this section, references to "equity-oriented AUM"/ "equity-oriented QAAUM" or words of similar import refers to AUM/QAAUM of equity-oriented schemes of Canara Robeco Mutual Fund. Unless otherwise specified in this section, reference to QAAUM and MAAUM as of a given date refers to the average assets under management of our mutual fund schemes, for the quarter or month ended on the specified date. QAAUM is defined as the quarterly average assets under management for the three-month period ending on the relevant dates across our schemes. MAAUM is defined as the monthly average assets under management for the month ending on the relevant dates across our schemes.*

This Red Herring Prospectus also contains certain forward-looking statements that involve known and unknown risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below and elsewhere in this Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 31. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other implications of any of the risks described in this section.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled, "**Assessment of Mutual Fund industry in India**" ("**CRISIL Report**") dated September 2025, prepared and issued by CRISIL Intelligence, which has been commissioned and paid for by us for an agreed fee pursuant to an engagement letter dated February 4, 2025 and prepared exclusively in connection with the Offer. The CRISIL Report is available on the website of our Company at https://www.canararobeco.com/company/shareholder-corner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant year.*

INTERNAL RISKS

Risks relating to our Business and Operations

1. ***One of our equity schemes and nine of our debt schemes have underperformed relative to their respective benchmark indices over a one calendar year ended June 30, 2025. If our investment schemes underperform, our AUM could decrease, negatively impacting our results of operations.***

The performance of our schemes is critical to retaining existing customers and attracting new customers, which is an important factor in our AUM's growth. Our investment strategies can perform poorly for several reasons, including general market conditions, competition, product offerings, investment decisions that we make, and the performance of the companies in which we invest on behalf of our schemes. As our revenue is largely dependent on the value and composition of AUM, any decrease in those aspects of our AUM will likely result in a decline in our revenue.

The investment strategies of our schemes may lead them to underperform their relevant benchmarks, or similar investment products offered by our competitors. For instance, as of June 30, 2025, out of the 26 schemes that we managed, one of our equity schemes and nine of our debt schemes have underperformed relative to their respective benchmark indices over a one calendar year period ended June 30, 2025.

The table below provides details of our schemes that have underperformed relative to their respective benchmark indices over a one calendar year ended June 30, 2025:

Name of the Scheme	Relevant Benchmark	Return 1 Year (%) Regular*	Return 1 Year (%) Direct*	Return 1 Year (%) Benchmark*	Inception Date	Total AUM as of June 30, 2025 (₹ billion)
Canara Robeco Small Cap Fund	NIFTY Smallcap 250 Total Return Index	1.65	2.89	4.59	February 15, 2019	131.03
Canara Robeco Conservative Hybrid Fund	CRISIL Hybrid 85+15 Conservative Index	7.91	9.17	8.74	April 24,1988	9.55
Canara Robeco Overnight Fund	CRISIL Liquid Overnight Index	6.29	6.30	6.41	July 24, 2019	2.02
Canara Robeco Ultra Short Term Fund	CRISIL Ultra Short Duration Debt A-I Index	7.11	7.71	7.61	Retail Plan : September 16, 2003 Institutional Plan : August 21, 2007 Regular Plan : July 14, 2008	5.83
Canara Robeco Savings Fund	CRISIL Low Duration Debt A-I Index	7.94	8.26	8.00	March 4, 2005	13.42
Canara Robeco Income Fund	CRISIL Medium to Long Duration Debt A-III Index	7.10	8.31	9.92	September 19, 2002	1.26
Canara Robeco Dynamic Bond Fund	CRISIL Dynamic Bond A-III Index	6.53	7.70	9.36	May 29, 2009	1.24
Canara Robeco Corporate Bond Fund	CRISIL Corporate Debt A-II Index	7.90	8.59	8.98	February 7, 2014	1.16
Canara Robeco Gilt Fund	CRISIL Dynamic Gilt Index	7.23	7.89	10.01	December 29, 1999	1.57
Canara Robeco Short Duration Fund	CRISIL Short Duration Debt A-II Index	8.22	8.87	9.00	April 25, 2011	4.66

** Source: CRISIL Report, on page 227, last table.*
Note: Scheme underperformance is based on 1 year return of regular plans of schemes to respective 1 year benchmark returns.

For further information, see "*Our Business – Mutual Fund Schemes*" on page 247.

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 our revenue and consequently, may adversely affect our results of operations and financial condition.

2. ***Our business is subject to extensive regulation, including periodic inspections by the Securities and Exchange Board of India ("SEBI"), and our non-compliance with existing regulations or SEBI's observations could expose us to penalties and restrictions in the business that we can undertake.***

We are regulated by SEBI through the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended (the "**SEBI Mutual Fund Regulations**"), guidelines, circulars and notifications issued from time to time as applicable for mutual funds.

The SEBI Mutual Fund Regulations govern a wide range of issues in connection with a mutual fund, including the constitution and management of a mutual fund. The SEBI Mutual Fund Regulations also provide that any change of control, as defined therein, with respect to our Company would require, among other things, prior approval of SEBI and the trustee and we would be required to provide the unitholders with an option to exit on the prevailing net asset value without any exit load. If we fail to comply with any regulations or guidelines, we may be subject to fines, sanctions and court proceedings. Compliance or other costs may rise due to changes in regulations, which may reduce our profit or put us at a competitive disadvantage.

On April 4, 2025, the Company had submitted an application with SEBI surrendering its registration as a portfolio manager under the SEBI PM Regulations, and pursuant to a letter dated May 2, 2025, SEBI has accepted our application for surrender of portfolio management registration license and accordingly, our certificate of registration as a portfolio manager has been cancelled with effect from May 2, 2025.

We are subject to regular scrutiny and supervision by SEBI, such as periodic inspections. SEBI has the power to inspect our books from time to time to ensure that we are in compliance with regulations, based on which SEBI may take such action as it may deem fit, including under the SEBI Act, the SEBI Mutual Fund Regulations and other circulars, notifications and guidelines issued thereunder, which includes fines and sanctions and, in certain circumstances, could also lead to revocation of our license to function as an asset management company.

In addition, every scheme we propose to introduce is required to file a draft scheme information document with SEBI for its observations. In the past, in inspection reports and in warning letters, SEBI has, among other things, identified certain deficiencies in our systems and operations, including, amongst others: such as: (i) redemption of investments made in Canara Robeco Equity Tax Saver Fund (ELSS) before completion of the 3 year lock in period; (ii) deficiency in systems with respect to processing of systematic transfer plan (STP) transactions leading to erroneous processing of STP transactions twice during November 14 to November 21, 2022 which impacted 6,089 investors with a total loss of ₹ 32,75,093.16 suffered by STP-in and STP-out schemes; (iii) instances where transactions were done by entities debarred from the securities market, and splitting of transactions by distributors to earn transaction charges; (iv) splitting of transactions and churning of investments to earn higher B-30 incentives; (v) lack of adequate controls to ensure the Macaulay Duration of the scheme is in line with the category of schemes; and (vi) inadequate system level checks in place leading to creation of 1,908.25 excess units as part of corporate action in Canara Robeco Liquid Fund.

While we have responded to all such observations made by SEBI in the past and taken the requisite corrective actions to ensure such incidents do not recur, we cannot assure you that SEBI will not make similar or other observations in the future. In the event we are unable to resolve such deficiencies to SEBI's satisfaction, we may be restricted in our ability to conduct our business.

While we seek to comply with all regulatory provisions applicable to us, in the event we are unable to comply with the observations made by SEBI, we could be subject to penalties and restrictions which may be imposed by SEBI. Furthermore, SEBI may initiate proceedings against our Company and its officials or any of the funds we are associated with for any alleged non-compliance with its regulations. Imposition of any penalty or adverse findings by SEBI during any future inspections may have an adverse effect on our business, results of operations, financial condition, cash flows and reputation.

Given the uncertainties and complexity of many of these regulatory actions, their outcome generally cannot be predicted with any reasonable degree of certainty and, accordingly, our provisions for regulatory actions may be inadequate. In addition, while we seek to comply with all regulatory provisions applicable to us, we cannot assure you that we will be able to comply with all observations made by our regulators or obtain or renew (in a timely

manner or at all) all regulatory and other approvals, licenses, registrations and permissions required for operating our business, which may result in sanctions, penalties and/or other restrictions in the form of cancellations or suspensions of registrations or approvals and therefore restrict our ability to conduct certain lines of business or otherwise affect our ability to carry on our business. For further details, see "*Government and Other Approvals – Material Approvals relating to the business and operations of our Company*" on page 435.

3. ***Unfavourable market changes and economic downturns may result in customer withdrawals or a decrease in customer transactions, resulting in a decline in our assets under management and management fees, which could significantly and negatively influence our revenue from operations, business prospects, financial conditions, and results of operations.***

Our business, financial condition, revenue from operations, cash flows, and future prospects are heavily influenced by market fluctuations and overall economic conditions, especially the macroeconomic environment in India, which is where we operate and generate our revenue from operations. Our success is reliant on customer confidence in the broader economy, economic growth rates, household saving trends, and consumer perspectives on financial savings in particular, within India.

Market fluctuations in India and globally may impact our results of operations in a variety of ways, including:

- ***AUM Decrease****:* If the Indian equity and/or debt markets decline, it may impair the performance of our schemes, which likely will result in a decrease in net cash inflows and a reduction in our AUM. The equity and debt markets in India and globally are, and may continue to be, volatile, which could impact our AUM. On account of a decrease in our AUM, we may experience a fluctuation in our management fees which we charge for managing the assets. There can be no assurance that our AUM and consequently our management fees will not decline going forward on account of a decline in equity and/or debt markets in India.

The table below sets forth details of our total AUM and management fee as of/for the relevant periods/Fiscals:

Particulars	As of / For the three months ended June 30, 2025	As of / For the three months ended June 30, 2024	As of / For the year ended March 31, 2025	As of / For the year ended March 31, 2024	As of / For the year ended March 31, 2023
Total Closing AUM (₹ billion)	1,175.13	1,013.93	1,032.77	887.64	625.44
Average AUM (₹ billion)[(1)]	1,110.52	946.85	1,033.09	772.21	568.59
Management fee (₹ million)	927.13	765.32	3,480.58	2,610.91	1,846.44
Total revenue from operations (₹ million)	1,210.69	1,017.96	4,036.95	3,180.90	2,045.95
Management fees as a percentage of revenue from operations (%)	76.58	75.18	86.22	82.08	90.25
Management fees as a percentage of average AUM (%)[(2)]	0.08	0.08	0.34	0.34	0.32

Notes:

(1) Average AUM for the relevant Fiscal / period is computed as simple average of quarterly average AUMs for the relevant Fiscal / period

(2) Management fees as a percentage of Average AUM for the three months ended June 30, 2025 and June 30, 2024, is on an unannualized basis.

- ***Customer withdrawals and redemptions:*** During periods of market volatility or unfavourable conditions, we may face increased rates of customer withdrawals. Given that our operations predominantly revolve around India-based retail investment schemes with mostly Indian customers, fluctuating or negative economic conditions, both within India and globally, might reduce the disposable income available to these customers for mutual fund investments. This scenario could lead to changes in investment or savings habits in India, resulting in decreased sales and elevated redemption rates. Furthermore, shifts in customer demographics and perceptions regarding our investment offerings, or

mutual funds, could adversely impact our AUM and revenue from operations. In cases where redemption requests surpass the available assets for liquidation, we might have to halt redemptions or resort to borrowing funds to satisfy redemption demands. Additionally, customers may decide not to reinvest with us following the conclusion of specific investment transactions and may opt for other investment alternatives which could result in a reduction in our AUM. While there have been no such instances during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024 and 2023, where we had to halt redemptions or resort to borrowings funds for redemption demands, we cannot assure you that such instances will not happen in future particularly if there is a decline in India equity or debt markets.

- ***Decline in systematic transactions:*** A substantial share of subscriptions from individual retail customers is generated through systematic transactions, i.e., regular and planned investments into our schemes at fixed intervals through systematic investment plans which offer the advantage of steadily and consistently boosting our AUM. The table below sets forth details of our total SIP count and the total SIP folio count as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024, and March 31, 2023:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Total SIP count (in million)*	2.14	2.22	2.37	2.29	2.32
Total SIP folio count (in million)	1.80	1.37	1.69	1.52	1.14
SIP monthly contribution (SIP includes STP) (₹ billion)	7.47	7.75	7.51	7.64	8.13
SIP unique PAN Count (in million)	1.69	1.29	1.59	1.42	1.07

Notes:
**As per SEBI guidelines, the SIPs where:*

- *3 consecutive instalments with respect to daily, weekly, fortnightly, and monthly intervals and*
- *2 consecutive instalments with respect to others are failed, are treated as ceased/discontinued.*

Data as on June 30, 2025, includes correction in the past/legacy data on account of above reason, revised in first quarter of Fiscal 2026.

However, volatile market conditions and unfavourable economic performance, whether due to local or global economic factors, could lead to a decrease in retail customers investing in mutual funds, either through systematic means or otherwise. This scenario could, in turn, result in a reduction of inflows through these systematic transactions.

Any of these factors could have a material adverse effect on our business, results of operations, financial condition and business prospects.

4. ***The performance of our equity-oriented schemes has a significant impact on our assets under management and consequently our revenue from operations. As of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024, and March 31, 2023, 91.17%, 92.34%, 91.69%, 91.66% and 88.43% of our quarterly average assets under management were from equity-oriented schemes. Underperformance by our equity-oriented schemes may have a disproportionate adverse impact on our business and revenue.***

As of June 30, 2025, out of the 26 schemes that we managed, 15 are equity-oriented schemes (inclusive of 12 equity schemes and three (3) hybrid schemes) while remaining 11 are debt-oriented schemes (inclusive of 10 debt schemes and one (1) hybrid scheme) to cater to the diverse requirements of our investor base.

The table below sets forth details of our QAAUM split by asset type, i.e., equity-oriented, and debt-oriented schemes as of March 31, 2025, March 31, 2024 and March 31, 2023:

Asset Class	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of total QAAUM (%)	Amount (₹ billion)	Percentage of total QAAUM (%)	Amount (₹ billion)	Percentage of total QAAUM (%)
Equity-Oriented	947.57	91.69	798.11	91.66	552.53	88.43
Debt-Oriented	85.87	8.31	72.59	8.34	72.32	11.57
Total	**1,033.44**	**100.00**	**870.70**	**100.00**	**624.85**	**100.00**

The table below sets forth details of our QAAUM split by asset type, i.e., equity-oriented, and debt-oriented schemes as of June 30, 2025 and June 30, 2024:

Asset Class	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of total QAAUM (%)	Amount (₹ billion)	Percentage of total QAAUM (%)
Equity-Oriented	1,012.51	91.17	874.29	92.34
Debt-Oriented	98.01	8.83	72.56	7.66
Total	**1,110.52**	**100.00**	**946.85**	**100.00**

Concentration in equity-oriented schemes poses significant risk factors for our Company. Primarily, equity markets are inherently volatile and subject to fluctuations due to economic, political, and social factors. This unpredictability can adversely affect the value of our equity investments, leading to potential declines in AUM during market downturns. Furthermore, a portfolio heavily skewed towards equity, such as ours, increases vulnerability to sector-specific risks and market sentiments. Additionally, equity-oriented schemes often entail higher management costs due to the active involvement required in market analysis and strategy formulation, which can place a financial strain on our Company during bear markets. If we become subject to additional restrictions in future regarding the asset classes that we are permitted to invest in, the portfolio of our schemes and products may not be sufficiently diversified to mitigate the effects of potential concentration risk. For further details on the regulation of our investments, see "*Key Regulations and Policies*" on page 272.

Accordingly, on account of our concentration towards equity-oriented schemes, any underperformance of such schemes on account of market volatility may have a disproportionate adverse impact on our business and revenue from operations.

5. ***As of June 30, 2025 and June 30, 2024 and March 31, 2025, March 31, 2024, and March 31, 2023, 73.45%, 75.82%, 73.63%, 76.24% and 78.04% of our monthly average assets under management were generated from third-party distributors. If we are unable to maintain our existing relationship with our third-party distributors or attract new distributors, our business, competitiveness, results of operations and financial condition may be adversely impacted.***

We are dependent on third-party distributor partners for a majority of our MAAUM. As of June 30, 2025, we had 52,343 empanelled distribution partners across India, including Canara Bank, 44 other banks, 548 national distributors ("**ND**") and 51,750 mutual fund distributors ("**MFDs**").

The table below provides split of our MAAUM generated from third-party distributors (i.e. regular plans) and direct plans as at March 31, 2025, March 31, 2024 and March 31, 2023:

Category of Distributor	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Distribution Partners (i.e. regular plans)	750.25	73.63	671.51	76.24	484.58	78.04
Direct	268.70	26.37	209.27	23.76	136.39	21.96
Total	**1,018.95**	**100.00**	**880.78**	**100.00**	**620.97**	**100.00**

The table below provides split of our MAAUM generated from third-party distributors (i.e. regular plans) and direct plans as at June 30, 2025 and June 30, 2024:

Category of Distributor	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Distribution Partners (i.e. regular plans)	855.34	73.45	750.93	75.82
Direct	309.21	26.55	239.47	24.18
Total	**1,164.55**	**100.00**	**990.40**	**100.00**

The table below provides AUM generated from our top one, top five and top 10 distributors across equity, hybrid and debt schemes as at March 31, 2025, March 31, 2024, and March 31, 2023:

Category of Distributor*	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of the relevant asset-class AUM (%)	Amount (₹ billion)	Percentage of the relevant asset-class AUM (%)	Amount (₹ billion)	Percentage of the relevant asset-class AUM (%)
Equity schemes						
Top One	91.86	10.96	74.66	10.25	45.67	9.56
*Top Five**$***	221.94	26.48	193.63	26.59	130.51	27.31
Top 10	261.96	31.26	231.15	31.74	155.28	32.49
Hybrid schemes						
*Top One***	23.36	18.33	19.89	18.28	15.77	16.87
*Top Five***	51.68	40.56	43.90	40.34	37.42	40.04
Top 10	55.33	43.42	47.09	43.27	40.09	42.90
Debt schemes						
Canara Bank	7.51	11.17	7.46	14.78	9.19	17.01
Top Five	11.04	16.42	10.88	21.56	13.28	24.56
Top 10	12.83	19.08	12.69	25.14	15.38	28.46

** Other than Canara Bank, names of the other distributors have not been disclosed here due to non-receipt of consent to be named in the Offer Documents. The contribution of each distributor other than Canara Bank has not been separately disclosed in order to preserve confidentiality.*

$ Canara Bank was amongst our top two distributors of equity schemes for March 31, 2023, March 31, 2024 and March 31, 2025.

*** Canara Bank was our top distributor of hybrid schemes for March 31, 2023 while amongst the top two distributors for March 31, 2024 and March 31, 2025.*

The table below provides AUM generated from our top one, top five and top 10 distributors across equity, hybrid and debt schemes as at June 30, 2025 and June 30, 2024:

Category of Distributor*	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of the relevant asset-class AUM (%)	Amount (₹ billion)	Percentage of the relevant asset-class AUM (%)
Equity schemes				
Top One	105.46	11.12	86.82	10.36
*Top Five**$***	251.59	26.54	220.31	26.29
Top 10	295.86	31.21	261.66	31.22
Hybrid schemes				
Top One	25.99	17.78	21.75	18.72
*Top Five***	59.87	40.96	47.05	40.50
Top 10	64.02	43.80	50.64	43.59
Debt schemes				
Canara Bank	9.02	11.14	9.00	15.09
Top Five	12.46	15.40	12.24	20.52
Top 10	14.23	17.59	13.92	23.34

** Other than Canara Bank, names of the other distributors have not been disclosed here due to non-receipt of consent to be named in the Offer Documents. The contribution of each distributor other than Canara Bank has not been separately disclosed in order to preserve confidentiality.*

$ Canara Bank was amongst our top two distributors of equity schemes for June 30, 2025 and June 30, 2024.

*** Canara Bank was amongst our top two distributors of hybrid schemes for June 30, 2025 and June 30, 2024.*

The table below sets forth details of equity AUM, debt AUM and hybrid AUM sourced from Canara Bank as at March 31, 2025, March 31, 2024, and March 31, 2023:

Distributor	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of the relevant asset-class AUM (%)	Amount (₹ billion)	Percentage of the relevant asset-class AUM (%)	Amount (₹ billion)	Percentage of the relevant asset-class AUM (%)
Equity schemes						
Canara Bank	54.70	6.53	49.14	6.75	30.47	6.38
Hybrid schemes						
Canara Bank	20.36	15.98	16.44	15.11	15.77	16.87
Debt schemes						
Canara Bank	7.51	11.17	7.46	14.77	9.19	17.01

The table below sets forth details of equity AUM, debt AUM and hybrid AUM sourced from Canara Bank as at June 30, 2025 and June 30, 2024:

Distributor	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of the relevant asset-class AUM (%)	Amount (₹ billion)	Percentage of the relevant asset-class AUM (%)
Equity schemes				
Canara Bank	60.50	6.38	56.91	6.79
Hybrid schemes				
Canara Bank	25.06	17.14	17.35	14.93
Debt schemes				
Canara Bank	9.02	11.14	9.00	15.09

Our ability to access new customers is dependent on customer base of such third-party distributors, and our access to such customers is subject to certain risks, which includes:

- Termination of our arrangements with such distributors;
- These distributors promoting product and offerings of our competitors on account of incentives offered to them which are better than us and/or on account of change in recommendation basket of the distributors; and
- Any misconduct of the distributors that may impact our business and reputation.

We generally enter into an agreement with our empaneled distributors which are valid until the distributors are empaneled. We have terminated services of 637, 190, 634, 1,285, and nil distributors during the three months ended June 30, 2025, and June 30, 2024 and Fiscals 2025, 2024 and 2023. These terminations were on account of no business generation from these distributors during the relevant periods. Furthermore, as of June 30, 2025, the total MAAUM generated through Canara Bank branches was ₹93.22 billion, which represents 8.00% of our total MAAUM. Consequent to which we are partially dependent on the customer network and distribution relationship of one of our Promoter, Canara Bank.

Any failure to secure new distribution relationships or maintain our or Canara Bank's existing relationships, may adversely affect our competitiveness. As many of our distribution relationships are non-exclusive, our distributors may provide similar services to our competitors or prioritize our competitors' investment product over ours, which could have a material adverse impact on our revenue from operations. Any adverse changes in the terms and conditions in the distribution agreement entered through our Promoter, Canara Bank or termination of such agreements could impact the Company's operations and AUM generated through Canara Bank branches.

6. ***We are dependent on several key personnel, including our Key Managerial Personnel and Senior Management as well as our investment team, and the loss of or our inability to attract or retain such persons could adversely affect our business, financial condition, results of operations and cash flows.***

We are highly dependent on our Key Managerial Personnel ("**KMPs**"), Senior Management ("**SMPs**") and our investment team for strategic direction and to manage our operations and meet future business challenges. The loss of, or inability to attract or retain, such persons could adversely affect our business, financial condition, results of operations and cash flows. For details in relation to the experience of our KMPs and SMPs, see "*Our Management- Key Managerial Personnel*" and "*Our Management – Senior Management*" on page 313, each. If one or more of these individuals were unwilling or unable to continue in their present positions, we may not be

able to replace them with persons of comparable skill and expertise promptly, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

The table below provides the number of our employees, investment team, KMPs and SMPs as of June 30, 2025, June 30, 2024, March 31, 2025, 2024 and 2023 respectively, along with their attrition rate for the three months ended June 30, 2025 and June 30, 2024 and Fiscals 2025, 2024 and 2023:

Particulars	As of June 30, 2025 / Three months ended June 30, 2025	As of June 30, 2024 / Three months ended June 30, 2024	As of March 31, 2025 / Fiscal 2025	As of March 31, 2024 / Fiscal 2024	As of March 31, 2023 / Fiscal 2023
Number of employees	325	287	305	267	250
Number of KMPs [@]	3	3	3	3	3
Number of SMPs[$]	5	5	5	5	4
Number of investment team personnel (including debt and equity investment team)	26	26	25	24	24
Employee attrition rate (%)	1.20	4.32	10.23	8.53	17.43
KMPs attrition rate (%)	-	-	-	-	-
SMPs attrition rate (%)	-	-	-	-	20.00
Fund managers attrition rate (%)	-	-	-	8.33	-
Investment team attrition rate (%)	3.70	3.70	7.41	7.69	7.69

Notes:
Respective attrition rate is calculated as number of exits/(opening headcount plus new joiners plus transfer in less transfer out).
[@]The Key Managerial Personnel, include the Managing Director and Chief Executive Officer, Chief Financial Officer, and Company Secretary and Compliance Officer.
[$]The Senior Management include, Chief Operating Officer, Head- Fixed Income, Head -Sales and Marketing, Head – Equities, and Head – Human Resources.

We may take a relatively longer period of time to hire and train replacement personnel when skilled personnel terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining skilled employees that our business requires. If we are unable to hire and train replacement personnel in a timely manner or increase our levels of employee compensation to remain competitive, our business, financial results, results of operations and cash flows may be adversely affected. For further details in relation to changes in our KMPs and SMPs, see "*Our Management – Changes in our Key Managerial Personnel and Senior Management in the three immediately preceding years.*" on page 314.

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

7. ***We have licensed the trademarks "Canara" and "Robeco" from Canara Bank and Robeco Holding, respectively and the termination of the trademark license agreements could adversely impact our business and results of operations. If we are unable to transition away from these trademarks to new brand(s) within the prescribed timelines, this could prevent marketing and distribution of our schemes under these arrangements.***

We do not own the trademarks "Canara" and "Robeco", which are registered under various classes of the Trademarks Act, 1999, in favour of our Promoters, who own 100% of the shareholding of our Company as of the date of this Red Herring Prospectus.

Pursuant to a trademark license agreement dated September 26, 2007 between Canara Bank, one of our Promoters, and our Company ("**Canara 2007 Agreement**"), Canara Bank granted a non-exclusive, non-transferable, royalty free license to our Company to use the "Canara Bank" trademark and logo ("**Canara Trademark**") for the purpose of, including but not limited to, preparing, branding, marketing and distributing the fund units of the Canara Robeco Mutual Fund ("**CRMF**") in India. Subsequently, pursuant to a trademarks license agreement dated April 22, 2025 ("**Canara 2025 Agreement**") amongst Canara Bank, our Company and CRMF Trustee Private Limited (together with our Company, the "**Licensees**"), the Canara 2007 Agreement will terminate upon completion of the Offer, and the Licensees shall be provided a non-exclusive, non-transferable, non-assignable, non-sublicensable, royalty-free license to use the Canara Trademark, only in combination with the Robeco Trademark (defined below), and consistent with its past usage for the purposes of preparing, branding, marketing and distributing fund units of CRMF, as part of their corporate names (as applicable), domain names and in their corporate material. In accordance with the Canara 2025 Agreement, our Company has agreed to formulate a brand transition plan with an objective to transition to a new brand within the term of the Canara 2025 Agreement such that the new brand does not incorporate any elements of the Canara Trademark or marks which are deceptively similar to the Canara Trademark. The Canara 2025 Agreement is a fixed term agreement and shall terminate, amongst other things, upon the expiration of a period of two years from the date of the agreement, However, in the event either or both of the Licensees have not transitioned away from the Canara Trademark to a new brand within such time, the Canara 2025 Agreement may be extended by one year, in accordance with the terms of the Canara 2025 Agreement.

Furthermore, pursuant to a trademark license agreement dated September 26, 2007 between OCE (formerly known as Robeco Groep N.V.) one of our Promoters, and our Company ("**Robeco 2007 Agreement**"), and subsequently, (upon all the Robeco trademarks being transferred from OCE to Robeco Holding B.V. ("**Robeco Holding**")), an inter-company trademark license agreement dated June 1, 2017 ("**Robeco 2017 Agreement**") between Robeco Holding, our Company and certain other parties, Robeco Holding granted a non-exclusive, non-transferable, royalty free license to our Company to use the "Robeco" trademark and logo ("**Robeco Trademark**") for the purpose of, including but not limited to, preparing, branding, marketing and distributing the fund units of CRMF in India. Subsequently, pursuant to a trademarks license agreement dated April 24, 2025 ("**Robeco 2025 Agreement**") amongst Robeco Holding, our Company and CRMF Trustee Private Limited (together with our Company, the "**Licensees**"), the Robeco 2007 Agreement and Robeco 2017 Agreement will terminate with effect upon completion of the Offer, and the Licensees shall be provided a non-exclusive, non-transferable, non-assignable, non-sublicensable, royalty-free license to use the Robeco Trademark only in combination with the Canara Trademark, and consistent with its past usage for the purposes of preparing, branding, marketing and distributing fund units of CRMF, as part of their corporate names (as applicable), domain names and in their corporate materials. In accordance with the Robeco 2025 Agreement, our Company has agreed to formulate a brand transition plan with an objective to transition to a new brand within the term of the Robeco 2025 Agreement such that the new brand does not incorporate any elements of the Robeco Trademark or marks which are deceptively similar to the Robeco Trademark. The Robeco 2025 Agreement is a fixed term agreement and shall terminate, amongst other things, upon the expiration of a period of two years from the date of the agreement, However, in the event either or both of the Licensees have not transitioned away from the Robeco Trademark to a new brand within such time, the Robeco 2025 Agreement may be extended by one year, in accordance with the terms of the Robeco 2025 Agreement.

For details, see "*Government and Other Approvals – Intellectual Property*" and "*History and Certain Corporate Matters – Shareholders' agreements and other material agreements*" on pages 436 and 292, respectively.

If our Company is unable to transition away from the Canara Trademark and Robeco Trademarks to new brand(s) within such time as set out under the Canara 2025 Agreement and the Robeco 2025 Agreement, or if these agreements are terminated prior to such transition, this could prevent us from being able to market and distribute our schemes under these arrangements, and any subsequent amendments to the Robeco 2025 Agreement and Canara 2025 Agreement may not be favourable to us, both of which in turn will adversely impact our business, financial conditions and results of operations.

8. ***Growth in our revenue from operations and profitability depends on the growth in our assets under management. We may not be able to sustain our historical growth in assets under management which may impact our revenue from operations and/or profitability.***

We have witnessed growth in AUM, and as a result, our revenue from operations and profitability have also seen a consequent growth during the three months periods ended June 30, 2025 and June 30, 2024, and Fiscals 2025,

2024, and 2023, but there can be no guarantee that this growth will continue. The table below sets forth details of our total AUM, total revenue from operations and profit for the year/period as of/for the relevant periods:

Particulars	As of June 30, 2025 / Three months ended June 30, 2025	As of June 30, 2024 / Three months ended June 30, 2024	As of March 31, 2025 / Fiscal 2025	As of March 31, 2024 / Fiscal 2024	As of March 31, 2023/ Fiscal 2023
Total AUM (₹ billion)	1,175.13	1,013.93	1,032.77	887.64	625.44
Total revenue from operations (₹ million)	1,210.69	1,017.96	4,036.95	3,180.90	2,045.95
Profit for the year / period (₹ million)	609.77	510.71	1,907.04	1,509.95	790.01

The investment outcomes we deliver for our customers are subject to market risks and volatility. During certain phases, our investment products have thrived due to lucrative opportunities and favourable economic and market conditions. Conversely, there have been times when unfavourable economic and market environments have hindered our investment prospects and returns. Such adverse conditions could recur, and there is a possibility that we may be unable to distinguish and capitalize on profitable investment prospects within our present or future funds, which could negatively impact our revenue, results of operations, and overall business outlook.

We will continue to invest in attracting and retaining skilled investment professionals, distributors as well as opening new branches to increase our geographical presence and undertaking marketing initiatives to attract new customers. However, there can be no assurance that such investment will result into an increase in our total AUM, resulting in a decrease in our revenue and profitability, which could adversely impact our business, results of operations and profitability.

9. ***As of June 30, 2025 and June 30, 2024 and March 31, 2025, March 31, 2024 and March 31, 2023, 62.11%, 61.46%, 61.92%, 61.67%, and 64.74% of our MAAUM were generated from customers located in the Indian states/union territory of Maharashtra, Gujarat, Karnataka, Delhi, and Tamil Nadu. A decrease in our AUM from these states/union territory could adversely impact our business and revenue from operations.***

We generate a significant proportion of our MAAUM from customers in five Indian states/union territory, which exposes us to certain risks should macroeconomic conditions in those areas deteriorate.

The table below sets forth the MAAUM generated from customers in our top five states/union territory as of March 31, 2025, March 31, 2024 and March 31, 2023 to our total MAAUM:

States/Union Territories	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Maharashtra	323.29	31.73	275.18	31.24	201.96	32.52
Karnataka	98.20	9.64	86.60	9.83	64.71	10.42
Gujarat	82.45	8.09	72.94	8.28	51.55	8.30
New Delhi	69.00	6.77	59.46	6.75	45.67	7.36
Tamil Nadu	57.96	5.69	49.06	5.57	38.16	6.14
Total	**630.90**	**61.92**	**543.24**	**61.67**	**402.05**	**64.74**

The table below sets forth the MAAUM generated from customers in our top five states/union territory as of June 30, 30, 2025 and June 30, 2024 to our total MAAUM:

States/Union Territories	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Maharashtra	367.61	31.57	307.66	31.06
Karnataka	111.61	9.58	97.15	9.81

Gujarat	94.84	8.14	81.52	8.23
New Delhi	82.82	7.11	66.18	6.68
Tamil Nadu	66.49	5.71	56.25	5.68
Total	**723.37**	**62.11**	**608.76**	**61.46**

This geographical concentration risk can lead to significant exposure to region-specific economic, political, and regulatory changes. For instance, if any of these states were to experience a downturn in their local economy, such as a decline in key industries, natural disasters, or changes in state tax policies, it could adversely impact the financial stability and investment behaviours of our customers in these regions. Additionally, a concentrated customer base from limited geographical locations increases our operational risk, as we may face challenges in effectively managing and deploying resources to cater to a more diverse customer pool. While there have been no such instances during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024 and 2023, where we witnessed a decline in our AUM or revenue from operations on account of geographic concentration, there cannot be no assurance that we will not witnesses a decline in our AUM and consequently our revenue from operations going forward, which could adversely impact our business and revenue from operations.

10. ***Canara Robeco Mutual Fund ("CRMF") has received a show cause cum demand notice ("Notice") dated June 28, 2025 from the Department of Revenue, Goods and Services Tax, Audit-I, Commissionerate, Mumbai, alleging, amongst other things, non-payment of GST. Any adverse outcome in such proceeding could have an adverse effect on business, financial condition and results of operations of CRMF.***

Our Company (the asset management company, AMC) is the investment manager of CRMF, and CRMF has executed powers of attorney, from time to time, authorising the officers of our Company to conduct litigations on its behalf and its trustees. Such legal proceedings could also divert the time and attention of our management and consume financial resources, amongst others.

In this regard, CRMF has received the Notice from the Department of Revenue, Goods and Services Tax, Audit-I, Commissionerate, Mumbai ("**Department**"). The discrepancies observed by the Department, relate to, amongst other things: (i) charges recovered from investors under the Total Expense Ratio, (ii) transaction charges, deducted from investor subscriptions, (iii) other scheme income, and (iv) certain input-tax-credit matters, pursuant to GST audit of its records for the financial years 2018-19 to 2022-23 for an aggregate amount of ₹ 4,762.84 million.

CRMF, has, by way of its reply dated September 15, 2025 made submissions to the Department and refuted the observations of the Notice. For further details, see "*Outstanding Litigation and Material Developments*" on page 420.

In case of any adverse decision by the Department, CRMF may be required to deposit a portion of the disputed tax and consequently, may impact business, financial condition and results of operations of CRMF.

11. ***A settlement order in relation to certain alleged violations of the SEBI Mutual Fund Regulations has been passed against our Company, non-compliance of the terms of which (if any) may subject our Company to, among other things, further regulatory consequences.***

Our Company received a show cause notice from SEBI dated October 14, 2022 ("**SCN**") in relation to an off-site inspection-cum-surveillance conducted by SEBI on our Company for the period April 2020 – March 2021. The following violations concerning Canara Robeco Gilt Scheme 1988, an erstwhile scheme of Canara Robeco Mutual Fund, were alleged under the said SCN:

a. Regulation 38 of the SEBI Mutual Fund Regulations;

b. Clause B of SEBI/Circular SEBI/IMD/CIR No. 10/22701/03 dated December 12, 2003;

c. Regulation 48(2) of the SEBI Mutual Fund Regulations read with SEBI Circular MFD/Cir No. 11/171/01 dated February 09, 2001 and SEBI Circular SEBI/IMD/CIR No. 5/63714/06 dated March 29, 2006;

d. Clause III of SEBI Circular SEBI/HO/IMD/DF3/CIR/P/2017/114 dated October 06, 2017;

e. Clause No. 5 of SEBI Circular SEBI/IMD/CIR No. 5/126096/08 dated May 23, 2008; and

f. Clause D of SEBI Circular SEBI/HO/IMD/DF2/CIR/P/2018/137 dated October 22, 2018.

A brief summary of the alleged violations by our Company are provided below:

a. Non-compliance with 20-25 rule. It is mandatory for each scheme to have a minimum of 20 investors and no single investor shall account for more than 25% of the AUM of the scheme;

b. Guaranteed Returns - conditions prescribed in the SEBI Mutual Fund Regulations have not been complied;

c. Non-updation of the net asset value ("**NAV**") of the scheme on our Company's website and on AMFI website;

d. Launch of more than one scheme in one category, thereby non-complying with the SEBI circular on rationalization and categorization of mutual fund schemes;

e. Non-updation of the scheme information document ("**SID**") and key information memorandum ("**KIM**") of Canara Robeco Gilt Scheme 1988; and

f. Non-updation of Canara Robeco Gilt Scheme 1988 performance.

In relation to the above alleged violations on Canara Robeco Gilt Scheme 1988, it may be noted that pursuant to a meeting of the board of trustees of Canara Robeco Mutual Fund on March 24, 1999, Canara Robeco Gilt Scheme 1988 was closed for subscription after March 31, 1999 *(i.e., w.e.f. April 1, 1999*). In light of the closure of fresh subscriptions therein, disclosure of NAV, issuing SID, KIM, etc. was discontinued from such date and Canara Robeco Gilt Scheme 1988 was in existence for the limited purpose of discharging contractual obligations owed to investors who remained invested in the scheme.

Post receipt of the requisite approvals from the board of directors of our Company, board of trustees of Canara Robeco Mutual Fund and the unitholders of Canara Robeco Gilt Scheme 1988 in the manner prescribed in the SEBI Mutual Fund Regulations, Canara Robeco Gilt Scheme 1988 was wound up on September 26, 2023. Units were redeemed and payout made to unitholders on the same date, subject to KYC requirements being fulfilled by such unitholders.

During the course of the winding up process of Canara Robeco Gilt Scheme 1988, our Company opted to settle the abovementioned proceedings initiated against it, without admitting or denying the findings of facts and conclusions of law and filed a settlement application with SEBI bearing Settlement Application Nos. 7370/2023 dated August 28, 2023 under the SEBI (Settlement Proceedings) Regulations, 2018. An amount of ₹ 84,82,500 was remitted by our Company as settlement amount towards the settlement terms, and receipt of the settlement amount by SEBI along with disposal of the proceedings initiated by SEBI against our Company has been recorded in SEBI's settlement order bearing reference number No. SO/BS/KH/2024-25/7370 dated June 11, 2024 ("**Settlement Order**"). Hence, as on date, neither is the Canara Robeco Gilt Scheme 1988 in existence, nor are any disciplinary proceedings pending against our Company under the said SCN pursuant to the settlement process undertaken by our Company with SEBI.

The Settlement Order notes disposing of the proceedings initiated under the SCN and contains the standard provisions covered under all settlement orders that SEBI has the right, to restore or initiate proceedings in respect of the same matter in the event it comes to SEBI's notice that our Company has not made full and true disclosures or if our Company has violated the undertakings or waivers filed with SEBI during the settlement proceedings. While the probability of SEBI initiating such proceedings is quite low, in the event SEBI does initiate such proceedings, the same may subject our Company to further regulatory consequences, including adjudicatory penalties or additional remedial measures, and could have an adverse effect on our business, finances and results of operations, as well as on our reputation.

12. ***Our assets under management could be adversely affected by a lack of suitable investment opportunities or our decision to discontinue certain schemes, which could have an adverse impact of our business, revenue from operations and profitability.***

Our AUM could decline due to several factors, including unavailability of suitable investment opportunities that align with our strategic objectives and customer expectations. Unavailability of appropriate opportunities may become a challenge to sustain or grow our AUM effectively. Furthermore, the potential closure or discontinuation of certain schemes, products, and services also poses a risk to our AUM growth. These closures may arise due to regulatory changes, shifts in market demand, or strategic business decisions. Each of these scenarios could result in a diminished portfolio of offerings, potentially leading to reduced customer investment and withdrawal of funds.

These factors could adversely impact our capacity to maintain a competitive edge in our industry, potentially impacting our revenue from operations and long-term business growth.

Furthermore, if we are unable to identify sufficient investment opportunities, our investment performance may decline, and we may have to change the investment objectives of affected schemes. When launching new schemes, we consider various factors, including categories where we currently do not operate, subject to regulatory requirements. Additional considerations include macroeconomic conditions, prevailing investor sentiment, marketability, scalability, and the commercial viability of the product. However, these factors are subject to change and may not guarantee the success of any new scheme. Variations in these parameters could impact the performance and market acceptance of the newly launched schemes.

Furthermore, our investment strategy may fall out of favor for various reasons including underperformance and competition which could lead to a decline in assets managed by us. Any inability to promptly re-calibrate or formulate new strategies for investments will adversely affect the growth of our AUM and have an adverse impact on our revenue from operations and overall profit. While we have not discontinued any of our schemes or experienced decline in our AUM during the three months ended June 30, 2025 and June 30, 2024, or in Fiscals 2025, 2024, and 2023, however, there can be no assurance that going forward, we will not discontinue any of our schemes on account of diminished returns or volatility in markets, which could have an adverse impact on our AUM, business, results of operations and profitability.

13. ***We generate a portion of our revenue from operations from offshore advisory services. In the event our agreements for providing such advisory services are terminated, our business, revenue from operations and profitability will be affected.***

We provide offshore advisory services to Robeco Hong Kong Limited ("**Robeco HK**"), one of the members of our Promoter Group and our Group Companies, which acts as an investment manager in the management of investment and re-investment of the assets (including) cash of the various funds it manages. Under the terms of the relevant Indian Investment Advisory Agreements ("**Advisory Agreements**"), we provide the following services to Robeco HK, which, *inter-alia*, includes evaluation of current economic conditions; recommendations regarding the investment portfolio; continuous review and monitoring of existing portfolio and preparation of status reports and analysis and presentation of recommended investments. Under the terms of the relevant Advisory Agreements, we receive advisory fees from the investment management fees received by Robeco HK.

The table below sets forth advisory fees generated for Fiscals 2025, 2024 and 2023 from Robeco HK to our total revenue from operations:

Particulars	For Fiscals 2025		For Fiscals 2024		For Fiscals 2023	
	Amount (₹ million)	Percentage of Total Revenue from Operations (%)	Amount (₹ million)	Percentage of Total Revenue from Operations (%)	Amount (₹ million)	Percentage of Total Revenue from Operations (%)
Advisory Fees	164.87	4.08	87.72	2.76	60.35	2.95

The table below sets forth advisory fees generated for the three months ended June 30, 2025, and June 30, 2024 from Robeco HK to our total revenue from operations:

Particulars	For three months ended June 30, 2025		For three months ended June 30, 2024	
	Amount (₹ million)	Percentage of Total Revenue from Operations (%)	Amount (₹ million)	Percentage of Total Revenue from Operations (%)
Advisory Fees	43.35	3.58	39.01	3.83

Under the terms of the Advisory Agreements, such agreements will remain valid until the relevant investment agreement between Robeco HK and the relevant client of Robeco HK is terminated, which may be terminated by, amongst other things, Robeco HK with a prior notice of three (3) months to our Company. While we have not experienced any termination of such investment agreements and consequently our Advisory Agreements with Robeco HK during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024, and 2023, we

cannot assure you that our Advisory Agreements will not terminate going forward, which could have an adverse impact on our business, revenue from operations and profitability.

14. ***Our Registered Office, and all our branches and co-working spaces for sales activities are located on premises that have been leased. If we fail to renew these leases on competitive terms or if we are unable to manage our rental costs, our business and results of operations would be materially and adversely affected.***

Our Registered and Corporate Office is leased from a third party and is valid until February 28, 2026. We also have a business continuity office in Mumbai, Maharashtra, India leased from a third party for a period of three years and is valid until September 30, 2026. Furthermore, as of June 30, 2025, we had also leased co-working spaces at 24 cities in India for sales activities.

The table below sets forth location, lease agreement period of our co-working spaces, as of June 30, 2025:

S. No.	City	Date of Agreement	Date of Expiry
1	Coimbatore, Tamil Nadu, India	December 11, 2024	December 31, 2030
2	Ranchi, Jharkhand, India	May 28, 2025	March 31, 2027
3	Vijaywada, Andhra Pradesh, India	May 3, 2025	April 30, 2030
4	Ludhiana, India	December 2, 2024	October 31, 2025
5	Bhopal, Madhya Pradesh, India	July 1, 2025	June 30, 2027
6	Durgapur, West Bengal, India	October 30, 2023	October 31, 2026
7	Trivandrum, Kerala, India	June 13, 2025	May 31, 2026
8	Calicut, Kerala, India	October 24, 2024	October 31, 2029
9	Raipur, Chhattisgarh, India	January 9, 2025	November 30, 2025
10	Agra, Uttar Pradesh, India	December 28, 2024	November 30, 2025
11	Mysore, Karnataka, India	February 1, 2025	January 31, 2026
12	Aurangabad, Maharashtra, India	May 7, 2024	April 30, 2027
13	Visakhapatnam, Andhra Pradesh	April 24, 2025	May 31, 2028
14	Dehradun, Uttarakhand, India	May 20, 2024	April 30, 2027
15	Thrissur, Kerala, India	May 5, 2025	March 31, 2026
16	Karnal, Haryana, India	September 10, 2024	September 30, 2027
17	Siliguri, West Bengal, India	October 24, 2024	October 31, 2027
18	Dhanbad, Jharkhand, India	October 21, 2024	October 31, 2029
19	Jamshedpur, Jharkhand, India	December 3, 2024	November 30, 2025
20	Varanasi, Uttar Pradesh, India	January 27, 2025	October 31, 2026
21	Amritsar, Punjab, India	January 27, 2025	November 30, 2026
22	Hubli, Karnataka, India	December 12, 2024	November 30, 2025
23	Jalandhar, Punjab, India	May 27, 2025	April 30, 2027
24	Kolhapur, Maharashtra, India	May 22, 2025	March 31, 2026

As of June 30, 2025, we had 25 branches across India. The table below sets forth location, lease agreement period and activities undertaken at our branches, as of June 30, 2025:

S No	Location	Agreement Validity	Activities Undertaken
1.	Ahmedabad, Gujarat, India	Until July 31, 2027	Branch office for point of acceptance, sales and customer service
2.	Bengaluru, Karnataka, India	Until July 31, 2025	
3.	Vadodara (163), Gujarat, India	Until September 30, 2028	
	Vadodara (164), Gujarat, India		
	Vadodara (165), Gujarat, India		
4.	Bhubaneshwar, Odisha, India	Until May 31, 2026	
5.	Chandigarh, India	Until February 28, 2030	
6.	Chennai, Tamil Nadu, India	On a monthly basis	
7.	Delhi (804), India	Until April 30, 2026	
	Delhi (805), India		
8.	Panaji, Goa, India	Until January 31, 2031	
9.	Guwahati, Assam, India	Until April 30, 2026	
10.	Hyderabad, Telangana, India	Until July 31, 2026	

S No	Location	Agreement Validity	Activities Undertaken
11.	Indore, Madhya Pradesh, India	Until March 31, 2026	
12.	Jaipur, Rajasthan, India	Until May 31, 2029	
13.	Kanpur, Uttar Pradesh, India	Until February 28, 2030	
14.	Kochi, Kerala, India	Until July 31, 2028	
15.	Kolkata, West Bengal, India	Until March 31, 2029	
16.	Lucknow, Uttar Pradesh, India	Until May 31, 2027	
17.	Mangalore, Karnataka, India	Until March 31, 2026	
18.	Mumbai, Maharashtra, India	Until February 28, 2030	
19.	Mumbai, Maharashtra, India	Until February 28, 2026	
20.	Nagpur, Maharashtra, India	Until June 30, 2026	
21.	Nashik, Maharashtra, India	Until May 31, 2029	
22.	Patna, Bihar, India	Until June 30, 2027	
23.	Pune, Maharashtra, India	Until October 31, 2026	
24.	Rajkot, Gujarat, India	January 31, 2030	
25.	Surat, Gujarat, India	Until September 30, 2028	

Note:
Except the branch located in Chennai, Tamil Nadu, India which has been leased from one of our Promoters, Canara Bank, all other branches are located on premises which have been leased from third parties.

Most of our lease agreements for our branches contain an early termination clause that permits us to terminate the lease agreement early for the reasons specified therein. While we typically have renewal options for all our leases for our branches, we typically need to renegotiate the terms of renewal with the lessor, who may insist on a significant modification to the terms and conditions of the lease agreement. If a lease agreement is renewed at a rate substantially higher than the existing rate, or if any existing favorable terms granted by the lessor are not extended, we must determine whether it is desirable to renew on such modified terms. While there have been no such instances during the three months ended June 30, 2025 and June 30, 2024, or in Fiscals 2025, 2024 and 2023 where the leases were renewed on terms not favorable to us, if we are unable to renew leases for our branches on acceptable terms or at all, we will have to close or relocate the relevant branch. While we have not faced major issues renewing the leases of our offices in the past, if these lease/ leave and license agreements are not renewed or not renewed on terms favorable to us, we may suffer a disruption in our operations or increased costs, or both, which may affect our business, results of operations and cash flows. In addition, we are subject to a lock-in provision for some of our leases which may restrict our ability to terminate such leases, including in the event the location of the leased premises is no longer profitable. While we have not closed any of our branches or vacated any of the co-working spaces that we had leased for our sales operations during the three months ended June 30, 2025 and June 30, 2024, or in Fiscals 2025, 2024 and 2023, there can be no assurance that going forward as we expand our branch network, we will not vacate or close any of our branches on account of underperformance or other commercial considerations including rental increase.

While, except as the branch office leased from Canara Bank located in Chennai, Tamil Nadu, there is no conflict of interest with Promoters / Promoter Group members / Group Companies / Directors / KMPs / SMPs or their relatives concerning the leases on which the branches are operating, however, we cannot assure you that such conflict of interest may not arise going forward.

15. ***We operate in a competitive industry and our business and results of operations may be negatively affected if we are unable to compete with our competitors.***

Our industry is rapidly evolving and intensely competitive, and we expect competition to continue and intensify in the future. It is possible that there may in the future be consolidation in the market, amongst the smaller market participants, between such smaller participants and the larger participants, or between the larger participants. Any such consolidation may create stronger competitors in the market overall or leave us at a competitive disadvantage.

Our key listed competitors in the mutual fund space includes Nippon Life Asset Management Company Limited, HDFC Asset Management Company, Aditya Birla Sun Life AMC Limited, and UTI Asset Management Company Limited, amongst others. Mutual funds also compete with products such as insurance, bank deposits, pension products, small savings schemes, as well as gold and real estate. Increased competition may either decrease market share of our AUM or increase brokerage or commission costs, and other acquisition costs which could reduce our profits. Furthermore, mutual funds also face increase competition from exchange traded funds, which are investment vehicles that trade on exchanges like equity stocks while offering diversification and are more

economic as they charge lesser fees as compared to actively managed funds. (*Source: CRISIL Report, on page 207, paragraph 1*)

Our competitors may offer a wide range of financial products and services, at lower investment management fee, with a wider distribution network. Our competitors may receive investor referrals from their affiliates and other departments that provide other financial services. Investors may find it convenient or reassuring to use one platform, or brand to meet all their financial services needs and may choose to give their business to our competitors on that basis. In addition, we rely on our own branches or depend on distributors for the sale of our products, which may require higher investment and operating expenses as compared to our peers. This may adversely affect our market share and ability to grow our business.

New players are also entering into the market. The increased competition will drive fund managers to be more innovative and agile in their investment strategies, as they strive to attract and retain investors. This may lead to the introduction of new fund categories, specialized investment products, and enhanced digital platforms to provide a more seamless and personalized investment experience. (*Source: CRISIL Report on page 207, paragraph 2*)

Increased competition may result either in a decrease in AUM market share or force us to reduce our management fees to preserve our market share, either of which would decrease our revenue from operations.

16. *An inability to effectively identify and manage risks associated with our business and operations could have an adverse impact on our business, results of operations, brand reputation and cash flows.*

We are exposed to market risks such as liquidity risk, interest rate risk, credit risk, operational risk and legal risks. The effectiveness of our risk management is limited by the quality and availability of data. Our schemes and other investment products carry their own risks which are guided by directions by SEBI and disclosed in our scheme investment documents.

We have established a system of risk management and internal controls consisting of an organizational risk management framework, policies, risk management system tools and procedures that we consider appropriate for our business operations and continue to enhance these systems. However, in case of any limitations in our risk management system, such as internal controls, risk identification and evaluation, effectiveness of risk control and information communication, our risk management systems and mitigation strategies may not be adequate or effective to identify or mitigate our risk exposure in all market environments. Our technology platforms may not be able to identify or monitor certain conditions and limits imposed on us through new rules and regulations. Furthermore, with respect to risks involved in investment by schemes, the SEBI has imposed certain obligations on asset management companies to invest a minimum percentage of their AUM in the schemes of their mutual funds, based on the risk value of the respective schemes.

Our business, financial condition and operations could be materially and adversely affected by the corresponding increase in our risk exposure and actual losses experienced as a direct or indirect result of failures of our risk management policies and internal controls. Any hedging/derivative strategies that we may utilize may also not be fully effective or may not adequately cover our liabilities and may leave us exposed to unidentified and unanticipated risks.
While our compensation, incentive plans and internal control systems do not encourage our employees and distributors to take excessive risks, they may make decisions that expose us to risks regardless of our internal control mechanisms. While there have been no such instances during the three months ended June 30, 2025 and June 30, 2024, or in Fiscals 2025, 2024 and 2023, where we were unable to manage the risks associated with our operations, however, we cannot assure you that we will always be able to effectively monitor and control any excessive risks taken by our employees and distributors, which could have an adverse impact on our business, results of operations and profitability. Our failure to timely adapt our risk management and internal control policies and procedures to our developing business could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

17. We may not be able to implement our strategy at all times, which could impact our ability to achieve our growth strategy and adversely impact our business, results of operations and financial condition.

Our Company's future performance depends on our ability to implement our growth strategy, which as at the date of this Red Herring Prospectus. For further details in relation to our growth strategies, see "*Our Business – Our Growth Strategies*" on page 242. There can be no assurance that our Company will be successful in implementing

the growth strategy. The successful implementation of our Company's strategy objectives will depend on several factors including, but not limited to:

- Our ability to successfully manage our existing schemes;
- Our ability to enhance our portfolio of products and services;
- Our ability to grow our customer base;
- Our ability to grow our distribution network;
- Our ability to attract qualified investment team;
- The effectiveness of our marketing campaigns;
- The competition that we face from incumbent and new players in the markets where we operate;
- Our ability to monitor our operations, controlling costs and maintaining effect quality and service controls; and
- Favorable economic, regulatory and market condition, which are outside of our Company's control.

As a result of any of the above factors, our Company's AUM or revenues may not grow at the same rate as in the past and/or our Company may incur costs without benefitting from the expected revenues of new schemes in the future. Accordingly, our operations may be negatively affected if changes in circumstances, including any of the above factors significantly delay, prevent or hinder us achieving any of our strategy objectives, which in turn would adversely and materially affect our business, results of operations, financial condition and prospects.

18. ***There have been delays in payment of statutory dues by our Company during Fiscal 2025. Inability to make timely payment of our statutory dues could result us into paying interest on the delay in payment of statutory dues which could adversely affect our business, results of operations and financial condition.***

Our Company, in the regular course of its operations, is required to pay certain statutory dues including the employee state insurance contributions, employee provident fund contributions, income tax payments, tax deduction at source, goods and services tax and professional taxes.

Except as stated below, there have been no instances of default in the payment or non-payment of statutory dues, including in relation to Employees State Insurance Corporation, provident fund and income tax by our Company during Fiscals 2025:

Nature of Statutory liability	Month/Period	State	Amount (₹)	Due Date	Date of Actual Payment	Reasons for delay
Professional Tax	October 2024 to March 2025	Tamil Nadu	1,250	March 31, 2025	April 22, 2025	The delay in remittance in profession tax was due to outsourcing the activity to a new vendor effective October 2024.
Professional Tax	October 2024	Karnataka	3,800	November 20, 2024	November 21, 2024	
Professional Tax	October 2024	Madhya Pradesh	624	November 10, 2024	November 21, 2024	
Professional Tax	October 2024	Mumbai	200	November 30, 2024	December 6, 2024	

There have been no instances of non-payment or defaults in the payment of statutory dues/liabilities, including GST, by the Company, except as follows:

Nature of Statutory liability	Month	Section	Amount (₹)	Due Date	Date of Actual Payment	Reasons for delay
Tax deducted at Source	August 2024	194C	11,282	September 7, 2024	September 30, 2024	The delay in TDS remittance was a one-time instance due to an accounting lapse.

While we have we have put in a robust process in place in consultation with vendor to initiate profession tax payments before the due date to avoid delay in remittance due to last minute contingencies and have provided additional layer of checker to avoid recurrence delays in TDS remittances in future, however, we cannot assure

you that going forward we will be able to make payment of our statutory dues in a timely manner or at all, which could result in penal or other regulatory action including payment of interest on the delay in payment of statutory dues, which could adversely affect our business and our results of operations and financial condition.

19. ***We procure insurance policies from third-party insurers to insure critical aspects of our business operations. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.***

We maintain insurance which is typical in our industry in India and in amounts to be commercially appropriate for a variety of risks, including directors & officers liability insurance, professional indemnity insurance, crime insurance, car insurance, office asset insurance, cyber liability insurance, group Mediclaim floater insurance, group personal accidental insurance and group life insurance policy. The table below provides details of our insurance coverage on our total insured assets, as of the dates indicated:

Particulars	As of June 30, 2025 / Three months ended June 30, 2025	As of June 30, 2024 / Three months ended June 30, 2024	As of March 31, 2025 / Fiscal 2025	As of March 31, 2024 / Fiscal 2024	As of March 31, 2023 / Fiscal 2023
Total tangible assets[(1)] (in ₹ million)	30.79	19.88	27.26	18.90	16.43
Total insurance coverage (in ₹ million)	97.01	481.40	81.34	73.33	68.88
Insurance coverage as a percentage of total tangible assets (%)	315.07	409.46	298.39	387.99	419.23

Note:

(1) Total tangible assets include residential flats, air conditioners, furniture and fixtures, office equipment, electrical items, leasehold improvements, computers and peripherals, and motor vehicle.

We may not be insured for certain types of risks and losses that we may also be subject to, as such risks are either uninsurable or that relevant insurances are not available on commercially acceptable terms. Whilst we have made no insurance claims during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024 and 2023, however in the event we face any losses going forward, we cannot assure you that our claims will be settled in entirety or at all.

Furthermore, we cannot assure you that we will be able to renew our insurance covering all risks at commercially viable terms or at all. To the extent that we suffer loss or damage for events for which we are not insured or for which our insurance is inadequate, the loss would have to be borne by us, and, as a result, our business, reputation, results of operations and cash flows could be adversely affected. Furthermore, our claim records may affect the premiums which insurance companies may charge us in the future. There can be no assurance that in the future we will be able to maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable. If we are unable to pass the effects of increased insurance costs on to our customers, the costs of higher insurance premiums could have a material adverse effect on our profitability.

20. We may introduce new products for our customers, and we cannot assure you that such products will be profitable.

We introduce new products and services in our existing lines of business. The table below sets forth details of new mutual schemes launched during the Fiscals 2023, 2024 and 2025 and the current Fiscal:

Fiscal/Period	Scheme Name	Sub-Segment
Fiscal 2023	Canara Robeco Banking and PSU Debt Fund	Banking and PSU Fund
	Canara Robeco Mid Cap Fund	Mid Cap Fund
Fiscal 2024	Canara Robeco Multi Cap Fund	Multi Cap Fund
	Canara Robeco Manufacturing Fund	Thematic
Fiscal 2025	Canara Robeco Balanced Advantage Fund	Dynamic Asset Allocation or Balanced Advantage
Three months ended June 30, 2025	Canara Robeco Multi Asset Allocation Fund	Multi Asset Allocation Fund

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 customer demands, or our own errors in judgment of customer demands and product features. Several products that we launch may also require prior approval from the SEBI, which we may not obtain in a timely manner, or at all. While there have been no instances during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024 and 2023, where we experienced delays in launching a new scheme on account of delays in obtaining approval from the SEBI, however, we cannot assure you that we will not experience such delays going forward which could result in our inability to launch our new schemes / products in a timely manner. 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.

21. ***Failure to maintain and enhance our brand image may have a negative impact on our business and results of operations. Furthermore, we may incur significant costs in connection with our branding and marketing efforts and some marketing efforts may not be effective in attracting of retaining new customers.***

Based on our experience, brand image is a crucial factor influencing customers' investment decisions in our industry. It is vital to maintain and enhance brand recognition and image to differentiate our products and services and compete effectively. We engage in various marketing campaigns to promote our product offerings and enhance our brand recognition and acceptance.

We are vulnerable to adverse market and customer perception, particularly in the mutual fund industry where customer confidence and trust in the investment returns are critical for business growth. Additionally, as we grow and expand our product offerings, it may become increasingly challenging to provide risk adjusted returns, and there are no guarantees that we can sustain customer confidence in our product offerings. If customers perceive or encounter a decline in the quality of our products' or services' or feel that our Company has not delivered returns to their satisfaction on their investment, our brand value could be adversely affected, significantly impacting our business operations, financial health, and future prospects. We are also exposed to the risk that litigation, misconduct, operational failure, negative publicity (including through social media) or press speculation could harm our brand and reputation.

We cannot guarantee that our marketing efforts will be well-received and result in attracting new customers or retaining our existing customers, or that we will not need to increase marketing spend in the future. Failure to refine our marketing approaches or to adopt new, more cost-effective marketing techniques would materially affect our business, results of operations, financial condition and prospects.

Our brand and reputation are also partly dependent on our Promoters, Canara Bank and OCE as well as entities affiliated with OCE including Robeco. Our brand reputation could be affected by the conduct or performance of third parties over which we have no control, such as other entities that are part of Canara Bank group as well as entities affiliated with OCE. As the "Canara" brand is closely linked to brands utilized by us, and both Canara Bank and OCE are closely associated with us, any reputational harm to Canara Bank or OCE group entities may also negatively affect our brand and reputation.

Furthermore, we may also be exposed to adverse publicity relating to the mutual fund industry. If we are unable to maintain our brand name and our reputation, or there is reputational harm to other Canara Bank or OCE group entities, our business, financial condition and results of operations could be materially and adversely impacted. While there have been no major litigation or negative publicity experienced by us during the three months ended June 30, 2025 and June 30, 2024, or in Fiscals 2025, 2024 and 2023, we cannot assure you that as we expand our business presence, instances of negative publicity will not be experienced by us considering the industry in which we operate.

22. ***The legislative and regulatory environment in which we operate is subject to change which could adversely impact our business and operational cost.***

The legislative and regulatory landscape within which we operate has experienced considerable change recently. We anticipate that substantial regulatory developments in our industry will continue at a rate surpassing the historical norm, likely subjecting industry players to increased and typically more rigorous regulations. The obligations established by the SEBI aim to maintain the integrity of the financial markets and safeguard customers and other parties interacting with us. As a result, these regulations frequently restrict our operations and/or elevate our expenses, particularly through customer protection and market conduct requirements.

New laws or regulations, or changes (including increasing strictness) in the enforcement of existing laws or regulations, applicable to us and our customers may adversely affect our business. Our ability to function in this environment will depend on our ability to constantly monitor and promptly react to legislative and regulatory changes.

Regulatory changes may have an adverse effect on our business. For example, SEBI *vide* its Master Circular for Mutual Funds dated June 27, 2024 at paragraph 6.7 has specified certain "core" responsibilities for the trustees of a mutual fund in addition to responsibilities for which trustees may avail services of third party fiduciaries, requirement to constitute a unit holder protection committee ("**UHPC**") along with the composition, mandate and responsibilities of the UHPC, timeline for compliance with the requirement of appointing an independent director as chairperson of the board of directors of the trustee company, and frequency of meetings between the board of directors of the trustee company and the asset management company of the mutual fund. Further, SEBI vide circular dated February 27, 2025 on *Timelines for Deployment of Funds Collected by Asset Management Companies in New Fund Offer as Per Asset Allocation of the Scheme* has prescribed new guidelines for asset management companies in relation to deployment of funds raised through New Fund Offers ("**NFOs**"), wherein asset management companies have been directed to (i) specify achievable timelines in the Scheme Information Document ("**SID**") of a scheme regarding the deployment of the funds as per the specified asset allocation of the scheme and garner funds during the NFO accordingly; and (ii) deploy the funds garnered in an NFO within 30 business days from the date of allotment of units. SEBI has also laid out extended timelines in case of exceptional circumstances along with steps to be followed in the event the funds are not deployed as per the asset allocation mentioned in the SID and the prescribed timelines.

Our ability to function in this environment will depend on our ability to constantly monitor and promptly react to legislative and regulatory changes. For further information in relation to key regulations and policies applicable to our operations, please see "*Key Regulations and Policies*" on page 272.

23. Certain of our corporate records and statutory form filings are not traceable. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies.

We are unable to trace certain statutory form filings made by our Company in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs ("**MCA Portal**") or in the physical records available with the RoC, such as:

Sr. No.	Date of Record	Date of event	Date of filing	Form No./Particulars of Form	Purpose
1.	March 2, 1993	March 2, 1993	February 24, 1993	Certificate of Incorporation	Incorporation documents
2.	May 10, 1993	May 10, 1993	-	Certificate of Commencement	Incorporation documents
3.	March 2, 1993	March 2, 1993	March 24, 1993	Memorandum of Association	Incorporation documents
4.	March 2, 1993	March 2, 1993	February 24, 1993	Article of Association	Incorporation documents
5.	March 2, 1993	March 2, 1993	February 24, 1993	Form 32 1.Senapur Pandurang Acharya 2.Attur Madhusudan Prabu 3.Kundapur Vasudev Hegde 4.Vijay Raghunath Gupte 5.Ralkrishna Rama Prabhus 6.Kamalaksha Uggappa Mada	Detail of directors at the time of incorporation
6.	September 22, 2005	July 13, 2005	July 29, 2005	Form Sch V AGM: 13/07/2005	Form for filing annual return
7.	July 22, 2004	March 31, 2004	July 20, 2004	Balance Sheet For the Financial Year 2003-04	Form for filing in respect of financial Statement
8.	September 22, 2005	March 31, 2005	July 29, 2005	Balance Sheet For the Financial Year 2004-05	Form for filing in respect of financial

					Statement
8.	October 29, 2003	September 26, 2003	October 14, 2003	Form 18 From: Orient House, 2nd Floor, Adi Marzban Path, Ballard Estate, Mumbai-38. To : Construction House, 4th Floor, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai-1.	Change Registered office address of the Company.
9.	December 8, 1995	September 12, 1995	December 8, 1995	Form 21 Alteration of the object clause.	Filing of CLB order
10	December 8, 1995	December 8, 1995	N.A.	Certificate of Registration of order of Company Law Board Western Region Bench Confirming Alteration of Objects w.e.f. 08/12/1995 (Petition No.227 /17/ CLB/WR/95)	Alteration of Objects

In relation to these missing records, we have relied on other supporting documents available in our records and the search report dated October 3, 2025 ("**RoC Search Report**") issued by Mehta & Mehta, Company Secretaries, independent practising company secretary (holding a valid certificate of peer review bearing number 3686/2023 and membership number 3667), engaged by our Company, who carried out their inspection and independent verification of the documents available or maintained by our Company, the Ministry of Corporate Affairs, Government of India by undertaking the following steps to trace the aforesaid documents:

(i) carried out physical searches and verification of secretarial records maintained by our Company at various offices and other premises of our Company, including at our Registered and Corporate Office, as well as physical search and verification of the corporate records of our Company as maintained at the RoC office situated at Belapur office, Navi Mumbai, Maharashtra, India;

(ii) carried out an independent search/inspection of documents available in the digital records maintained on the Ministry of Corporate Affairs portal at www.mca.gov.in; and

(iii) reviewed the relevant secretarial records maintained by our Company.

Further, we have also sent an intimation through our letter dated April 23, 2025 to the RoC informing them of the missing form filings. We are currently awaiting the response of the RoC in this regard.

Further, certain forms and Board resolutions for share transfers by and to the Promoters are missing, while the dates of certain transfers are not mentioned in the register of transfers maintained by our Company. Additionally. there are inaccuracies in recording the date of the Board resolutions and name of the transferor in such register. Information in relation to such share transfers has been disclosed in the section "Capital Structure" beginning on page 94 based on the minutes of meeting of our Board and Shareholders, and register of share transfers, where relevant, and information available to our Company.

While there have been no regulatory proceedings or actions initiated against us in relation to the aforementioned anomalies, inaccuracies or non-availability of the corporate records, we cannot assure you that we will not be subject to legal proceedings, regulatory action or penalties imposed by statutory or regulatory authorities in this respect, which may adversely affect our business, financial condition, results of operations and reputation.

24. There has been a delay in filing the Form FC-GPR with the RBI for a bonus issue on September 19, 2024. We may be subject to late submission fees and penalty for such non-compliance, which may adversely impact our reputation and financial condition.

There has been a delay in filing the Form FC-GPR with the RBI for the issue of 73,285,905 Equity Shares to OCE pursuant to a bonus issue on September 19, 2024, due to administrative reasons. While our Company has filed the Form FC-GPR on April 21, 2025. Our Company received approval from the RBI on 16 May 2025. The late submission fee was paid by the Company, and an acknowledgement was received from the RBI dated 5 August 2025.

25. ***Any reduction in the total expense ratio as prescribed under the SEBI regulations may impact our revenue and profitability.***

Mutual funds are permitted to charge certain operating expenses for managing a scheme that is, sales and marketing / advertising expenses, administrative expenses, transaction costs, investment management fees, registrar fees, custodian fees, audit fees, amongst others, as a percentage of the scheme's daily net assets. Total expense ratio charged to the scheme is the cost of running and managing a scheme.

All mutual fund scheme expenses (other than those specifically mentioned in the SEBI Mutual Fund Regulations, as required to be borne by the asset management company, trustee or the sponsors) must be borne by the scheme itself rather than the asset management company.

SEBI also prescribes the upper limits with respect to the total expense ratio (which excludes the issue or redemption expenses, whether initially borne by the mutual fund or by the asset management company, but includes the investment management and advisory fee) for (a) fund of funds, (b) index fund scheme or exchange traded fund (c) open ended schemes and (d) close ended and interval schemes.

From time to time these TER limits may be reviewed and revised. For example, with effect from April 1, 2019, TERs for open-ended equity-oriented schemes were reduced from a range (depending on AUM) of 2.5% to 1.75% to the current range of 2.25% to 1.05%. There is a possibility that TER limits may be reduced further in the future.

In addition, the following costs and expenses may be charged to the scheme: (a) brokerage and transaction costs which are incurred for the purpose of execution of trade up to 0.12% of trade value in case of cash market transactions and 0.05% of trade value in case of derivatives transactions; (b) expenses not exceeding of 0.30% of daily net assets, if the new inflows from such cities as specified by SEBI from time to time meet the thresholds provided under the SEBI Mutual Fund Regulations (*the B30 incentive structure has been kept in abeyance by SEBI with effect from March 1, 2023 until further notice*); and (c) additional expenses incurred in connection with investment and advisory fees or other recurring expenses not exceeding 0.05% of daily net assets of the scheme, subject to conditions as prescribed under the SEBI Mutual Fund Regulations.

Any failure to maintain costs for our schemes is likely to reduce the amount of management fees we are able to charge such schemes in compliance with the prescribed TER limits. Further reductions in prescribed TER limits may reduce our revenues and profits and may cause us to decrease our general marketing efforts on behalf of our funds, which could adversely affect our AUM and overall demand for the services we offer.

26. As of June 30, 2025, 99.01% of our total folios were from individual customers. Concentration of our total folios among retail individual investors exposes us to risks arising from retail investor behaviour, which may have a disproportionate adverse impact on our business and revenue.

Our investor base is substantially concentrated on retail and high-net-worth individual investors. The table below sets forth details of our total folios as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024, and March 31, 2023:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Individual Customer Folios (in million)	5.00	4.69	4.97	4.66	4.26
Institutional Folios (in million)	0.05	0.05	0.05	0.05	0.05
Total Folios	**5.05**	**4.74**	**5.02**	**4.71**	**4.31**
Individual Customer Folios as a % of Total Folios (%)	99.01	98.95	99.00	98.94	98.84
Institutional Folios as a % of Total Folios (%)	0.99	1.05	1.00	1.06	1.16
Total (%)	**100.00**	**100.00**	**100.00**	**100.00**	**100.00**

Large-scale redemptions, reduced inflows, or changes in retail investor behaviour during periods of stress could result in considerable outflows, negatively affecting our operational performance. Additionally, the smaller average account sizes and greater transactional frequency associated with retail clients may increase operational complexity and costs. Accordingly, any adverse developments in the retail or high-net-worth investor segment may disproportionately impact our overall business, financial condition, results of operations, and prospects.

27. *If we exceed the limits prescribed under the SEBI Mutual Fund Regulations for reimbursement of expenses to the schemes of mutual funds, our profitability may decrease and cause us to decrease marketing and other efforts.*

Each mutual fund scheme has to provide and account for the expenses incurred by that particular fund. SEBI has prescribed certain categories of expenses that can be charged by asset management companies to mutual fund schemes, which *inter alia* include (i) investment and advisory fees, which should be fully disclosed in the fund offer document; (ii) recurring expenses including but not limited to marketing and selling expenses including agents' commission, if any, brokerage and transaction cost, registrar services for transfer of units sold or redeemed, fees and expenses of trustees, audit fees, custodian fees, costs related to investor communication, costs of fund transfer from location to location, costs of providing account statements and dividend/redemption cheques and warrants, insurance premium paid by the fund, winding up costs for terminating a fund or a scheme, costs of statutory advertisements, etc.; (ii) brokerage and transaction costs which are incurred for the purpose of execution of trade up to 0.12% of trade value in case of cash market transactions and 0.05% of trade value in case of derivatives transactions; (iii) additional expenses incurred towards different heads mentioned under (i) and (ii), not exceeding 0.05% of daily net assets of the scheme (*additional expenses shall not be charged to the scheme in cases where exit load is not levied / not applicable*). Any expenses in addition to those set out in Regulation 52 of the SEBI Mutual Fund Regulations or in excess of the limits set out therein shall be borne by the asset management company or by the trustee company or sponsor of the mutual fund.

If the actual expenses incurred by the schemes managed by us exceed the limits prescribed in the fund offer documents, we must reimburse such excess expenses. This reduces our profit and may encourage us to decrease marketing and other efforts on behalf of the schemes for which we cannot charge expenses, which could adversely affect AUM of our schemes managed and consequently our revenue. Additionally, any loss or damage or expenses incurred by us or by any persons authorized by us needs to be borne by us and cannot be met out of the scheme's assets. While there have been no instances of any expenses being charged by our Company to the schemes of Canara Robeco Mutual Fund during the three months ended June 30, 2025 and June 30, 2024, or in Fiscals 2025, 2024 and 2023, we cannot assure you going forward in future we will not exceed the limits prescribed under the SEBI Mutual Fund Regulations which may result us to reimburse excess expenses.

28. *Under the SEBI Mutual Fund Regulations, we are required to avoid conflicts of interests in managing the affairs of our schemes and give priority to the interest of our unitholders. Accordingly, any conflict arising between the interests of our shareholders and the interests of our unitholders could have an adverse effect on our business, results of operations and cash flows.*

In accordance with the SEBI Mutual Fund Regulations, we are required to manage our mutual fund schemes in a manner that prioritizes the interests of our unitholders and avoids conflicts of interest. In cases where there is a potential conflict between the interests of our shareholders and those of our unitholders, we will always prioritize the latter. While there have been no such instances in the three months ended June 30, 2025, or in previous years (2025, 2024 and 2023), we cannot assure that similar situations will not arise in the future. If we determine that certain actions are necessary to protect unitholder interests, they may not always align with shareholder interests. However, we will ensure that any such actions do not materially impact our business, financial condition, or results of operations.

29. Except for K Satyanarayana Raju, Santanu Kumar Majumdar, Suhail Chander, Ravindran Menon, Nirmala Sridhar and Anuradha Shripad Nadkarni, none of our Directors currently possess experience of being on the board of any Indian listed company in India.

Except as disclosed below, who are the directors of the Indian companies, which are listed on the Stock Exchanges, none of our Directors possess experience of being on the board of any Indian listed company and accordingly, they may not be adequately well-versed with the activities or industry practices undertaken by the listed company in India. We cannot assure you that this lack of adequate experience will not have any adverse impact on the management and operations of our Company.

Sr. No.	Name of the Director	Particular
1.	K Satyanarayana Raju	• Can Fin Homes Limited • Canara Bank
2.	Santanu Kumar Majumdar	Canara Bank
3.	Suhail Chander	• Bandhan Bank Limited
4.	Ravindran Menon	• Accelya Software Solutions India Limited • Bank of Baroda
5.	Nirmala Sridhar	• Thakral Services (India) Limited
6.	Anuradha Shripad Nadkarni	• SBI Cards and Payments Services Limited

Our Company will also be subject to compliance requirements under the SEBI Listing Regulations and other applicable law post listing of the Equity Share on the Stock Exchanges. Our Board is capable of efficiently managing such compliance requirements including by engaging professionals having expertise in managing such compliances.

30. We have inadvertently made incorrect regulatory filings in the past. For such inadvertently filings we could be subjected to regulatory actions by SEBI in the future.

Our Company has made certain incorrect filings with SEBI in the past which have been promptly highlighted to SEBI upon becoming aware of the error. A few instances of incorrect filings are as under:

Summary	Particulars	Details of remedial measures taken
Incorrect upload of daily data on SEBI Intermediaries Portal ("**SI Portal**")	We inadvertently uploaded a blank file of the daily data on the SI Portal on February 27, 2025.	Upon becoming aware of the same, we promptly reached out to the SEBI Portal Help team *vide* email dated February 28, 2025.
Incorrect deployment of funds report for January 2025 uploaded on the SI Portal	We inadvertently uploaded an incorrect version of the deployment of funds report for the month of January 2025 on the SI Portal on February 5, 2025.	We promptly notified the SEBI Portal Help team on February 6, 2025 seeking their assistance to rectify the error and successfully reuploaded the correct report on February 12, 2025.
Incorrect details provided in an annexure to the quarterly report for the quarter ended September 30, 2024 filed by our Company with the board of trustees of Canara Robeco Mutual Fund	On October 21, 2024, our Company filed its quarterly report for the quarter ended September 30, 2024 with the board of trustees on its activities and compliance with the SEBI (Mutual Funds) Regulations. One of the annexures to the quarterly report was a broker turnover report prepared by our fund accountant, HSBC, which incorrectly reflected the turnover of one of our brokers as ₹19,850.20 million instead of ₹ 17,864.85 million, turnover % as 6.70% instead of 6.07% and brokerage paid as ₹ 0.37 million instead of ₹ 0.34 million. This error occurred due to manual data entry by HSBC while preparing this annexure and was discovered during the internal audit conducted for the same quarter.	Our Company informed the board of trustees of the same *vide* email dated January 14, 2025 along with a copy of the revised annexure and assured the trustees that the details have been correctly reflected in the Compliance Test Report for the quarter ended December 31, 2024 filed with SEBI. Further, our Company has obtained a confirmation from HSBC that such manual changes would no longer be required as several system enhancements have been completed at HSBC's end to prevent such instances from occurring in future.

Though our Company will endeavour to make requisite regulatory filings correctly within the required time period, we cannot assure you that the requisite regulatory filings will always be correct and will always be completed within the required time period. For such inadvertent errors and delays, if any, we may be held liable by SEBI. In the event our Company fails to furnish any information or furnishes wrong information relating to the activities of the mutual fund as required under the SEBI (Mutual Funds) Regulations in the regulatory filings made with SEBI, we may be subjected to an inquiry under the SEBI (Intermediaries) Regulations, 2008 and if any adverse findings are made against us, SEBI may pass an order, amongst other things, prohibiting us from launching any new schemes for a specified period, issuing regulatory censures, imposing fines or sanctions and in extreme circumstances, revocation of our license to function as an asset management company. Given the

uncertainties and complexity of many of these regulatory actions, their outcome generally cannot be predicted with any reasonable degree of certainty. Accordingly, our provisions for regulatory actions may be inadequate.

31. ***Our investment management agreement may generally be terminated by the counterparties on little or no notice, making our future client and revenue base unpredictable.***

All of our management fee income is derived from our role as asset manager of the Canara Robeco Mutual Fund (administered by CRMF Trustee Private Limited). Therefore, the future and prospects of our business are reliant to a significant extent on maintaining that role. Our investment management agreement with Canara Robeco Mutual Fund may be terminated by CRMF Trustee Private Limited, subject to prior approval of the SEBI and unit-holders, by providing a prior written notice to us and for reasons which include*:* (i) if our Company goes into liquidation (except voluntary liquidation for the purpose of reconstruction or amalgamation) or if a receiver is appointed for all or a substantial portion of our assets; (ii) if our Company commits a material breach of its obligations under the investment management agreement, which if capable of remedy, is not made good within 30 days of receipt of such notice; or (iii) if CRMF Trustee Private Limited or 75% of the unitholders of Canara Robeco Mutual Fund so desire. Under Regulation 20(2) of the SEBI Mutual Fund Regulations, our appointment as the asset manager of the Canara Robeco Mutual Fund can be terminated by majority of the trustees or by 75% of the unitholders of our schemes. The termination of our investment management agreement with Canara Robeco Mutual Fund would have a significant adverse effect on our revenues, such that our business may not be able to continue. Canara Robeco Mutual Fund (through its trustee company) may also elect to renegotiate the fees we are permitted to charge under the agreement, which could adversely affect our management fees and revenues.

32. Our business and results of operations may be adversely affected by rising employee benefit expenses, which represent a significant portion of our total expenses.

Employee benefit expenses constitute a substantial proportion of our overall cost base, and have consistently represented the largest share of our total expenses in recent periods.

The table below sets forth our employee benefit expenses as a percentage of total expenses for the three months ended June 30, 2025 and June 30, 2024:

Particulars	Three months ended June 30, 2025		Three months ended June 30, 2024	
	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)
Employee Benefits Expenses	248.62	59.96	215.31	65.07

The table below sets forth our employee benefit expenses as a percentage of total expenses for Fiscal 2025, 2024, and 2023:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)
Employee Benefits Expenses	885.20	60.48	758.17	61.34	596.46	61.00

The increase in employee benefit expenses may be attributable to a range of factors, including higher compensation required to attract and retain skilled personnel, statutory obligations and broader industry wage inflation trends. As our business grows to meet market demands or regulatory changes, we may need to further increase our workforce or enhance employee benefits to remain competitive.

Should these expenses continue to rise faster than our revenue or other efficiency gains, our profitability and cash flow may be negatively affected, potentially constraining our ability to invest in other parts of our business or to respond flexibly to market conditions. In an industry as competitive as ours, the need to offer attractive rewards to recruit and retain employees may put further pressure on our expense structure and reduce our financial flexibility.

There can be no assurance that we will be able to manage or offset ongoing increases in employee benefit expenses through operational efficiencies, revenue growth or cost reductions elsewhere. Failure to do so could have a material adverse effect on our business, financial condition and results of operations.

33. *Our Company will not receive any proceeds from the Offer for Sale.*

This Offer consists of only an Offer for Sale of up to 49,854,357 Equity Shares of face value of ₹ 10 each by Canara Bank and OCE. Our Promoters, Canara Bank and OCE, shall be entitled to the entire proceeds from the Offer (net of their portion of the Offer-related expenses) and our Company will not receive any proceeds from the Offer. None of our Directors or Key Managerial Personnel and Senior Managerial Personnel will receive, in whole or in part, any proceeds from this Offer. For further information, see "*The Offer*", "*Capital Structure*", and "*Objects of the Offer*" on pages 81, 99 and 126, respectively.

Accordingly, the Offer will not result in any fresh capital being infused into our Company. As a result, our Company's funding requirements for existing business operations, future growth strategies, or general corporate purposes will need to be met through other sources, such as internal accruals or separate fundraising activities, if required. Investors should note that their investment in the Equity Shares will not directly contribute to our Company's capital base or future expansion plans, as the proceeds from this Offer will accrue solely to the selling shareholders. There can be no assurance that our Company will be able to raise additional funds on favourable terms, or at all, in the future if such funds become necessary.

34. Our Company, Canara Robeco Mutual Fund, Canara Bank, one of our Promoters and certain of our Directors are involved in legal proceedings. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.

Our Company, Canara Robeco Mutual Fund, Canara Bank, one of our Promoters and certain of our Directors are currently involved in legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. In the event of any adverse rulings in these proceedings or the consequent levying of penalties, we may need to make payments or make provisions for future payments, which may increase our expenses and current or contingent liabilities.

The summary of outstanding litigation involving our Company, Canara Robeco Mutual Fund, Canara Bank, one of our Promoters and our Directors as on the date of this Red Herring Prospectus have been provided below in accordance with the materiality policy adopted by our Board. As of the date of this Red Herring Prospectus, there are no outstanding litigation proceedings involving our Group Company, the outcome of which could have a material impact on our Company. For details, see "*Outstanding Litigation and Material Developments*" on page 420.

Name of Entity	Criminal Proceedings	Tax Proceedings (direct and indirect tax)	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigation	Aggregate amount involved (₹ in million)^
Company						
By our Company	Nil	Nil	Nil	N.A.	Nil	Nil
Against our Company	Nil	1	Nil	N.A.	Nil	33.44
CRMF*						
By CRMF	1	Nil	Nil	N.A.	3	1,150.95
Against CRMF#	Nil	1	Nil	N.A.	Nil	2.90
Directors						
By our Directors	Nil	Nil	Nil	N.A.	1	Nil
Against our Directors	3	Nil	Nil	N.A.	2	10,061.10
Promoters						
By our Promoters	5,737	Nil	Nil	Nil	16	533,983.51

Name of Entity	Criminal Proceedings	Tax Proceedings (direct and indirect tax)	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigation	Aggregate amount involved (₹ in million)^
Against our Promoters	4	66	Nil	2	1	108,724.54
Key Managerial Personnel (excluding our Executive Director)						
By our Key Managerial Personnel	Nil	Nil	Nil	N.A.	Nil	Nil
Against our Key Managerial Personnel	Nil	Nil	Nil	N.A.	Nil	Nil
Members of Senior Management						
By our members of Senior Management	Nil	Nil	Nil	N.A.	Nil	Nil
Against our members of Senior Management	Nil	Nil	Nil	N.A.	Nil	Nil
Group Companies						
By our Group Companies	Nil	Nil	Nil	N.A.	Nil	Nil
Against our Group Companies	Nil	Nil	Nil	N.A.	Nil	Nil

^To the extent quantifiable.
** CRMF means Canara Robeco Mutual Fund*
#CRMF has received a show cause cum demand notice from Department of Revenue, Goods and Services Tax, Audit- I, Commissionerate, Mumbai dated June 28, 2025. For further details on material tax proceedings, see "Outstanding Litigation and Material Developments- Material Taxation Proceeding against CRMF" beginning on page 433.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations and services, our technology and/or intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. There can be no assurance that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

35. We are required to obtain, renew or maintain certain statutory and regulatory permits and approvals required to operate our business, and if we fail to do so in a timely manner or at all, or these requirements are made more stringent, we may be unable to fully or partially operate our business, and our results of operations may be adversely affected.

Our operations are subject to government regulations, and we are required to obtain and maintain several statutory and regulatory permits and approvals under central, state and local government legislation for operating our business generally, including tax registrations, shops and establishment registration and trade license. For instance, in relation to our branches we are required to obtain licenses such as, shops and establishment registrations, trade licenses, goods and services tax registrations, and professional tax registrations. Certain of our material approvals, registrations, permits and licenses may expire in the ordinary course of business and our Company is in the process of renewing such key approvals, as necessary. For further information, see "*Government and Other Approvals – Material approvals relating to the business and operations of the Company*" on page 435.

Many of these approvals are granted for fixed periods of time and need renewal from time to time. While we have applied for renewal of some of the approvals, there is no assurance that such renewals will be issued or granted to us in a timely manner, or at all. If we are not able to renew the approvals in a timely manner or at all, our existing and prospective business and operations may be adversely affected. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot assure you that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals.

There is no assurance that the permits, licenses and approvals granted to us would not be suspended or revoked in the event of accidental non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us, through a failure of our employees or Directors, to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or to comply with the applicable regulations or if the regulations governing our business are amended, or if there is a cancellation, suspension or revocation of any of the permits, licenses or approvals granted to us, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business and our operations. For further details, please see "*Key Regulations and Policies*" and "*Government and Other Approvals*" on pages 272 and 435, respectively.

36. We have contingent liabilities (₹ 33.44 million as at June 30, 2025), and our financial condition could be adversely affected if any of these contingent liabilities materialize.

As of June 30, 2025, we had disclosed the following contingent liabilities (that had not been provided for) in our Restated Financial Information in accordance with Ind AS – Provisions, Contingent Liabilities and Contingent Assets, which are extracted below:

Particulars	As at June 30, 2025 (₹ million)
Claims against our Company not acknowledged as debts in respect of:	
(ii) Disputed income tax demand	33.44

We cannot assure you that we will not incur similar or increased levels of contingent liabilities or capital commitments in the future. If any of these contingent liabilities or capital commitment materialize, our financial condition and results of operation may be adversely affected. For further details of our contingent liabilities and capital commitments, see also "*Restated Financial Information - Restated Financial Information – Note 31 – Contingent liabilities & Capital Commitments*" on page 363.

37. We have in the past entered into related party transactions and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.

We have in the past entered into, and will continue to enter into, transactions with related parties. These transactions include rent, bank charges, reimbursement / salary and other benefits, reimbursement of maintenance to our Promoters, insurance premium, R&T charges and dividend payment. While our related party transactions have been conducted on an arm's length basis in compliance with applicable laws and accounting standards, including the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. Furthermore, we may enter into related party transactions in the future.

The table below sets forth details of related party transaction expenses during the three months ended June 30, 2025 and June 30, 2024 and Fiscals 2025, 2024 and 2023:

Particulars	Three months ended June 30, 2025	Three months ended June 30, 2024	Fiscal 2025	Fiscal 2024	Fiscal 2023
	Amount (in ₹ million)				
Canara Bank					
Rent	0.10	0.10	0.42	0.45	0.42
Bank Charges	0.02	0.01	0.04	0.04	0.03
Reimbursement of Salary and Other Expenses[(1)]	0.62	0.70	2.81	2.84	2.06
Dividend Payment	-	-	228.83	127.13	114.42
Reimbursement of maintenance charges	-	0.12	0.66	0.67	0.44
OCE					
Reimbursement of Salary and Other Expenses[(2)]	8.59	20.00	73.10	80.00	50.00

Particulars	Three months ended June 30, 2025	Three months ended June 30, 2024	Fiscal 2025	Fiscal 2024	Fiscal 2023
	Amount (in ₹ million)				
Dividend Payment	-	-	219.86	122.14	109.93
R&T Charges					
CCSL	-	0.00	0.01	0.01	0.01
Insurance Premium					
CHOBCI	3.02	2.64	2.69	3.10	2.31
Director Sitting Fee					
Members of Directors Body	3.40	0.68	5.75	2.86	3.46
Short-term employee benefits					
Key Managerial Personnel	28.37	28.71	102.20	100.82	59.40

Notes:

(1) *Reimbursement of salary and other expenses are towards salary and conveyance reimbursements to Canara Bank for deputed employee – treasurer.*

(2) *Reimbursement of salary and other expenses are towards salary to OCE for CEO salary and perquisites, and conveyance expenses.*

For further details of our related party transactions, see "*Summary of the Offer Document – Summary of Related Party Transactions*" and "*Restated Financial Information – Notes to the Restated Financial Information – Note 41: Related Party Transactions*" on pages 22 and 373, respectively.

While all related party transactions that we may enter into post-listing will be subject to Board or Shareholder approval, as necessary under the Companies Act and the SEBI Listing Regulations, we cannot assure you that such future transactions, individually or in the aggregate, will not have an adverse effect on our business, financial condition, cash flows and results of operations or that we could not have achieved more favorable terms if such future transactions had not been entered into with related parties. Furthermore, any future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company. There can be no assurance that our Directors and executive officers will be able to address such conflicts of interests or others in the future. Also see " - *We have licensed the trademarks "Canara" and "Robeco" from Canara Bank and Robeco Holding, respectively and the termination of the trademark license agreements could adversely impact our business and results of operations. If we are unable to transition away from these trademarks to new brand(s) within the prescribed timelines, this could prevent marketing and distribution of our schemes under these arrangements.*" on page 40.

38. Our Promoters will have certain rights post listing of the Equity shares, subject to the approval of the Shareholders by way of special resolution passed in the first general meeting held after the date of listing of our Equity Shares on the Stock Exchanges pursuant to the Offer.

The Articles of Association of our Company comprises two parts, Part A and Part B. Part B includes the provisions of the Shareholders' Agreement, as amended by the Waiver cum Amendment Agreement, including the rights available to the Promoters thereunder. Part B stands automatically terminated upon receipt of listing and trading approvals from the Stock Exchanges for the Offer, without the requirement of any further action by the Company or its Shareholders.

In terms of Part B of the Articles of Association and the Shareholders' Agreement, as amended by the Waiver cum Amendment Agreement, subsequent to the Offer, our Promoters shall have the right to nominate up to two directors on the board of the Company and Canara Bank shall have the right to nominate the chairman of the Board (which chairman shall be one of its nominee directors). Such rights of our Promoters shall be subject to the approval of the Shareholders by way of a special resolution passed in the first general meeting held after the date of listing of our Equity Shares on the Stock Exchanges pursuant to the Offer. For further details with respect to the Shareholders' Agreement, see "*History and Certain Corporate Matters - Shareholders' agreement and other material agreements*" on page 292.

In the event our Shareholders approve such special rights by way of a special resolution post listing, our Promoters will be able to exert influence over our Board, through its director nomination rights.

39. Our Statutory Auditors have included emphasis of matters in their audit report for the special purpose financials prepared for the three months ended June 30, 2025 and June 30, 2024. There can be no assurances that any similar emphasis of matters will not form part of our financials for the future fiscals/periods, which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected.

Our Statutory Auditors have included emphasis of matters in their respect audit report for the special purpose financials prepared for the three months ended June 30, 2025 and June 30, 2024 as mentioned below:

Special purpose interim audited financial statements as of and for the three months ended June 30, 2025 and June 30, 2024:

"We draw attention to Note 2(a) of the Special Purpose Interim Financial Statements, which describes the purpose and basis of preparation of the Special Purpose Interim Financial Statements. The Special Purpose Interim Financial
Statements been prepared by the Management of the Company solely for the purpose of the Restated Financial Information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations"), which will be included in the UDRHP, RHP and Prospectus (the "Offer Documents") in connection with its proposed Initial Public Offering of the Equity Shares of the Company (the "Offer"). As a result, the Special Purpose Interim Financial Statements may not be suitable for any other purpose. Our report is intended solely for the Company and should not be used, referred to or distributed for any other purpose. Our opinion is not modified in respect of this matter."

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.

40. We do not have any registered trademark. We may not be able to protect trademarks, which may adversely impact our business, reputation and results of operations.

As of the date of this Red Herring Prospectus, we have no registered trademark including our corporate logo. In the event a third party objected to the registration of a trademark, this would affect our operations, financial condition and results of operations. It is possible that other proprietary information, such as the proposed pricing or product launch information, could be leaked by employees, suppliers and other third parties. If any of these were to occur, on a sustained, material and unmitigated basis, and if the reputation of our Company was to suffer as a result, our competitive position in our markets and our ability to grow our business could be negatively impacted, which would have a material adverse effect on our business, results of operations and financial condition. We may also be subject to claims that we have breached our licensed use of software or otherwise infringed on the intellectual property of third parties, including infringement by service providers who use such licenses to provide services to us. Any of the above matters could have a material adverse effect on our business, results of operations, financial performance and the trading price of our Equity Shares.

If our trademarks are infringed, including as a result of unauthorized use or a failure to protect such rights by the competent authorities in accordance with the regulations of the relevant countries, it may face costly litigation and the diversion of technical and management personnel. Furthermore, the outcome of a dispute may require our Company to enter into royalty or licensing agreements, which may not be available on terms acceptable to our Company, or at all. Any of the above would have a material adverse effect on our business, results of operations, financial condition and prospects. While there have been no such instances in the three months ended June 30, 2025, or Fiscals 2025, 2024 and 2023, we cannot assure that such situations will not arise in the future. Also see " - *We have licensed the trademarks "Canara" and "Robeco" from Canara Bank and Robeco Holding, respectively and the termination of the trademark license agreement could adversely impact our business and results of operations. If we are unable to transition away from these trademarks to new brand(s) within the prescribed timelines, this could prevent marketing and distribution of our schemes under these arrangements.*" on page 40. If we are unable to transition away from these trademarks to new brand(s) within the prescribed timelines, this could prevent marketing and distribution of our scheme.

41. ***Failures in internal control system could cause operational errors which may have an adverse impact on our business, reputation and profitability.***

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that business units adhere to our policies, compliance requirements and internal guidelines. Internal control systems comprising policies and procedures are designed to ensure sound management of our operations, safekeeping of our assets, optimal utilization of resources, reliability of our financial information and compliance. The systems and procedures are periodically reviewed and routinely tested and cover all functions and business areas. While we believe that we have adequate controls, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to guarantee effective internal controls in all circumstances. Given the size of our operations, it is possible that errors may repeat or compound before they are discovered and rectified. Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction. While there have been no instances of internal control failures in our Company during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024 and 2023, there can be no assurance that going forward, we will be able to identify every instance of non-compliance, which could adversely affect our business, results of operations and financial condition. Furthermore, if internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness.

Failures or material errors in our internal systems may lead to inaccurate financial reporting, fraud and failure of critical systems and infrastructure. While we have taken steps to reduce instances of fraud, mis-selling and other forms of misconduct by our agents, employees and distribution partners, including taking action against malpractices, conducting training programs for employees and distributors, we cannot assure you that these measures will succeed in detecting or deterring misconduct or to provide sufficient evidence to conclude investigations of misconduct. Such instances may also adversely affect our reputation, business, results of operations and cash flows. We cannot assure you that that we would be able to prevent frauds in the future or that our existing internal mechanisms to detect or prevent fraud will be sufficient. Any fraud discovered in the future may have an adverse effect on our business, profitability and reputation.

42. Failures in detecting employee, and distributor misconduct could adversely impact our business and subject us to significant legal liability and reputational harm.

We are vulnerable to reputational harm because we operate in an industry in which personal relationships, integrity and the confidence of our customers are of critical importance. Our employees, and distributors could engage in misconduct that 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, financial condition, customer relationships and ability to attract new customers. While we have internal processes to detect, prevent and monitor our employees, and distributors, we may not be successful in identifying or limiting such occurrences. 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 unauthorized or unsuccessful activities, such as insider trading, improperly using or disclosing confidential and price sensitive information, making illegal or improper payments, falsifying documents or data, recommending products, services or transactions that are not suitable for our customers; misappropriation of funds, engaging in unauthorized or excessive transactions to the detriment of our customers or not complying with applicable laws or our internal policies and procedures.

We are exposed to the risk of our directors and employees being non-compliant with insider trading rules or engaging in front running in securities markets. While we have taken steps to reduce instances of fraud, mis-selling and other forms of misconduct by our agents, employees and distribution partners, including taking action against malpractices, conducting training programs for employees and distributors, there can be no assurance that these measures will succeed in detecting or deterring misconduct or to provide sufficient evidence to conclude investigations of misconduct. There have been no instances of proceedings initiated against any of our employees or management personnel for fraud, misconduct, insider trading or front running, we cannot assure you that such proceedings will not be initiated going forward on account of non-compliance of regulatory framework.

Our business often requires that we deal with confidential information. If our employees were to improperly use or disclose this information, even if inadvertently, we could be subject to legal action and suffer serious harm to our reputation, financial position and current and future business relationships. It is not always possible to deter

employee misconduct, and the precautions we take to detect and prevent such activities may not always be effective. 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 or recurring in future, including enhanced due diligence measures for high-risk cases, 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 customers and third-parties in respect of other areas of operations, including money laundering and forgery. While we have not experienced, any instances of fraudulent claims by customers of third-parties during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024 and 2023, however, there can be no assurance that as we expand our customer and distribution base, we will not experience fraudulent claims which may negatively impact our ability to comply with applicable regulations and have an adverse impact on our results of operations, profitability and reputation.

43. Our failure to comply with anti-money laundering, insider trading, anti-terrorist financing rules, regulations, circulars and guidelines applicable to us issued by regulatory and government authorities could result in criminal and regulatory fines and reputational damage.

We are required to comply with applicable anti-money laundering and anti-terrorist financing laws and other regulations in India (including the Prevention of Money Laundering Act, 2002 and rules and regulations made thereunder, SEBI (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 and SEBI (Prevention of Insider Trading) Regulations, 2015). These laws and regulations require us to, among other things, adopt and enforce KYC, anti-money laundering ("**AML**") and counter-terrorism policies and procedures and report suspicious and large transactions to the applicable regulatory authorities in different jurisdictions.

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

44. ***Any disruption in our information technology systems or an inability to adapt to newer systems could adversely impact our business and operations.***

We are dependent on the capacity and reliability of the communications, information and technology systems supporting our operations. We are exposed to operational risks, such as trading, data entry or operational errors or interruptions of our financial, accounting, trading, compliance and other data processing systems, whether caused by the failure to prevent or mitigate data losses and other security breaches, or other cyber security threats or attacks, fire or other disaster and power or telecommunications failure, which could result in a disruption of our business, liability to customers, regulatory intervention, or reputational damage, and thus have a material adverse effect on our business. Given our volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. Our dependence on our automated information technology systems to record and process transactions may further increase the risk that flaws in our technical system will result in losses that are difficult to detect. While our Company has not experienced interruptions, delays and outages in our technology during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur going forward on account of variety of factors, including infrastructure changes, system failures, human or software errors, physical or electronic break-ins, denial-of-service attacks, or third-party internet provider disruptions.

Although we have back-up systems and cyber security and consumer protection measures in place, our back-up procedures, cyber defenses and capabilities in the event of a failure, interruption, or breach of security may not be adequate. Insurance and other safeguards we use may not be available or may only partially reimburse us for our losses related to operational failures or cyber-attacks. While our Company has not experienced any lapses in our procedures, cyber defense capability during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024 and 2023, however, there can be no assurance that going forward we will not experience lapses in our cyber defense capabilities, which could have a material adverse effect on our business operations.

Furthermore, we also face risks relating to compliance with applicable laws, rules and regulations relating to the collection, storage, use, sharing, disclosure, protection and security of personal information, as well as requests from regulatory and government authorities relating to such data. Many laws and regulations relating to privacy

and the collection, storage, sharing, use, disclosure, and protection of certain types of data are subject to varying degrees of enforcement and new and changing interpretations by courts or regulators. For instance, we are required to comply with the Information Technology Act, 2000 ("**IT Act**") and the rules notified thereunder. The Digital Personal Data Protection Act, 2023 which received the assent of the President of India on August 11, 2023 (the "**DPDP Act**") deals with processing of all personal data in digital form, whether collected digitally or offline and digitalized later for processing. The Data Protection Act requires companies collecting and dealing with high volumes of personal data and who are notified as significant data fiduciaries, such as ours, to fulfil certain additional obligations such as appointment of a data protection officer for grievance redressal and an independent data auditor to evaluate our compliance with the DPDP Act. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the DPDP Act. It imposes restrictions and obligations on data fiduciaries, resulting from dealing with personal data and further, provides for levy of penalties for breach of obligations prescribed under the DPDP Act.

Furthermore, as our customer base, number of investment strategies and/or physical locations and technology systems evolve, our operations may be partially impacted by our ability to respond to technological advances and emerging industry standards and practices in a cost-effective and timely manner. We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to evolving customer requirements or emerging industry standards. Changes in technology may make newer solutions more competitive than our Company's or may require us to make additional capital expenditure to upgrade our technology. Any inability by our Company, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, evolving customer requirements or technological changes, could have a material adverse effect on our reputation, business, results of operation and financial condition.

45. ***Our operations are exposed to risks related to data breaches and cyberattacks. Any disruption in our information technology systems, or those of our third-party service providers may result in the loss of key information or disruption of our business processes, which could adversely affect its business, results of operations and financial condition.***

We maintain significant amounts of highly sensitive customer data, both online and offline. Our systems, or those of third-party service providers, are vulnerable to security breaches, acts of cyber-attacks or sabotage, vandalism or theft, computer viruses, loss or corruption of data, programming or human errors or other similar events. While our Company has not experienced disruptions to its information technology systems due to security breaches or misuse or leak of customer information, which had a material impact during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024 and 2023, however, there can be no assurance that we will not encounter material disruptions in the future. Any such disruption in our information technology systems, or those of its third-party service providers, including software-as-a-service providers, may result in the loss of key information or disruption of our business processes, which could adversely affect its business, results of operations and financial condition.

Considering such attacks are increasing in sophistication and change frequently in nature, our Company and our third-party service providers may be unable to anticipate these attacks or implement adequate preventative measures, and any compromise of our Company's systems, or those of our third-party service providers, may not be discovered and remediated promptly, which could result in a loss of data. A security breach, act of cyber-attack or sabotage, vandalism or theft, computer viruses, loss or corruption of data or programming or human error made by our employees may lead to a breach of employees' and customers' data privacy and security. Any such breach may result in the release of such data to third parties against the will of affected parties, which could undermine the privacy of such parties and result in reputational harm. Furthermore, this could adversely our Company's performance due to legal proceedings or claims initiated against our Company for failing to preserve the security and confidentiality of data, or failing to comply with the relevant rules on utilizing data. Any such breach or other similar event may also lead to a change of current and potential consumers' behavior in a way that would impact our ability to retain current customers or attract new customers, which would have an adverse effect on our business, results of operation and financial position.

We cannot assure you that we will be successful in continuing to receive uninterrupted and quality services from our third-party service providers. Any disruption or inefficiency in the services provided by our third-party service providers could interrupt our business operations and damage our reputation.

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

Except as disclosed in this Red Herring Prospectus, we are not raising any capital presently and may require additional capital in the future in order for us to maintain our net worth and capital adequacy requirements, remain competitive, pay operating expenses, meet our liquidity needs and offer new products and services. While as of June 30, 2025, our Company has not availed any borrowings, however, we may raise capital from external sources in future to expand our business operations. Our ability to obtain additional capital from external sources in the future is subject to a variety of factors, including:

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

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

47. *Our business may be adversely affected by work stoppages, increased wage demands by our employees, or increase in minimum wage, and if we are unable to engage new employees at commercially attractive terms.*

As of June 30, 2025, we had 325 full-time employees. While we have never experienced any major disruptions in our business operations due to employee issues, there can be no assurance that going forward we will not experience any such disruptions. Any employee issues directed against us, could directly or indirectly impact our business, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations, financial condition and cash flows.

Furthermore, India has stringent labor legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution, and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. For details on labor legislations that may be applicable to our Company, see "*Key Regulations and Policies in India*" on page 272. Our employees are not unionized. However, if our employees seek to unionize, it may become difficult for us to maintain flexible labor policies, which may increase our costs and adversely affect our business.

For further information, see "*Our Business - Employee Training and Human Resources*" on page 268.

48. *We depend on the services provided by certain third-parties for our operations. Any deficiency or interruption in their services could adversely affect our business operations and reputation.*

We engage third-party service providers from time to time for various services for our operations including subject to applicable regulations. We rely on our registrar and transfer agent for to maintain investor records, processing transactions, distributing dividends issuing account statements, and for client support. We also rely on third-party custodians for settling trades. Any failure by the registrar and transfer agent to fulfil its obligations, custodian to execute trade or any other third-party service provider to perform their services in a timely and efficient manner may affect our reputation and business. In the event any of these third parties were to terminate their contractual relationships with us or fail to provide the agreed services to us for any reason, our business, results of operations and cash flows may be materially disrupted, and we may be held liable legally or suffer reputational damage on account of any deficiency of services on the part of such service providers. In addition, if the third-party service providers are subject to data breaches which have the effect of any leaks in customer or operational data, mismanage customer interface, or fail to operate or comply with applicable regulations or governance standards, we could suffer reputational harm and may be subjected to regulatory actions. We cannot assure you that we will be successful in continuing to receive uninterrupted and quality services from our third-party service providers. Any disruption or inefficiency in the services provided by our third-party service providers could interrupt our business operations and damage our reputation. While there have been no instances during the three months ended June 30, 2025 and June 30, 2024, or Fiscals 2025, 2024 and 2023, where any aspect of our operations were impacted on account of interruption from our third-party service providers, however, there cannot be any assurance that we will not experience such instances going forward, particular, as we attract new customers and expand our product offerings.

49. Our Promoters will continue to retain significant shareholding in our Company after the Offer, and will continue to be able to exercise significant influence and control over us.

As on the date of this Red Herring Prospectus, our Promoters held the entire issued, subscribed and paid-up Equity Share capital of our Company. Upon completion of the Offer, our Promoters will continue to hold a significant percentage of our post-Offer Equity Share capital. For details of the Equity Shares held by our Promoters, see "*Capital Structure –2. Notes to the Capital Structure –Build-up of the equity shareholding of our Promoters in our Company*" on page 105.

By virtue of their shareholding, our Promoters may have the ability to exercise significant control and influence over our Company and our affairs and business, including the composition of our Board of Directors, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures.

50. ***The interests of our Promoters may cause conflicts of interest in the ordinary course of our business.***

Our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses and such interests are to the shareholding in our Company. For instance, our Promoters are interested in our Company to the extent that they are the Promoters of our Company, their shareholding in our Company, their nomination of directors on our Board and of the trademark license agreements as disclosed in "*Government and Other Approvals- Intellectual Property*" on page 433. For details, see "*Our Promoters and Promoter Group – Interests of Promoters and common pursuits"* on page 320.

Our Company has entered into separate trademark license agreement with Canara Bank and Robeco Holding B.V., an affiliate of OCE, respectively. Furthermore, we have entered a distribution arrangement with Canara Bank enabling us to sell our products through the branches of Canara Bank. The table below provides details of MAAUM generated from Canara Bank as our distributor as of March 31, 2025, March 31, 2024, and March 31, 2023:

Name of the Distributor	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Canara Bank	80.36	7.89	70.83	8.04	55.68	8.97

The table below provides details of MAAUM generated from Canara Bank as our distributor as of June 30, 2025 and June 30, 2024:

Name of the Distributor	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Canara Bank	93.22	8.00	81.60	8.24

For further information, see "- *We have in the past entered into related party transactions and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.*" and "*Summary of the Offer Document– Summary of Related Party Transactions*" on pages 60 and 22, respectively.

51. Our Promoter, Canara Bank is a listed entity and any violation of rules and regulations applicable to listed companies to our Promoter, Canara Bank may adversely impact our business, reputation, results of operation, cash flows and financial condition.

Our Promoter, Canara Bank, is a listed entity with its own dispersed investor base and is subject to various compliance requirements under regulations promulgated by the SEBI. Our Promoter is also subject to periodical checks and scrutiny by the SEBI, the RBI, and the Stock Exchanges. Any violations by our Promoter or adverse actions against our Promoter in the future may have an adverse impact on our business, reputation, results of operation, cash flows and financial condition.

52. ***We have declared dividends during Fiscals 2025, 2024 and 2023. Our ability to pay dividends in the future will depend on our earnings, and financial condition.***

We have declared dividends for Fiscals 2025, 2024 and 2023. Our Company has not declared dividends from July 1, 2025, until the filing of this Red Herring Prospectus. The table below sets forth details of our divided payment, divided per equity share and divided payment ratio as of/for the relevant period:

Particulars	As of / For the three months ended June 30, 2025	As of / For the three months ended June 30, 2024	As of / For Fiscal ended March 31, 2025	As of / For Fiscal ended March 31, 2024	As of / For Fiscal ended March 31, 2023
Dividend paid (in ₹ million)	-	-	448.69	249.28	224.35
Dividend per equity share	-	-	2.25	5.00	4.50
Dividend Payout Ratio	-	-	23.53%	16.51%	28.40%

Notes:

(1) Dividend paid includes interim dividend and final dividend declared in the annual general meetings for the respective Fiscal.

(2) The net earnings for dividend payout ratio is arrived before other comprehensive income for the period if any.

(3) During Fiscal 2025, interim divided @ ₹ 1.00 per equity share aggregating to ₹ 199.42 million was paid for Fiscal 2025 and final dividend @ ₹ 5.00 per equity share aggregating to ₹ 249.27 million was paid for Fiscal 2024. The Board has proposed declaration of final dividend of ₹ 299.13 million @ ₹ 1.5 per equity share for Fiscal 2025 (previous year ₹ 249.27 million for Fiscal 2024).

(4) During Fiscal 2024, interim dividend @ 2.50 per equity share aggregating to ₹ 124.64 million was paid and final divided @ ₹ 2.50 per equity share aggregating to ₹124.64 million was paid for Fiscal 2023.

(5) During Fiscal 2023, interim divided @ ₹ 2.50 per equity share aggregating to ₹ 124.64 million was paid for final dividend @ ₹ 2.00 per equity share aggregating to ₹ 99.71 million was paid for Fiscal 2022.

Any dividends to be declared and paid in the future are required to be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend on several internal and external factors, which, *inter alia,* include (i) profits earned by our Company, (ii) present and future capital requirements, (iii) overall financial position of our Company, and (iv) uncertainty in economic conditions. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that the Equity Shares will appreciate in value. For details pertaining to our dividend policy, see "*Dividend Policy*" on page 326.

53. ***The average cost of acquisition of Equity Shares by our Promoters (also the Selling Shareholders) may be less than the Offer Price.***

The average cost of acquisition of Equity Shares by our Promoters (also the Selling Shareholders) may be less than the Offer Price. The details of the average cost of acquisition of Equity Shares held by our Promoters (also the Selling Shareholders) are provided below:

Name of the Promoters (also the Promoter Selling Shareholders)	Number of Equity Shares	Average cost of acquisition per Equity Share (in ₹)*
Canara Bank	101,702,888	2.01
OCE	97,714,540	12.87

** As certified by G. P. Kapadia & Co., Chartered Accountants by way of their certificate dated October 3, 2025.*

54. ***This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL Intelligence, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks.***

We have used the report titled "***Assessment of Mutual Fund industry in India***" dated September 2025 by CRISIL Intelligence appointed on February 4, 2025 ("**CRISIL Report**"), for purposes of inclusion of such information in this Red Herring Prospectus, and exclusively commissioned by our Company for purposes of inclusion of such

information in the Offer documents at an agreed fees to be paid by our Company. The CRISIL Report is available on the website of our Company at https://www.canararobeco.com/company/shareholder-corner. Our Company, our Promoters, entities forming part of our Promoter Group, our Directors, Key Managerial Personnel and Senior Management Personnel are not related to CRISIL Intelligence as a consequence of this engagement.

The CRISIL Report is a paid report and is subject to various limitations and based upon certain assumptions that are subjective in nature. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Red Herring Prospectus. There are no parts, data or information (which may be relevant for this Offer), that have been left out or changed in any manner. Accordingly, investors should read the industry-related disclosure in this Red Herring Prospectus in this context.

55. *The mutual fund business in India may be adversely affected by changes in the present favorable tax regime. Any adverse development in tax laws may materially and adversely affect our operations financial condition and future business prospects.*

Any adverse development in tax laws, applicable to mutual fund companies, discontinuance of tax exemptions in relation to mutual fund income, dividend income, tax free bonds, change in applicability of minimum alternate tax rates and any discontinuance of tax benefits to customers on purchase of mutual fund products, may materially and adversely affect our operations financial condition and future business prospects.

Changes in tax laws/regulations, interpretations of such laws or regulations or failure to comply with procedures laid down under such laws/regulations may have a material adverse effect on our business, financial condition and operations. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of those transactions. In addition, the design of our mutual fund products takes into account a number of factors, including risks and taxation.

We cannot predict whether any tax laws or regulations impacting mutual fund products will be enacted, the nature and impact of the specific terms of any such laws or regulations would have a material adverse effect on our business, financial condition and operations.

56. *The mutual fund business in India may be adversely affected by regulatory changes, shifts in investor behaviour, or adverse market developments. Any such developments may materially and adversely affect our operations, financial condition, and future business prospects.*

The Indian mutual fund industry is subject to frequent changes in regulations, evolving investor preferences, and varying market conditions. Amendments to regulations or guidelines by authorities such as the SEBI, changes in product structures, or the introduction of new operational requirements may increase complexity and impact fund performance. Sudden shifts in market sentiment or investor withdrawals, particularly by retail investors, could affect the growth and stability of assets under management. *(Source: CRISIL Report, page numbers 206 to 208, paragraphs 1 to 10)*

Furthermore, the growing variety and complexity of mutual fund products may lead to investor confusion, and high concentration among leading fund managers can influence competition and investor choice. Any negative regulatory, market, or behavioural developments could reduce inflows into mutual funds, increase volatility in asset levels, and adversely affect our financial condition and business prospects.

57. *We may be subject to pressures to reduce our investment management fees or fees from advisory services, which could reduce our revenue and profitability.*

From time to time, we encounter fee pressure in respect of our product offerings. In order for us to maintain our fee structure in a competitive environment, we must be able to provide customers with investment returns and service that will encourage them to be willing to pay our fees. We may not be able to maintain our current fee structure. Fee reductions on existing or future business would have an adverse impact on our income and profitability.

58. *Fluctuations in the market value of our investments could adversely affect our results of operations and financial condition.*

Fluctuations in the market values of our investments could cause us to write down the value of our assets, affect our liquidity and reduce our ability to enforce our security, which could adversely affect our result of operations

and financial condition. We have been appointed as the investment manager to Canara Robeco Mutual Fund and receive investment management fees from the mutual fund which is charged as a percent of the AUM and is recognised on accrual basis. The maximum amount of management fee that can be charged is subject to applicable SEBI regulations. The contract includes a single performance obligation (series of distinct services) that is satisfied over time and the investment management fees earned are considered as variable consideration.

Furthermore, we provide advisory services to our clients wherein a separate agreement is entered into with the client. We earn advisory fee which is based on the terms of contract and is recognised on accrual basis. The contracts include a single performance obligation (series of distinct services) that is satisfied over time and the advisory fees earned are considered as variable consideration.

We may not accurately identify changes in the value of our investments caused by changes in market prices, and our assessments, assumptions or estimates may prove inaccurate or not predictive of actual results.

59. We may engage in strategic transactions and other business combinations that are subject to risks and may adversely affect our business, results of operations and cash flows.

We may pursue potential strategic transactions and other business opportunities, including acquisitions, consolidations, joint ventures or similar transactions in the future. Our ability to achieve benefits from such business opportunities will depend upon whether we are able to integrate the acquired businesses with our Company in an efficient and effective manner. The integration and the achievement of synergies requires, among other things, coordination of business development and employee retention, hiring and training policies, as well as the alignment of products, sales and marketing operations, compliance and control procedures, and information and software systems. Any difficulties encountered in combining operations could result in higher integration costs and lower savings than expected. The failure to successfully integrate an acquired business or the inability to realize the anticipated benefits of such acquisitions could significantly increase our expenses, which, without a commensurate increase in total revenue, would lead to a decrease in net revenue. In addition, acquired businesses may have unknown or contingent liabilities, including liabilities for failure to comply with relevant laws and regulations, and we may become liable for the past activities of such businesses.

60. If we are unable to resolve investor grievances in a timely manner, our business and brand reputation may be adversely affected.

As part of our business, we receive customer grievances on a regular basis for various aspects of our operations. Type of complaints include non-receipt of amount declared under income distribution cum capital withdrawal option, interest on delayed payment of amount declared under income distribution cum capital withdrawal option, non-receipt of redemption proceeds, interest on delayed payment of redemption, non-receipt of statement of account/unit certificate, discrepancy in statement of account, data corrections in investor details, non-updation of changes viz. address, PAN, bank details, nomination amongst others.

The table sets forth certain details in related to the grievance redressal system during the three months ended June 30, 2025 and June 30, 2024, and Fiscals 2025, 2024 and 2023:

Particulars	Three months ended June 30, 2025	Three months ended June 30, 2024	Fiscal 2025	Fiscal 2024	Fiscal 2023
Total complaints	38	77	257	240	260
Complaints Resolved	38	75	257	240	260
Average time taken to resolve customer grievance (in number of days)	4	3	4	6	6

While we intend to effectively resolve investor grievances in a timely manner, however, we cannot assure you that as we expand our business operations, we will continue to resolve investor grievances in line with our historical rate, which could adversely impact our business and brand reputation.

61. ***We have in this Red Herring Prospectus included certain non-generally accepted accounting principle financial measures ("Non-GAAP") and certain other industry measures related to our operations and financial performance. These Non-GAAP measures and industry measures may vary from any standard***

methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.

Certain Non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Red Herring Prospectus. We compute and disclose such Non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of the industry in which we operate, many of which provide such Non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Red Herring Prospectus.

These Non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see "*Other Financial Information*" on page 385.

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

Our Restated Financial Information for the three months ended June 30, 2025 and June 30, 2024, and Fiscals 2025, 2024 and 2023, have been prepared and presented in conformity with Ind AS. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP, and other accounting principles with which prospective investors may be familiar with in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should be limited accordingly.

63. ***The Offer Price, and price-to-earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of our Company on listing or thereafter.***

Our revenue from operations for Fiscal 2025 was ₹ 4,036.95 million, and our price-to-earnings ratio (based on Fiscal 2025 profit for the year) is [●]* at the upper end of the price band. For further information, see "*Basis for Offer Price*" on page 129. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in the section titled "*Basis for Offer Price - Qualitative Factors*" on page 129 and the Offer Price, multiples and ratios may not be indicative of the market price of our Company on listing or thereafter.

** to be updated at Prospectus stage*

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

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

EXTERNAL RISKS

Risks Relating to India

64. ***Natural disasters, fires, epidemics, pandemics, acts of war, 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 technological infrastructure 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 greater 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.

65. Changing laws, rules and regulations in India and legal uncertainties including any adverse application of corporate and tax laws, may adversely affect our business, cash flows, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and is subject to change. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Any future amendments may affect our tax benefits such as deductions for income earned by way of dividend from investments in other domestic companies.

Further, the GST framework is subject to varying interpretations by different authorities. Any adverse interpretations or changes in the GST regulations could materially impact our cost structure and profitability. Disputes or litigations arising from such interpretations could also result in substantial legal expenses and management time, adversely affecting our business operations and financial condition.

The Government of India has announced the union budget for the Financial Year 2025 (the "**Budget**"), pursuant to which the Finance Act, 2024 has amended the Income-tax Act, 1961, including the capital gains tax rates with effect from the date of announcement of the Budget. We have not fully determined the effects of these recent and proposed laws and regulations on our business. The Parliament of India has passed the Bharatiya Nyaya Sanhita, 2023, the Bharatiya Nagarik Suraksha Sanhita, 2023 and the Bharatiya Sakshya, which have repealed the Indian Penal Code, 1860, the Code of Criminal Procedure, 1973 and the Indian Evidence Act,1872, respectively, with effect from July 1, 2024. The effect of the provisions of these on us and the litigations involving us cannot be predicted with certainty at this stage. Changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance. For further discussion on capital gains tax, see " - *Investors may be subject to Indian taxes arising out of capital gains on the sale of and dividend on Equity Shares*" on page 76.

We cannot predict the impact of any changes in or interpretations of existing, or the promulgation of, new laws, rules and regulations applicable to us and our business. Unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and expend resources relating to compliance with such new requirements, which may also require significant management time, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of

administrative or judicial precedent maybe time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, the Government of India has recently introduced various amendments to the Income Tax Act, vide the Finance Act, 2024. We have not fully determined the impact of these recent and proposed laws and regulations on our business, financial condition, future cash flows and results of operations.

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

66. Any adverse application or interpretation of competition laws could adversely affect our business and cash flows.

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition ("**AAEC**") in certain markets in India and has mandated the Competition Commission of India (the "**CCI**") to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an AAEC is deemed void and attracts substantial penalties.

Furthermore, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Furthermore, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

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

The GoI has also passed the Competition (Amendment) Act, 2023, which has proposed several amendments to the Competition Act, such as introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination", expedited merger review timelines, codification of the lowest standard of "control" and enhanced penalties for providing false information or a failure to provide material information.

If we pursue acquisitions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

67. Investors may have difficulty enforcing foreign judgments in India against us or our management.

Our Company is incorporated under the laws of India. Our Company's assets are located in India and all of our Company's Directors, Key Managerial Personnel and Senior Management Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The United Kingdom, Singapore, United Arab Emirates, and Hong Kong have been declared by the GoI to be reciprocating territories for purposes of Section 44A of the Civil Code. Section 44A of the Civil Code provides that where a foreign judgement has been rendered by a superior court, within the meaning of such section, in any

country or territory outside of India which the GoI has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgement had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties. A judgement of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgement under Section 13 of the Civil Code, and not by proceedings in execution. Under the Civil Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgement, presume that the judgement was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the Civil Code, such presumption may be displaced by proving that the court did not have jurisdiction. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties.

Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. A final judgement for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgement in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. Any such suit must be brought in India within three years from the date of the judgement in the same manner as any other suit filed to enforce a civil liability in India.

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

68. ***Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability.***

India's sovereign rating is Baa3 with a "stable" outlook (Moody's), BBB with a "stable" outlook (S&P) and BBB- with a stable outlook (Fitch). India's sovereign rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our ability to raise additional financing in a timely manner or at all, as well as the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.

69. Political changes could adversely affect economic conditions in India.

We are incorporated in India and derive all of our revenue from operations and assets in India and a majority of our directors, KMPs and SMPs are located in India. Our business depends on a number of general macroeconomic and demographic factors in India which are beyond our control. In particular, our revenue and profitability are strongly correlated to user growth in capital markets, which is influenced by general economic conditions, unemployment levels, the availability of discretionary income and consumer confidence. Recessionary economic cycles, a protracted economic slowdown, a worsening economy, uncertain economic conditions in light of the latest trade disputes in 2025 between the United States and other major economies, rising interest rates or other industry-wide cost pressures could have a material adverse effect on our Company.

Factors that may adversely affect the Indian economy and hence our results of operations and cash flows, may include the macroeconomic climate, including any increase in Indian interest rates or inflation; exchange rate fluctuations; scarcity of credit or other financing in India; prevailing income conditions among Indian consumers and Indian companies; epidemics, pandemics or any other public health crisis in India or in countries in the region or globally; volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies; political instability, terrorism or military conflict in India

or in countries in the region or globally; occurrence of natural or man-made disasters; other significant regulatory or economic developments in or affecting India or its consumption sector; international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws; protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements; logistical and communications challenges; downgrading of India's sovereign debt rating by rating agencies; changes in political environment on account of upcoming elections; difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis; and being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of our Equity Shares.

70. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to various factors. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. 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. These developments, or the perception that any related developments could occur, have had and may continue to have a material adverse effect on global economic conditions and 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 and results of operations and reduce the price of the Equity Shares.

Risks related to the Offer and Equity Shares

71. *The determination of the Price Band is based on several factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Furthermore, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Managers is below their respective issue prices.*

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 129 and may not be indicative of the market price for the Equity Shares after the Offer.

The market price of the Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price resulting in a loss of all or part of the investment. The relevant financial parameters based on which the Price Band would be determined shall be disclosed in the advertisement to be issued for publication of the Price Band. For further details, see "*Basis for Offer Price*" on page 129.

Furthermore, there can be no assurance that our key performance indicators ("**KPIs**") shall become higher than our listed comparable industry peers in the future. An inability to improve, maintain or compete, or any reduction in such KPIs in comparison with the listed comparable industry peers may adversely affect the market price of the Equity Shares. There can be no assurance that our methodologies are correct or will not change and accordingly, our position in the market may differ from that presented in this Red Herring Prospectus.

The disposal of Equity Shares by our Promoters or any of our Company's other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares. We cannot assure you that our Promoters and other major shareholders will not dispose of, pledge or encumber their

Equity Shares in the future. Furthermore, we cannot assure you that the disposal of the Equity Shares in the future, if any, by our Promoters or other major shareholders will not be at a price higher than the Offer Price.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 450. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance, results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

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

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

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

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

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

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law, including in relation to class actions, may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

74. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares and dividends paid on the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on equity shares sold on recognised stock exchange. Any capital gain exceeding ₹125,000, realised on the sale of Equity Shares on a recognised stock exchange, held for more than 12 months immediately preceding the date of transfer, will be subject to long term capital gains in India, at the rate of 12.5% (plus applicable surcharge and cess). This beneficial rate is, among others, subject to payment of STT. Further, any gain realised on the sale of Equity Shares held for more than 12 months, which are sold using any platform other than a recognised stock

exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 12.5% (plus applicable surcharge and cess).

Further, any capital gains realised on the sale of Equity Shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Such gains will be subject to tax at the rate of 20% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. 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 realised upon the sale of the Equity Shares.

The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in our Equity Shares. Any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. We may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

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

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

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

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

Prior to this Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after this Offer. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter. Furthermore, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- activities of competitors and suppliers;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions.

Furthermore, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. Recent stock run-ups, divergences in valuation ratios relative to those seen during traditional markets, high-short interest or short squeezes, and strong and a typical retail investor interest in the markets may also affect the demand for and price of our Equity Shares that are not directly correlated to our operating performance. On some occasions, our stock price may be, or may be purported to be, subject to "short squeeze" activity. A "short squeeze" is a technical market condition that occurs when the price of the stock increases substantially, forcing market participants who have taken a position that its price would fall (i.e. who had sold the stock "short"), to buy it, which in turn may create significant, short-term demand for the stock not for fundamental reasons, but rather due to the need for such market participants to acquire the stock-in order to forestall the risk of even greater losses. A "short squeeze" condition in the market for a stock can led to short-term conditions involving very high volatility and trading that may or may not track fundamental valuation models. As a result of these fluctuations, our Equity Shares may trade at prices significantly below the Offer Price. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Offer Price.

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

Subject to requisite approvals, the Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

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

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or disposal of our Equity Shares by the Promoters or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can

be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoters will not dispose of further Equity Shares after the completion of this Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Furthermore, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. Furthermore, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 492.

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

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

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

Pursuant to the SEBI ICDR Regulations, Qualified Institutional Buyers ("**QIBs**") and Non-Institutional Investors are required to block the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and/or withdraw their Bids until the Bid/Offer Closing date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such

events may limit the investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Investors will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

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

Under the Companies Act, 2013 a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

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

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

SECTION III – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares[(1)]	Up to 49,854,357 Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million
The Offer comprises of:	
A. QIB Category[(2)(3)]	Not more than [●] Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million
Of which:	
Anchor Investor Portion[(3)]	Up to [●] Equity Shares of face value of ₹10 each
Net QIB Category (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹10 each
Of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Category)	[●] Equity Shares of face value of ₹10 each
Balance of Net QIB Category for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹10 each
B. Non-Institutional Category[(2)(4)]	Not less than [●] Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million
Of which:	
One-third is available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000	[●] Equity Shares of face value of ₹10 each
Two-third is available for allocation to Bidders with a Bid size of more than ₹1,000,000	[●] Equity Shares of face value of ₹10 each
C. Retail Category[(2)]	Not less than [●] Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to and after the Offer	[●] Equity Shares of face value of ₹10 each
Use of proceeds of the Offer	Our Company will not receive any proceeds from the Offer for Sale. For details, see "*Objects of the Offer*" beginning on page 126.

[(1)] *The Offer has been authorized by a resolution by our Board of Directors dated March 28, 2025. The Promoter Selling Shareholders have also authorized their participation in the Offer for Sale vide their letters dated April 23, 2025 and April 18, 2025 from Canara Bank and OCE, respectively. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" beginning on page 442. Our Board of Directors has taken on record the approvals of the Promoter Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated April 24, 2025. Each of the Promoter Selling Shareholders have confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations.*

[(2)] *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. Undersubscription, if any, in the Net QIB Category will not be allowed to be met with spill-over from other categories or a combination of categories.*

[(3)] *Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added back to the QIB Category. 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Category and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see "Offer Structure" and "Offer Procedure" beginning on pages 466 and 470, respectively.*

[(4)] *Not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹1,000,000, provided that under-*

subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Pursuant to Rule 19(2)(b) of the SCRR, the Offer is being made for at least [●] % of the post- Offer paid-up Equity share capital of our Company. Allocation to all categories of Bidders shall be made in accordance with SEBI ICDR Regulations. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than the minimum Non-Institutional application size, subject to availability of Equity Shares in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII to the SEBI ICDR Regulations. For more information, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" beginning on pages 459, 466 and 470, respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary of financial information derived from our Restated Financial Information as of and for three months periods ended June 30, 2025 and June 30, 2024 and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023. The summary of financial information presented below should be read in conjunction with "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 328 and 390, respectively.

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Restated Statement of Assets and Liabilities (₹ *in Millions*)

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
ASSETS					
(1) Financial Assets					
(a) Cash and Cash Equivalents	115.74	38.02	2.89	18.40	13.50
(b) Trade Receivables	367.36	322.69	416.09	346.56	234.08
(c) Investments	6,494.11	5,092.81	6,041.20	4,568.77	3,295.59
(d) Other Financial Assets	96.46	17.73	34.77	15.90	13.66
	7,073.67	**5,471.25**	**6,494.95**	**4,949.63**	**3,556.83**
(2) Non-Financial Assets					
(a) Current Tax Assets (Net)	-	-	3.79	1.94	2.56
(b) Property, Plant And Equipment	30.79	19.88	27.26	18.90	16.43
(c) Capital Work-in-Progress	1.83	-	-	0.97	-
(d) Intangible Assets Under Development	6.03	0.58	21.97	0.58	-
(e) Right of Use Assets	150.75	139.49	126.08	143.14	154.87
(f) Other Intangible Assets	35.65	6.79	9.22	8.42	13.49
(g) Other Non-Financial Assets	52.31	40.54	57.02	44.56	35.47
	277.36	**207.28**	**245.34**	**218.51**	**222.82**
Total Assets	**7,351.03**	**5,678.53**	**6,740.29**	**5,168.14**	**3,779.65**
LIABILITIES AND EQUITY					
LIABILITIES					
(1) Financial Liabilities					
(a) Lease Liabilities	180.89	166.19	156.88	168.16	172.68
(b) Other Financial Liabilities	74.51	45.29	51.63	42.24	34.06
	255.40	**211.48**	**208.51**	**210.40**	**206.74**
(2) Non-Financial Liabilities					
(a) Provisions	87.88	82.42	16.40	11.90	9.43
(b) Deferred Tax Liabilities (Net)	81.68	64.77	56.94	25.55	14.10
(c) Other Non-Financial Liabilities	320.03	266.93	457.88	375.40	263.89
	489.59	**414.12**	**531.22**	**412.85**	**287.42**
EQUITY					
(a) Equity Share Capital	1,994.17	498.54	1,994.17	498.54	498.54
(b) Other Equity	4,611.87	4,554.39	4,006.39	4,046.35	2,786.95
	6,606.04	**5,052.93**	**6,000.56**	**4,544.89**	**3,285.49**
Total Liabilities and Equity	**7,351.03**	**5,678.53**	**6,740.29**	**5,168.14**	**3,779.65**
Material accounting policies and explanatory notes					
Other Notes to the Financial Statements					

Restated Statement of Profit and Loss (₹ *in Millions*)

	Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
	Revenue From Operations					
	(i) Asset Management Services	970.48	804.33	3,645.45	2,698.63	1,906.79
	(ii) Net Gain On Fair Value Changes	240.21	213.63	391.50	482.27	139.16
I	**Total Revenue From Operations**	**1,210.69**	**1,017.96**	**4,036.95**	**3,180.90**	**2,045.95**
II	**Other Income**	2.70	0.53	3.00	6.94	2.04
III	**Total Income (I + II)**	**1,213.39**	**1,018.49**	**4,039.95**	**3,187.84**	**2,047.99**
	Expenses					
	(i) Finance Cost	4.64	4.41	17.13	18.72	19.23
	(ii) Employee Benefits Expenses	248.62	215.31	885.20	758.17	596.46
	(iii) Depreciation, Amortization And Impairment	16.98	11.63	50.25	47.80	41.50
	(iv) Others Expenses	144.38	99.52	510.94	411.31	320.62
IV	**Total Expenses**	**414.62**	**330.87**	**1,463.52**	**1,236.00**	**977.81**
V	**Profit / (Loss) before exceptional items and tax (III - IV)**	798.77	687.62	2,576.43	1,951.83	1,070.18
VI	**Exceptional Items**	-	-	-	-	-
VII	**Profit/(loss) before tax (V-VI)**	**798.77**	**687.62**	**2,576.43**	**1,951.83**	**1,070.18**
VII I	**Tax Expense:**					
	(1) Current Tax	162.80	136.80	637.10	430.00	271.50
	(2) Deferred Tax Charge/(Credit)	26.20	40.11	32.29	11.89	8.67
	Total Tax Expense	189.00	176.91	669.39	441.89	280.17
IX	**Profit/(Loss) for the Year/Period (VII-VIII)**	**609.77**	**510.71**	**1,907.04**	**1,509.95**	**790.01**
X	**Other comprehensive income**					
(i)	**Items that will not be reclassified to profit or loss**					
-	Remeasurement gain/(loss) of the Defined Benefit Plans	(5.73)	(3.57)	(3.58)	(1.70)	(2.77)
(ii)	**Income Tax relating to items that will not be reclassified to Profit or Loss**					
-	Tax on Remeasurements of the Defined Benefit Plans	1.44	0.90	0.90	0.43	0.70
	Other Comprehensive Income/(loss) (i + ii)	**(4.29)**	**(2.67)**	**(2.68)**	**(1.27)**	**(2.07)**
XI	**Total Comprehensive Income for the Period (IX + X)**	**605.48**	**508.04**	**1,904.36**	**1,508.68**	**787.94**
XII	**Earnings Per Equity Share**					
	Basic (₹)	3.06	2.56	9.56	7.57	3.96
	Diluted (₹)	3.06	2.56	9.56	7.57	3.96
	Material accounting policies and explanatory notes Other Notes to the Financial Statements					

Restated Statement of Cash Flows

(₹ in Millions)

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities					
Net Profit / (Loss) before tax	798.77	687.62	2,576.43	1,951.83	1,070.18
Adjustments for:					
Depreciation, amortization and impairment	7.59	3.86	18.39	15.61	10.78
Finance Cost	4.64	4.41	17.13	18.72	19.23
Fair valuations of Investment (Net)	(149.84)	(150.67)	(118.47)	(282.61)	(17.86)
(Profit) /Loss on sale of Property, Plant, Equipment & Intangible Assets (Net)	-	(0.01)	(0.03)	(0.06)	(0.05)
Gain on sale/redemption of investments	(90.37)	(62.96)	(273.03)	(199.66)	(121.30)
Other Interest Income	0.43	0.34	1.40	1.44	1.33
Cash generated from / (used in) operations before working capital changes	**571.22**	**482.59**	**2,221.82**	**1,505.27**	**962.30**
Adjustments for changes in Working Capital :					
Decrease / (Increase) in Trade Receivable	48.73	23.87	(69.53)	(112.48)	(65.02)
Decrease / (Increase) in Other financial assets	(61.70)	(1.83)	(18.87)	(2.24)	(1.44)
Decrease / (Increase) in Other non-financial assets	4.70	4.03	(12.45)	(9.10)	(7.01)
(Decrease) / Increase in Other Financial Liability	22.88	3.04	9.39	8.18	6.99
(Decrease) / Increase in Provision	2.11	66.95	0.92	0.77	(0.25)
(Decrease) / Increase in Other non-financial liabilities	(137.85)	(108.47)	82.48	111.51	59.61
Cash generated from/(used in) operations	450.11	470.18	2,213.76	1,501.93	955.19
Income taxes paid net of refund ,if any	(95.38)	(134.87)	(638.96)	(429.38)	(266.15)
Net cash generated from / (used in) operating activities (A)	**354.73**	**335.31**	**1,574.80**	**1,072.55**	**689.03**
B. Cash flow from investing activities					
Purchase of property, plant and equipment and intangible assets	(23.43)	(2.24)	(48.02)	(14.61)	(23.03)
Proceeds from sale of property, plant and equipment and intangible assets	-	0.01	0.07	0.12	0.12
Purchase of Investments	(5,673.08)	(4,473.37)	(19,483.95)	(13,935.59)	(9,034.05)
Proceeds from Sale of Investments	5,460.37	4,162.96	18,403.03	13,144.66	8,596.30
Net cash generated from / (used in) investing activities (B)	**(236.14)**	**(312.63)**	**(1,128.87)**	**(805.42)**	**(460.66)**
C. Cash flow from financing activities					
Interim Dividend paid	-	-	(199.42)	(124.64)	(124.64)
Final Dividend paid	-	-	(249.27)	(124.64)	(99.71)
Prinicipal Element of Lease Payments	(1.10)	1.35	4.38	5.77	8.65
Interest Element of Lease Payments	(4.64)	(4.41)	(17.13)	(18.72)	(19.23)
Net cash generated from / (used in) financing activities (C)	**(5.74)**	**(3.06)**	**(461.44)**	**(262.23)**	**(234.92)**
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)	**112.85**	**19.62**	**(15.51)**	**4.90**	**(6.55)**
Add: Cash and Cash Equivalents at the beginning of Year/Period	2.89	18.40	18.40	13.50	20.05
Cash and Cash Equivalents at the end of the Year/Period	**115.74**	**38.02**	**2.89**	**18.40**	**13.50**
Components of Cash and Cash Equivalents					
Cash on hand	0.09	0.10	0.12	0.08	0.15
Balances with banks	115.65	37.92	2.77	18.32	13.35
	115.74	**38.02**	**2.89**	**18.40**	**13.50**

GENERAL INFORMATION

Our Company was incorporated as "Canbank Investment Management Services Limited", a public limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated March 2, 1993, issued by the Registrar of Companies, Maharashtra and received a certificate for commencement of business dated May 10, 1993 from the Registrar of Companies, Maharashtra. Subsequently, pursuant to a resolution passed by our Board and by our Shareholders dated April 25, 2007 and September 26, 2007, respectively, the name of our Company was changed from 'Canbank Investment Management Services Limited' to 'Canara Robeco Asset Management Company Limited' as the promoter of the Company, Canara Bank has entered into a Shareholders Agreement with ORIX Corporation Europe N.V. (*Previously known as Robeco Groep N.V.*) consequent to which a fresh certificate of incorporation was issued by the RoC dated October 10, 2007 under the Companies Act, 1956. For more details see '*History and Certain Corporate Matters - Shareholders' agreement and other material agreements'* on page 292.

Registered and Corporate Office

Canara Robeco Asset Management Company Limited

Construction House, 4th Floor
5 Walchand Hirachand Marg, Ballard Estate
Mumbai – 400 001
Maharashtra, India

Corporate Identity Number and registration number

Corporate Identity Number: U65990MH1993PLC071003

Registration number: 071003

Address of the RoC

Registrar of Companies, Maharashtra at Mumbai

100, Everest, Marine Drive
Mumbai - 400 002
Maharashtra, India

Our Board

Our Board comprises the following Directors as on the date of filing of this Red Herring Prospectus:

Name	Designation	DIN	Address
K Satyanarayana Raju	Non-Executive Director and Chairman	08607009	No. 72, Canara Bank House, Kanakapura Road, Opposite Krishna Rao Park, Basavanagudi, Bangalore South, Bengaluru – 560 004, Karnataka, India.
Rajnish Narula	Managing Director and Chief Executive Officer	03607363	C 7, Seaface Park, 50, B. D. Road Breach Candy, Opp. Benzer, Mumbai – 400 026, Maharashtra, India.
Santanu Kumar Majumdar	Non-Executive Director	08223415	Flat no. F2, Block II, Virendra Apartment 35, Gariahat Road, South Kolkata, Dhakuria, Kolkata – 700 031, West Bengal, India.
Kiyoshi Habiro	Non-Executive Director	09470886	66 Stafford Court, 178-188 Kensington High Street, London – W8 7DW, United Kingdom
Tim Van Hest	Non-Executive Director	08601024	Fibula 12, 6027 RT Soerendonk, the Netherlands
Suhail Chander	Independent Director	06941577	3/10, Sarvapriya Vihar Hauz Khas, South Delhi, Delhi – 110 016, India.
Agyey Kumar Azad	Independent Director	08985570	Flat No. A- 1601, the Golden Palms, Plot No. GH01/E, Sector 168, Chhaprauli Bangar, Gautam Buddha Nagar, Noida – 201 305, Uttar Pradesh, India.
Ravindran Menon	Independent Director	00016302	12 Gautam Apartments, 72 Pali Hill, Bnadra (West), Mumbai – 400 050, Maharashtra, India.
Nirmala Sridhar	Independent Director	07076059	515-D, Jal Vayu Vihar, Kammanahalli Main Road, Kalyannagar, Bengaluru – 560 043, Karnataka, India.

Name	Designation	DIN	Address
Anuradha Shripad Nadkarni	Independent Director	05338647	2401, A-tower, Beau Monde, A. Marathe Marg, Prabhadevi, Mumbai – 400 025, Maharashtra, India.
Vijay Walia	Independent Director	10943899	Flat No. 104, Block-A, Bhadra Apartments, Kundalahalli, Brookfields, Bangalore, North, Mrathahalli Colony, Bangalore – 560 037, Karnataka, India.

For further details of our Board, see "*Our Management*" beginning on page 295.

Company Secretary and Compliance Officer

Ashutosh Pramod Vaidya is the Company Secretary and Compliance Officer of our Company. His contact details are as set forth below:

Ashutosh Pramod Vaidya
Construction House,
4th Floor, 5, Walchand Hirachand Marg,
Ballard Estate, Mumbai – 400 001,
Maharashtra, India
Telephone: +91 22 6658 5000
E-mail: Secretarial@canararobeco.com

Investor Grievances

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

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

All Offer-related grievances of the Anchor Investors may be addressed to Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

SBI Capital Markets Limited
1501, 15th Floor, A & B Wing
Parinee Crescenzo building
G-Block Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India
Telephone: +91 22 4006 9807
E-mail: cramc.ipo@sbicaps.com

Axis Capital Limited
Axis House, 1st Floor,
Pandurang Budhkar Marg
Worli, Mumbai – 400 025
Maharashtra, India
Telephone: +91 22 4325 2183
E-mail: canararobecoamc.ipo@axiscap.in
Investor Grievance ID: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact person: Pratik Pednekar

Investor Grievance ID:
investor.relations@sbicaps.com
Website: www.sbicaps.com
Contact person: Sylvia Mendonca / Prashant Patankar
SEBI Registration No.: INM000003531

SEBI Registration No.: INM000012029

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025,
Maharashtra, India
Telephone: +91 22 6630 3030
E-mail: canararobecoamc.ipo@jmfl.com
Investor Grievance email: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No.: INM000010361

Legal Counsel to the Company as to Indian law

AZB & Partners
AZB House
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400 013
Maharashtra, India
Email: ipo.azb@azbpartners.com
Telephone: +91 22 6639 6880

Statutory Auditors to our Company

Borkar & Mazumdar, Chartered Accountants
21/168, Anand Nagar Om CHS
Anand Nagar Lane, off Nehru Road,
Santacruz (East)
Mumbai 400 055
Maharashtra, India
Telephone: 022-66899992
E-mail: contact@bnmca.com
Firm Registration No.: 101569W
Peer Review number: 019723

Except as mentioned below, there has been no change in our statutory auditors in the three years preceding the date of this Red Herring Prospectus:

Name of Statutory Auditor	Date of Change	Reason for change
Borkar & Mazumdar, Chartered Accountants 21/168, Anand Nagar Om CHS Anand Nagar Lane, off Nehru Road, Santacruz (East) Mumbai 400 055 Maharashtra, India **E-mail**: contact@bnmca.com **Firm Registration No.:** 101569W **Peer Review number:** 019723	December 23, 2024	Appointed as statutory auditors by the Comptroller and Auditor General of India for Financial Year 2024-25
S B A & Company, Chartered Accountants 206, Diamond Trade Centre, Diamond Colony, New Palasia, Indore – 452 001 Madhya Pradesh, India **E-mail**: info@sbacompany.co.in **Firm Registration No.:** 004651C **Peer Review number:** 019723	November 6, 2023	Re - appointment as statutory auditors by the Comptroller and Auditor General for Financial Year 2023-24
S B A & Company, Chartered Accountants 206, Diamond Trade Centre, Diamond Colony, New Palasia, Indore – 452 001 Madhya Pradesh, India **E-mail**: info@sbacompany.co.in **Firm Registration No.:** 004651C **Peer Review number:** 016079	September 30, 2022	Appointed by the Comptroller and Auditor General of India for Financial Year 2022-23

Registrar to the Offer

MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)
C-101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli West
Mumbai 400 083
Maharashtra, India
Telephone: +91 81081 14949
E-mail: canararobeco.ipo@in.mpms.mufg.com
Investor Grievance ID: canararobeco.ipo@in.mpms.mufg.com
Website: in.mpms.mufg.com
Contact person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Syndicate Members

Investec Capital Services (India) Private Limited
1103-04, 11th Floor
B-Wing, Parinee Crescenzo
Bandra Kurla Complex
Mumbai 400 051
Maharashtra, India
Telephone: +91 22 6849 7400
E-mail: kunal.naik@investec.com
Website: www.investec.com/india.html
Contact person: Kunal Naik
SEBI Registration No.: INZ000007138

JM Financial Services Limited
Ground Floor, 2, 3 & 4, Kamanwala Chambers
Sir P.M. Road, Fort
Mumbai 400 001
Maharashtra, India
Telephone: +91 22 6136 3400
E-mail:
tn.kumar@jmfl.com/sona.verghese@jmfl.com
Website: www.jmfinancialservices.in
Contact person: T N Kumar / Sona Varghese
SEBI Registration No.: INZ000195834

SBICAP Securities Limited
Marathon Futurex, B Wing
Unit No. 1201, 12th Floor
NM Joshi Marg, Lower Parel

Mumbai 400 013
Maharashtra, India
Telephone: +91 22 6931 6411
E-mail: archana.dedhia@sbicapsec.com
Website: www.sbisecurities.in
Contact person: Archana Dedhia
SEBI Registration No.: INZ000200032

Bankers to our Company

HDFC Bank
Zenith House, 2nd Floor,
Mahalaxmi Keshavrao Khade Marg,
Opposite Race Course Gate,
Mumbai – 400 034, Maharashtra, India
Telephone: 82919 79854
Email: Nilesh.nayak1hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Nilesh Nayak

Bankers to the Offer

Escrow Collection Bank

Kotak Mahindra Bank Limited
Intellion Square, 501,
5th Floor, A Wing, Infinity IT Park,
Gen. A.K. Vaidya Marg, Malad – East,
Mumbai 400 097, Maharashtra, India
Tel: +91 22 69410754
E-mail: cmsipo@kotak.com
Website: www.kotak.com
Contact Person: Sumit Panchal

Public Offer Account Bank

HDFC Bank Limited
FIG-OPS Department – Lodha - I Think Techno Campus, O-3 Level,
Next to Kanjurmarg Railway Station,
Kanjurmarg (East), Mumbai – 400 042, Maharashtra, India
Tel: +91 022-3075 2914 / 28 / 29
E-mail: siddharth.jadhav@hdfcbank.com,
sachin.gawade@hdfcbank.com, eric.bacha@hdfcbank.com,
tushar.gavankar@hdfcbank.com ,
pravin.teli2@hdfcbank.com
Website: www.hdfcbank.com/
Contact Person: Eric Bacha/
Sachin Gawade / Pravin Teli / Siddharth Jadhav /
Tushar Gavankar

Refund Bank

Kotak Mahindra Bank Limited
Intellion Square, 501,
5th Floor, A Wing, Infinity IT Park,
Gen. A.K. Vaidya Marg, Malad – East,
Mumbai 400 097, Maharashtra, India
Tel: +91 22 6941 0754
E-mail: cmsipo@kotak.com
Website: www.kotak.com
Contact Person: Sumit Panchal

Sponsor Banks

HDFC Bank Limited
FIG-OPS Department–Lodha - I Think Techno Campus, O-3 Level,
Next to Kanjurmarg Railway Station,
Kanjurmarg (East), Mumbai – 400 042, Maharashtra, India
Tel: +91 022-3075 2914 / 28 / 29
E-mail: siddharth.jadhav@hdfcbank.com, sachin.gawade@hdfcbank.com, eric.bacha@hdfcbank.com, tushar.gavankar@hdfcbank.com , pravin.teli2@hdfcbank.com,
Website: www.hdfcbank.com/
Contact Person: Eric Bacha/ Sachin Gawade / Pravin Teli / Siddharth Jadhav / Tushar Gavankar

Kotak Mahindra Bank Limited
Intellion Square, 501,
5th Floor, A Wing, Infinity IT Park,
Gen. A.K. Vaidya Marg, Malad – East,
Mumbai 400 097, Maharashtra, India
Tel: +91 22 6941 0754
E-mail: cmsipo@kotak.com
Website: www.kotak.com
Contact Person: Sumit Panchal

Designated Intermediaries

Self-Certified Syndicate Banks

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

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than RIBs) is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

Eligible SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 and SEBI circular No SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each applicable to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, the UPI Bidders may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, using the UPI handles and which are live for applying in public issues using UPI mechanism, is provided in the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list is available on the website of SEBI at

https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications, as updated from time to time or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

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

Registered Brokers

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

RTAs

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

Designated Collecting Depository Participants

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

Experts to the Offer

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

i. Our Company has received written consent dated September 22, 2025, from Borkar & Mazumdar, Chartered Accountants, to include its name as required under section 26(5) of the Companies Act, read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act to the extent and in its capacity as our Statutory Auditor, and in respect of (i) its examination report dated September 20, 2025, on our Restated Financial Information; and (ii) their report dated September 22, 2025, on the statement of tax benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

ii. Our Company has received written consent dated September 22, 2025, from M/s G. P. Kapadia & Co., Chartered Accountants, to include its name as an independent chartered accountant as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations and as an "expert" as defined under Section 2(38) of the Companies Act, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

iii. Our Company has received written consent dated October 3, 2025, from Mehta & Mehta, Company Secretaries to include their name as the independent practicing company secretary as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations and as an "expert" as defined under Section 2(38) of the Companies Act, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within

the meaning as defined under the U.S. Securities Act.

Monitoring Agency

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

Appraising Entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity is appointed for the Offer.

Statement of Responsibility of the BRLMs

The following table sets forth the statement of responsibility for various activities for the Book Running Lead Managers to undertake:

Sr. No.	Activity	Coordinator
1.	Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged Prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing	SBICAPS
2.	Capital structuring with the relative components and formalities such as type of instruments, size of issue, allocation between primary and secondary, etc.	SBICAPS
3.	Drafting and approval of all statutory advertisements	SBICAPS
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report	AXIS
5.	Appointment of intermediaries - Registrar to the Offer, advertising agency and printers to the Offer including coordination for agreements to be entered into with such intermediaries	SBICAPS
6.	Appointment of intermediaries - Banker(s) to the Offer, Sponsor Banks and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	JM
7.	Preparation of road show presentation and frequently asked questions	AXIS
8.	International institutional marketing of the Offer, which will cover, inter alia:• Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	AXIS
9.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	SBICAPS
10.	Retail and Non-Institutional marketing of the Offer, which will cover, inter alia, • Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at road shows; • Formulating strategies for marketing to Non - Institutional Investors • Finalising collection centres • Finalising centres for holding conferences for brokers, etc • Follow-up on distribution of publicity and Issue material including application form, the Red Herring Prospectus/Prospectus and deciding on the quantum of the Offer material	JM
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation	AXIS
12.	Managing the book and finalization of pricing in consultation with the Company and Selling Shareholder	AXIS
13.	Post bidding activities including management of escrow accounts, coordinate noninstitutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Promoter Selling Shareholders and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Bankers to the Offer, Sponsor Banks, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the final post-Offer report to SEBI	JM

Credit Rating

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

Grading of the Offer

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of the Offer Documents

A copy of this Red Herring Prospectus has been uploaded on the SEBI Intermediary Portal at https://siportal.sebi.gov.in, as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI Master Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023. It will also be filed with the SEBI at:

Securities and Exchange Board of India
Corporation Finance Department, Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A,'G' Block
Bandra Kurla Complex Bandra (East)
Mumbai 400 051,
Maharashtra, India

A copy of this Red Herring Prospectus, along with the material documents and contracts required to be filed, have been filed with the RoC in accordance with Section 32 of the Companies Act and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, will be filed with the RoC and through the electronic portal at http://www.mca.gov.in.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus and the Bid cum Application Forms (and the Revision Forms) within the Price Band. The Price Band and minimum Bid lot will be decided by our Company, in consultation with BRLMs, and will be advertised in all editions of the English national daily newspaper of Financial Express, all editions of Jansatta, a Hindi national daily newspaper and Mumbai editions of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate office is located), at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the BRLMs after the Bid/Offer Closing Date. For further details, see "*Offer Procedure*" beginning on page 470.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process. Non-Institutional Investors with an application size of up to ₹ 500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, (to the extent not rescinded by the SEBI ICDR Master Circular) all individual Bidders in initial public offerings whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

In accordance with the SEBI ICDR Regulations, QIBs and NIBs are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. RIBs

Bidding in the Retail Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis and Allocation to the Anchor Investors will be on a discretionary basis. Additionally, allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

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

Each Bidder will be deemed to have acknowledged the above restrictions and the terms of the Offer, by submitting their Bid in the Offer.

Bidders should note that the Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment within three Working Days of the Bid/Offer Closing date or such other time period as prescribed under applicable law.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States to non-U.S. persons (as defined in Regulation S) in offshore transactions as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction. There will be no public offering in the United States.

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" beginning on pages 466 and 470, respectively.

Illustration of Book Building Process and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Terms of the Offer*" and "Offer *Procedure"* beginning on pages 459 and 470, respectively.

Underwriting Agreement

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

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

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

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount Underwritten (₹ in million)
Name: [●] Address: [●] Telephone: [●] E-mail: [●]	[●]	[●]

The above-mentioned is indicative underwriting and will be finalised after determination of Offer Price and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

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

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

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

CAPITAL STRUCTURE

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

(In ₹ except share data)

		Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORIZED SHARE CAPITAL**[(1)]		
	250,000,000 Equity Shares of face value of ₹10 each	2,500,000,000	
	TOTAL	**2,500,000,000**	
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	199,417,428 Equity Shares of face value of ₹10 each	1,994,174,280	-
	TOTAL	**1,994,174,280**	
C	**PROPOSED OFFER IN TERMS OF THIS RED HERRING PROSPECTUS**		
	Offer for Sale up to 49,854,357 Equity Shares of face value of ₹10 each [(2)(3)]**	[•]	[•]
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER**		
	199,417,428 Equity Shares of face value of ₹ 10 each*	1,994,174,280**	-
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (as on date of this Red Herring Prospectus)		21,351,442
	After the Offer		21,351,442

** To be updated upon finalization of the Offer Price.*
*** Subject to finalization of Basis of Allotment.*

(1) For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see 'History and Certain Corporate Matters - Amendments to our Memorandum of Association' on page 290.

(2) The Offer has been authorized by a resolution of our Board dated March 28, 2025.

(3) Each of the Promoter Selling Shareholders has authorized the sale of the Offered Shares by way of consent letters dated April 23, 2025 and April 18, 2025 from Canara Bank and OCE, respectively. Each of the Promoter Selling Shareholders confirm that the Equity Shares of face value of ₹10 each being offered by it have been held by it for a period of at least one year prior to the filing of the Draft Red Herring Prospectus, therefore being eligible for offer for sale in terms of Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. Our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholders pursuant to a resolution at its meeting held on April 24, 2025. For details on the consent of the Promoter Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures - Authority for the Offer" on page 442.

Notes to the Capital Structure

1. **Equity share capital history of our Company**

Date of allotment	Reason / Nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Cumulative No. of Equity Shares	Cumulative paid-up equity share capital (₹)	Name of allottees		
March 2, 1993*	Subscription to MoA	5,000,000	10	10	Cash	5,000,000	50,000,000	**Sr. No.**	**Name of allottee**	**Number of Equity Shares**
								1	Canara Bank	4,999,400
								2	J.V. Shetty (jointly with Canara Bank)	100
								3	K. Laxmi Narayanan (jointly with Canara Bank)	100
								4	R. G. Ahuja (jointly with Canara Bank)	100
								5	C. G. Adwalpalker (jointly with Canara Bank)	100
								6	M. V. Kamath (jointly with Canara Bank)	100
								7	V. Manoharan (jointly with Canara Bank)	100
February 28, 1995	Bonus Issue in the ratio of one Equity Share for every one Equity Share held	5,000,000	10	NA	NA	10,000,000	100,000,000	**Sr. No.**	**Name of allottee**	**Number of Equity Shares**
								1	Canara Bank	4,999,000
								2	J.V. Shetty (jointly with Canara Bank)	100
								3	C. G. Adwalpalker (jointly with Canara Bank)	100
								4	M. V. Kamath (jointly with Canara Bank)	100
								5	G. N. Pai (jointly with Canara Bank)	100
								6	K. R. Pai (jointly	100

Date of allotment	Reason / Nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Cumulative No. of Equity Shares	Cumulative paid-up equity share capital (₹)	Name of allottees
								with Canara Bank)
								7 B. N. Murthy (jointly with Canara Bank) 100
								8 G. A. Shenai (jointly with Canara Bank) 100
								9 K. R. Acharya (jointly with Canara Bank) 100
								10 V. Aghoram (jointly with Canara Bank) 100
								11 K M Sheth (jointly with Canara Bank) 100
September 26, 2007	Further issue	104,357	10	214.60	Cash	10,104,357	101,043,570	**Sr. No.** / **Name of allottee** / **Number of Equity shares**: 1 Robeco India Holding B.V. 104,357
February 19, 2010	Rights issue in the ratio of 0.99 Equity Share for every one Equity Share held	10,000,000	10	10	Cash	20,104,357	201,043,570	**Sr. No.** / **Name of allottee** / **Number of Equity Shares**: 1 Canara Bank 51,00,000; 2 Robeco India Holding B.V. 49,00,000
August 30, 2012	Rights issue in the ratio of 1,479 Equity Shares for every 1,000 Equity Shares held	29,750,000	10	10	Cash	49,854,357	498,543,570	**Sr. No.** / **Name of allottee** / **Number of Equity Shares**: 1 Canara Bank 15,172,500; 2 Robeco India Holding B.V. 14,577,500
September 19, 2024	Bonus issue in the ratio	149,563,071	10	N.A.	N.A.	199,417,428	1,994,174,280	**Sr. No.** / **Name of allottee** / **Number of Equity**

Date of allotment	Reason / Nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Cumulative No. of Equity Shares	Cumulative paid-up equity share capital (₹)	Name of allottees		
	of 3 Equity Shares for every one Equity Share held									**Shares**
								1	Canara Bank	76,273,566
								2	ORIX Corporation Europe N.V.	73,285,905
								3	Ranjeet Kumar Jha (jointly with Canara Bank)	600
								4	Gopikrishna Puttaganti (jointly with Canara Bank)	600
								5	Alok Kumar Agarwal (jointly with Canara Bank)	600
								6	Purshottam Chand (jointly with Canara Bank)	600
								7	Mahesh Muralidhar Pai (jointly with Canara Bank)	600
								8	Polipalli Venkateswaralu Janardhana Rao (jointly with Canara Bank)	600

[*] *Our Company was incorporated on March 2, 1993 and the date of subscription to the Memorandum of Association was February 23, 1993 and allotment of Equity Shares pursuant to such subscription was taken on record on March 23, 1993.*

(a) ***Shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves***

(i) Our Company has not issued any Equity Shares out of its revaluation reserves or for consideration other than cash.

(ii) Except as stated below, Company has not issued any Equity Shares for consideration other than cash or by way of bonus issue, as on the date of this Red Herring Prospectus:

<table>
<tr><th>Date of allotment</th><th>Reason / Nature of allotment</th><th>No. of Equity Shares allotted</th><th>Face value per Equity Share (₹)</th><th>Issue price per Equity Share (₹)</th><th>Form of consideration</th><th>Name of allottees</th></tr>
<tr><td>February 28, 1995</td><td>Bonus Issue in the ratio of one Equity Share for every one Equity Share held</td><td>5,000,000</td><td>10</td><td>NA</td><td>NA</td><td>
<table>
<tr><th>Sr. No.</th><th>Name of allottee</th><th>Number of Equity Shares</th></tr>
<tr><td>1</td><td>Canara Bank</td><td>4,999,000</td></tr>
<tr><td>2</td><td>J.V. Shetty (jointly with Canara Bank)</td><td>100</td></tr>
<tr><td>3</td><td>C. G. Adwalpalker (jointly with Canara Bank)</td><td>100</td></tr>
<tr><td>4</td><td>M. V. Kamath (jointly with Canara Bank)</td><td>100</td></tr>
<tr><td>5</td><td>G. N. Pai (jointly with Canara Bank)</td><td>100</td></tr>
<tr><td>6</td><td>K. R. Pai (jointly with Canara Bank)</td><td>100</td></tr>
<tr><td>7</td><td>B. N. Murthy (jointly with Canara Bank)</td><td>100</td></tr>
<tr><td>8</td><td>G. A. Shenai (jointly with Canara Bank)</td><td>100</td></tr>
<tr><td>9</td><td>K. R. Acharya (jointly with Canara Bank)</td><td>100</td></tr>
<tr><td>10</td><td>V. Aghoram (jointly with Canara Bank)</td><td>100</td></tr>
<tr><td>11</td><td>K M Sheth (jointly with Canara Bank)</td><td>100</td></tr>
</table>
</td></tr>
<tr><td>September 19, 2024</td><td>Bonus issue in the ratio of 3 Equity Shares for every one Equity Share held</td><td>149,563,071</td><td>10</td><td>N.A.</td><td>N.A.</td><td>
<table>
<tr><th>Sr. No.</th><th>Name of allottee</th><th>Number of the equity Shares</th></tr>
<tr><td>1</td><td>Canara Bank</td><td>76,273,566</td></tr>
<tr><td>2</td><td>ORIX Corporation Europe N.V.</td><td>73,285,905</td></tr>
<tr><td>3</td><td>Ranjeet Kumar Jha (jointly with Canara Bank)</td><td>600</td></tr>
<tr><td>4</td><td>Gopikrishna</td><td>600</td></tr>
</table>
</td></tr>
</table>

							Puttaganti (jointly with Canara Bank)	
						5	Alok Kumar Agarwal (jointly with Canara Bank)	600
						6	Purshottam Chand (jointly with Canara Bank)	600
						7	Mahesh Muralidhar Pai (jointly with Canara Bank)	600
						8	Polipalli Venkateswaralu Janardhana Rao (jointly with Canara Bank)	600

(b) ***Equity Shares allotted in terms of any schemes of arrangement***

Our Company has not allotted any Equity Shares in terms of any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-232 of the Companies Act, 2013.

(c) ***Specified securities allotted at a price lower than the Offer Price in the last year***

Our Company has not issued any specified securities at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Red Herring Prospectus.

2. ***Preference Share capital history of our Company***

As on the date of this Red Herring Prospectus our Company does not has any preference shares

3. ***Equity Shares issued pursuant to employee stock option schemes***

Our Company has not issued any Equity Shares pursuant to any employee stock option schemes.

4. ***Details of acquisition of Equity Shares of our Company through secondary transactions***

Except as disclosed below and in "*–Build-up of our Promoters' shareholding in our Company*" on page 105, there has been no acquisition of Equity Shares through secondary transactions by any member of our Promoter Group, as on date of this Red Herring Prospectus.

5. **Details of Shareholding of our Promoters and members of the Promoter Group in our Company**

(i) ***Equity Shareholding of the Promoters***

As on the date of this Red Herring Prospectus, our Promoters hold 199,417,428 Equity Shares, equivalent to 100% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis, as set forth in the table below.

	Name of the Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital*	
		No. of Equity Shares	% of total Shareholding on fully diluted basis	No. of Equity Shares	% of total Shareholding on fully diluted basis
Promoter					
1.	Canara Bank	101,702,888^	51.00	[●]	[●]
2.	ORIX Corporation Europe N.V.	97,714,540	49.00	[●]	[●]
Total		**199,417,428**	**100.00**	**[●]**	**[●]**

** Subject to finalisation of Basis of Allotment*

^800 Equity Shares each are held by Mahesh Muralidhar Pai, S Kanimozhi, Purshottam Chand, Arunkumar K R, Ranjeet Kumar Jha and Alok Kumar Agarwal as the registered holders jointly with Canara Bank.

(ii) All Equity Shares held by our Promoters are in dematerialized form as on the date of this Red Herring Prospectus.

(iii) ***Build-up of the Promoters' shareholding in our Company***

The build-up of the Equity shareholding of our Promoters since the incorporation of our Company is set forth in the table below:

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
Canara Bank (including its nominees/joint holders)							
March 2, 1993**	Subscription to MoA (including subscription along with each of the following joint holders, i.e., J.V. Shetty, K Laxmi Narayanan, R. G. Ahuja, C. G. Adwagpalker, M. V. Kamath, V. Manoharan)	Cash	5,000,000	10	10	2.51	[●]
August 18, 1993	Transfer from K. Laxminarayanan, jointly with Canara Bank, to Dara Dinshaw Avari, jointly with Canara Bank^	NIL	100*	10	10	0.00	[●]
July 14, 1994	Transfer from Canara Bank to G. N. Pai, jointly with Canara Bank^	NIL	100*	10	10	0.00	[●]
July 14, 1994	Transfer from Canara Bank to K. R. Pai, jointly with Canara Bank^	NIL	100*	10	10	0.00	[●]
July 14, 1994	Transfer from Canara Bank to B. N. Murthy, jointly with Canara Bank^	NIL	100*	10	10	0.00	[●]
July 14, 1994	Transfer from Canara Bank to K. R. V. Bhat,	NIL	100*	10	10	0.00	[●]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
	jointly with Canara Bank^						
January 19, 1995	Transfer from V. Manoharan, jointly with Canara Bank, to K.M Shet, jointly with Canara Bank^@	NIL	100*	10	10	0.00	[•]
January 19, 1995	Transfer from Dara Dinshaw Avari jointly with Canara Bank to K R Acharya jointly with Canara Bank^	NIL	100*	10	10	0.00	[•]
January 19, 1995	Transfer from K. R. V. Bhat jointly with Canara Bank to V. Aghoram jointly with Canara Bank^@	NIL	100*	10	10	0.00	[•]
January 19, 1995	Transfer from R G Ahuja jointly with Canara Bank to G A Shenai jointly with Canara Bank^@	NIL	100*	10	10	0.00	[•]
February 28, 1995	Bonus issue in the ratio of one Equity Share for every one Equity Share held (including issuance to each of the following joint holders, i.e., J.V. Shetty, C. G. Adwagpalker, M. V. Kamath, G. N. Pai, K. R. Pai, B. N. Murthy, G. A. Shenai, K. R. Acharya, V. Aghoram, K. M. Sheth)	N.A.	5,000,000	10	N.A.	2.51	[•]
September 28, 1996	Transfer from K R Acharya jointly with Canara Bank to S. Jayaraman jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]
April 28, 1997	Transfer from V. Aghoram jointly with Canara Bank to R D Pai jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]
April 28, 1997	Transfer from K.M Shet jointly with Canara Bank to A P Kini jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]
April 28, 1997	Transfer from C G Adwagpalker jointly with Canara Bank, to A K S Rao jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
April 28, 1997	Transfer from B. N. Murthy jointly with Canara Bank to K Raman jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
April 28, 1997	Transfer from G. N. Pai jointly with Canara Bank to M S Prabhu jointly with Canara Bank^@	NIL	100*	10	10	0.00	[●]
April 28, 1997	Transfer from J.V. Shetty jointly with Canara Bank to R J Kamath jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
April 28, 1997	Transfer from G. A. Shenai jointly with Canara Bank to K V Hegde jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
April 28, 1997	Transfer from K. R. Pai jointly with Canara Bank to B.V. Kamath jointly with Canara Bank^	NIL	100*	10	10	0.00	[●]
September 9, 1997	Transfer from G. N. Pai jointly with Canara Bank to M S Prabhu jointly with Canara Bank^@+	NIL	100*	10	10	0.00	[●]
September 9, 1997	Transfer from K. R. Pai jointly with Canara Bank to B.V. Kamath jointly with Canara Bank^@+	NIL	100*	10	10	0.00	[●]
August 21, 1998	Transfer from A P Kini jointly with Canara Bank to B R Shenoy jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
November 6, 1998	Transfer from R D Pai jointly with Canara Bank to K P Shenoy jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
March 16, 1999	Transfer from K Raman jointly with Canara Bank to G A Shenai jointly with Canara Bank^@-	NIL	200*	10	10	0.00	[●]
March 16, 1999	Transfer from S. Jayaraman jointly with Canara Bank to J S Kalyanpur jointly with Canara Bank^@-	NIL	200*	10	10	0.00	[●]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
July 20, 1999	Transfer from M S Prabhu jointly with Canara Bank to M A Kamath jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
July 20, 1999	Transfer from R J Kamath jointly with Canara Bank to T R Kinni jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
August 26, 1999	Transfer from B.V. Kamath jointly with Canara Bank to Canara Bank^@	NIL	200*	10	10	0.00	[●]
August 26, 1999	Transfer from M V Kamath jointly with Canara Bank to Canara Bank^@	NIL	200*	10	10	0.00	[●]
August 29, 2000	Transfer from K P Shenoy jointly with Canara Bank to B A Varambally jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
August 29, 2000	Transfer from G A Shenai jointly with Canara Bank to M S Nayak jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
February 20, 2001	Transfer from A K S Rao jointly with Canara Bank to M Gokuldas jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
May 8, 2001	Transfer from B R Shenoy jointly with Canara Bank to R K Madhukar jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
May 8, 2001	Transfer from M Gokuldas jointly with Canara Bank to M A Pai jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
May 8, 2001	Transfer from M S Nayak jointly with Canara Bank to V G Prabhu jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
May 8, 2001	Transfer from T R Kini jointly with Canara Bank to P Ramamoorthy jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
May 8, 2001	Transfer from B A Varambally jointly with	NIL	200*	10	10	0.00	[●]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
	Canara Bank to J S Vasan jointly with Canara Bank^@						
May 8, 2001	Transfer from M A Kamath jointly with Canara Bank to Federick Hosea jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
May 8, 2001	Transfer from K V Hegde jointly with Canara Bank to G R Kamath jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
November 29, 2001	Transfer from J S Vasan jointly with Canara Bank to K Gopalakrishnan jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
November 29, 2001	Transfer from P Ramamoorthy jointly with Canara Bank to V. Subba Reddy jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
April 21, 2003	Transfer from K Gopalakrishnan jointly with Canara Bank to B J Kamath jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
April 21, 2003	Transfer from Frederick Hosea jointly with Canara Bank to N S Bose jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
April 21, 2003	Transfer from V G Prabhu jointly with Canara Bank to D G Kamath jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
April 21, 2003	Transfer from R K Madhukar jointly with Canara Bank to N R Ramanujam jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
September 26, 2003	Transfer from J S Kalyanpur jointly with Canara Bank to N. Somasundaram jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
April 25, 2005	Transfer from M A Pai jointly with Canara Bank to B Sukumaran jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
April 25, 2005	Transfer from B J Kamath jointly with	NIL	200*	10	10	0.00	[●]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
	Canara Bank to K Rangaraya jointly with Canara Bank^@						
April 25, 2005	Transfer from G R Kamath jointly with Canara Bank to Peter D F Cardozo jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
September 26, 2007	Transfer from K Rangaraya jointly with Canara Bank to P N Murthy jointly with Canara Bank^@-	NIL	200*	10	10	0.00	[●]
September 26, 2007	Transfer from Peter D F Cardozo jointly with Canara Bank to S V Pinto jointly with Canara Bank^@-	NIL	200*	10	10	0.00	[●]
September 26, 2007	Transfer from N. Somasundaram jointly with Canara Bank to V B Shenoy jointly with Canara Bank^@-	NIL	200*	10	10	0.00	[●]
September 26, 2007	Transfer from N R Ramanujan jointly with Canara Bank to Raman Ramesh jointly with Canara Bank^@-	NIL	200*	10	10	0.00	[●]
September 26, 2007	Transfer from D G Kamath jointly with Canara Bank to T Sreekantan jointly with Canara Bank^@-	NIL	200*	10	10	0.00	[●]
September 26, 2007	Transfer from N S Bose jointly with Canara Bank to K N Acharya jointly with Canara Bank^@-	NIL	200*	10	10	0.00	[●]
September 26, 2007	Transfer from V Subba Reddy jointly with Canara Bank to M V Shenoy jointly with Canara Bank^@-	NIL	200*	10	10	0.00	[●]
September 26, 2007	Transfer from K N Acharya jointly with Canara Bank to Canara Bank^@-	NIL	200*	10	10	0.00	[●]
September 26, 2007	Transfer from V B Shenoy jointly with Canara Bank to Canara Bank^@-	NIL	200*	10	10	0.00	[●]
September 26, 2007	Transfer from Canara Bank to Robeco India Holding B.V.@	Cash	(4,846,778)	10	214.60	(2.43)	[●]
April 22, 2008	Transfer from B	NIL	200*	10	10	0.00	[●]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
	Sukumaran jointly with Canara Bank to V B Shenoy jointly with Canara Bank^@						
September 30, 2008	Transfer from P N Murthy jointly with Canara Bank to M. Ramkumar jointly with Canara Bank^@++	NIL	200*	10	10	0.00	[•]
September 30, 2008	Transfer from SV Pinto jointly with Canara Bank to S. Santhanam jointly with Canara Bank^@++	NIL	200*	10	10	0.00	[•]
September 30, 2008	Transfer from M V Shenoy jointly with Canara Bank to S Venkatesh jointly with Canara Bank^@++	NIL	200*	10	10	0.00	[•]
September 29, 2009	Transfer from S Venkatesh jointly with Canara Bank to V. Sundaresan jointly with Canara Bank^@+	NIL	200*	10	10	0.00	[•]
September 29, 2009	Transfer from V B Shenoy jointly with Canara Bank to C. K. Venkateswaran jointly with Canara Bank^@+	NIL	200*	10	10	0.00	[•]
September 29, 2009	Transferred from Raman Ramesh jointly with Canara Bank to Dennis Rodrigues jointly with Canara Bank^@+	NIL	200*	10	10	0.00	[•]
February 19, 2010	Rights issue in the ratio of one Equity Share for every one Equity Share held	Cash	5,100,000	10	10	2.56	[•]
March 27, 2010	Transfer from C. K. Venkateswaran jointly with Canara Bank to P.J. Joy jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]
June 24, 2010	Transfer from P.J. Joy jointly with Canara Bank to D. Muralidhar Rao jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]
June 24, 2010	Transfer from S. Santhanam jointly with Canara Bank to K.R Rao jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]
March 22, 2011	Transfer from Muralidhar Rao jointly	NIL	200*	10	10	0.00	[•]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
	with Canara Bank to G. Sreeram jointly with Canara Bank^@						
March 22, 2011	Transfer from V. Sundaresan jointly with Canara Bank to K, Subba Rao jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
March 22, 2011	Transfer from Dennis Rodrigues jointly with Canara Bank to T.K. Bajaj jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
March 22, 2011	Transfer from T. Sreekanthan jointly with Canara Bank to M.A.K Prabhu jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
August 26, 2011	Transfer from G. Sreeram jointly with Canara Bank to K.N Ramamoorthy jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
August 26, 2011	Transfer from M. Ramkumar jointly with Canara Bank to K.S. Balachandra Rao jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
December 07, 2011	Transfer from K. Subba Rao jointly with Canara Bank to K.K Deb jointly with Canara Bank^@	NIL	200*	10	10	0.00	[●]
March 13, 2012	Transfer from K.R Rao jointly with Canara Bank to D. Kallu Rao jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
August 30, 2012	Rights issue in the ratio of 1,479 Equity Shares for every 1,000 Equity Shares held	Cash	15,172,500	10	10	7.61	[●]
September 2, 2013	Transfer from K.K Deb jointly with Canara Bank to U M Bangera jointly with Canara Bank^@+	NIL	200*	10	10	0.00	[●]
September 2, 2013	Transfer from T.K. Bajaj jointly with Canara Bank to U .M Palo jointly with Canara Bank^@+	NIL	200*	10	10	0.00	[●]
August 12, 2014	Transfer from K.N Ramamoorthy jointly with Canara Bank to R. Kumar jointly with	NIL	200*	10	10	0.00	[●]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
	Canara Bank^@+						
August 12, 2014	Transfer from K.S. Balachandra Rao jointly with Canara Bank to G. Sreeram jointly with Canara Bank^@+	NIL	200*	10	10	0.00	[•]
August 12, 2014	Transfer from U .M Palo jointly with Canara Bank to V. Rajagopalan jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]
August 12, 2014	Transfer from M A K Prabhu jointly with Canara Bank to Dr. A. P Kamath jointly with Canara Bank^@+	NIL	200*	10	10	0.00	[•]
August 12, 2014	Transfer from D. Kallu Rao jointly with Canara Bank to K. Rathinam jointly with Canara Bank^@+	NIL	200*	10	10	0.00	[•]
August 25, 2015	Transfer from R. Kumar jointly with Canara Bank to G. Subramania Iyer jointly with Canara Bank^@+	NIL	200*	10	10	0.00	[•]
August 25, 2015	Transfer from Dr. A. P Kamath jointly with Canara Bank to M A K Prabhu jointly with Canara Bank^+	NIL	200*	10	10	0.00	[•]
August 25, 2015	Transfer from G. Sreeram jointly with Canara Bank to N Selvarajan jointly with Canara Bank^@+	NIL	200*	10	10	0.00	[•]
April 29, 2016	Transfer from G. Subramania Iyer jointly with Canara Bank to B. Mahesh Kumar Singh jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]
April 29, 2016	Transfer from K. Rathinam jointly with Canara Bank to A.K. Das jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]
December 6, 2016	Transfer from U M Bangera jointly with Canara Bank to Anil M Rokade jointly with Canara Bank^@	NIL	200*	10	10	0.00	[•]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
March 10, 2017	Transfer from M A K Prabhu jointly with Canara Bank to D. Suresh Pai jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
August 22, 2017	Transfer from V. Rajagopalan jointly with Canara Bank to G V Prabhu jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
August 22, 2017	Transfer from B. Mahesh Kumar Singh jointly with Canara Bank to S S Mishra jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
August 22, 2017	Transfer from Anil M Rokade jointly with Canara Bank to A K Jain jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
March 15, 2018	Transfer from N. Selvarajan jointly with Canara Bank to N. Sivasankaran jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
August 21, 2018	Transfer from A K Jain jointly with Canara Bank to Bismay Samal jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
December 11, 2018	Transfer to S S Mishra jointly with Canara Bank K M Pundarikakshan jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
December 11, 2018	Transfer from A K Das jointly with Canara Bank to Pramod Kumar jointly With Canara Bank^$$	NIL	200*	10	10	0.00	[●]
February 13, 2019	Transfer from D. Suresh Pai jointly with Canara Bank to Venkataramarao Achanti jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
July 4, 2019	Transfer from N. Sivasankaran jointly with Canara Bank to V Ramachandra jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
August 16, 2019	Transfer from Venkataramarao Achanti - Jointly with Canara Bank to K V Sivakumar - Jointly with Canara Bank	NIL	200*	10	10	0.00	[•]
September 4, 2020	Transfer from K V Sivakumar jointly with Canara Bank to Uday Sankar Majumder jointly with Canara Bank^	NIL	200*	10	10	0.00	[•]
February 9, 2021	Transfer from G V Prabhu jointly with Canara Bank to P. V. Janardhana Rao jointly with Canara Bank^	NIL	200*	10	10	0.00	[•]
February 16, 2021	Transfer from K M Pundarikakshan jointly with Canara Bank to Lakhbir Singh jointly with Canara Bank^	NIL	200*	10	10	0.00	[•]
March 24, 2021	Transfer from Pramod Kumar jointly with Canara Bank to P Santhosh jointly with Canara Bank^	NIL	200*	10	10	0.00	[•]
February 23, 2022	Transfer from P. V. Janardhana Rao jointly with Canara Bank to Mahesh Muralidhar Pai jointly with Canara Bank^	NIL	200*	10	10	0.00	[•]
February 28, 2022	Transfer from Bismay Samal jointly with Canara Bank to Raminder Pal Singh jointly with Canara Bank^	NIL	200*	10	10	0.00	[•]
August 8, 2022	Transfer V Ramachandra jointly with Canara Bank to Ranjeev Kumar jointly with Canara Bank^	NIL	200*	10	10	0.00	[•]
June 9, 2023	Transfer from Uday Sankar Majumder jointly with Canara	NIL	200*	10	10	0.00	[•]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
	Bank to Sandeep Janardan Gaware jointly with Canara Bank^						
June 22, 2023	Transfer from Lakhbir Singh jointly with Canara Bank to Polipalli Venkateswaralu Janardhana Rao jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
October 19, 2023	Transfer from Raminder Pal Singh jointly with Canara Bank to Purshottam Chand jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
June 18, 2024	Transfer from Ranjeev Kumar jointly with Canara Bank to Ranjeet Kumar Jha jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
June 18, 2024	Transfer from Sandeep Janardan Gaware jointly with Canara Bank to Gopikrishna Puttaganti jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
July 11, 2024	Transfer from P Santhosh jointly with Canara Bank to Alok Kumar Agarwal jointly with Canara Bank^	NIL	200*	10	10	0.00	[●]
September 19, 2024	Bonus issue in the ratio of 3 Equity Shares for every one Equity Share held (including issuance to each of the following joint holders, i.e., Ranjeet Kumar Jha, Gopikrishna Puttaganti, Alok Kumar Agarwal, Purshottam Chand, Polipalli Venkateswaralu Janardhana Rao, and Mahesh Muralidhar Pai)	N.A.	76,277,166	10	N.A.	38.25	[●]
July 8, 2025	Transfer from Polipalli Venkateswaralu Janardhana Rao jointly with Canara Bank to	NIL	800*	10	10	0.00	[●]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
	Arunkumar K R jointly with Canara Bank^@						
July 8, 2025	Transfer from Gopikrishna Puttuganti jointly with Canara Bank to S Kanimozhi jointly with Canara Bank^@	NIL	800*	10	10	0.00	[●]
Total (A)			**101,702,888**[$]			51.00	[●]
ORIX Corporation Europe N.V.							
September 26, 2007	Transfer from Canara Bank to Robeco India Holding B.V.^@	Cash	4,846,778	10	214.60	2.43	[●]
September 26, 2007	Further issue of Capital to Robeco India Holding B.V.	Cash	104,357	10	214.60	0.05	[●]
April 22, 2008	Transfer from Robeco India Holding B.V. to Robeco Direct N.V.^	Cash	1	10	10	0.00	[●]
April 22, 2008	Transfer from Robeco India Holding B.V. to Robeco International Holding B.V.^	Cash	1^^	10	10	0.00	[●]
April 22, 2008	Transfer from Robeco India Holding B.V. to Robeco Nederland B.V.^	Cash	1^^	10	10	0.00	[●]
April 22, 2008	Transfer from Robeco India Holding B.V. to Robeco Groep N.V.^@	Cash	1^^	10	10	0.00	[●]
April 22, 2008	Transfer from Robeco India Holding B.V. to Robeco Institutional Asset Management B.V.^	Cash	1^^	10	10	0.00	[●]
February 19, 2010	Rights Issue of shares to Robeco India Holding B.V.	Cash	4,900,000	10	10	2.46	[●]
August 30, 2012	Rights Issue of shares to Robeco India Holding B.V.	Cash	14,577,500	10	10	7.31	[●]
August 12, 2014	Transmission from Robeco Direct N.V. to Robeco Institutional Asset Management B.V.^	N.A.	1^^	10	10	0.00	[●]
August 25, 2015	Transmission from Robeco International Holding B.V. to Robeco Asia Holding B.V.^	N.A.	1^^	10	10	0.00	[●]
May 7, 2020	Transmission from OCE India Holding B.V. (Previously known as Robeco India Holding	N.A.	24,428,630	10	10	12.25	[●]

Date of allotment/ transfer	Nature of Transaction	Nature of consideration	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital Shareholding on fully diluted basis	Percentage of post-Offer Equity Share capital Shareholding on fully diluted basis*
	B.V.) {Name Changed w.e.f. October 1, 2018} to ORIX Corporation Europe N.V.^						
	Transmission from Robeco Asia Holding B.V. to ORIX Corporation Europe N.V. (Previously known as Robeco Groep N.V.)^	N.A.	1^^	10	10	0.00	[●]
August 30, 2021	Transfer from Robeco Institutional Asset Management B.V. to ORIX Corporation Europe N.V.^@	Cash	2^^	10	10	0.00	[●]
	Transfer from Robeco Nederland B.V. to ORIX Corporation Europe N.V. ^@	Cash	1^^	10	10	0.00	[●]
September 19, 2024	Bonus issue in the ratio of 3 Equity Shares for every one Equity Share held	N.A.	73,285,905	10	N.A.	36.75	[●]
		Total (B)			97,714,540	**49.00**	[●]
		Total (A+B)			**199,417,428**	**100.00**	[●]

** As per the letter from Canara Bank dated April 15, 2025, the equity shares held by nominee shareholders of Canara Bank jointly with Canara Bank, since incorporation, have been held and transferred amongst the employees of Canara Bank in their official capacity, from one member to another, as a result of internal transfer/superannuation/retirement, as the case may be, on which there was no consideration paid amongst the members inter-se. Therefore, no change has occurred in the total shareholding of Canara Bank in the Company due to the transfer.*

^^ The equity shares continue to be held by ORIX Corporation Europe N.V. (previously known as Robeco Groep N.V.) and have been transferred among the joint holders/nominees of ORIX Corporation Europe N.V. (previously known as Robeco Groep N.V.). Therefore, no change has occurred in the total shareholding of ORIX Corporation Europe N.V. (previously known as Robeco Groep N.V.) in the Company due to the transfer.

*** Our Company was incorporated on March 2, 1993 and the date of subscription to the Memorandum of Association was February 23, 1993 and allotment of Equity Shares pursuant to such subscription was taken on record on March 23, 1993.*

$ Includes 4,800 Equity Shares held by Ranjeet Kumar Jha, Arunkumar K R, Alok Kumar Agarwal, Purshottam Chand, S Kanimozhi, and Mahesh Muralidhar Pai, jointly with Canara Bank.

*^ The share transfer form/ DIS slip, as applicable, is not traceable for this transfer. We have conducted a search at the RoC for these records but were unable to retrieve them and have relied on the search report dated October 3, 2025 prepared by Mehta & Mehta., independent practicing company secretary, and certified by their certificate dated October 3, 2025 ("**RoC Search Report**"). For further details, see "Risk Factors – Certain of our corporate records and statutory form filings are not traceable. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies." on page 52.*

@ The date of transfer is not mentioned in the register of transfer. We have relied on the Board minutes approving the transfer for the date of transfer. For further details, see "Risk Factors – Certain of our corporate records and statutory form filings are not traceable. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies." on page 52.

+ The date of the Board resolution approving the transfer is mentioned in the register of transfer, however, the Board minutes are not traceable. We have conducted a search at the RoC for these records but were unable to retrieve them and have relied on the RoC Search Report. For further details, see "Risk Factors –Certain of our corporate records and statutory form filings are not traceable. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies." on page 52.

- The date of the resolution approving transfer is not mentioned in the register of transfer. We have relied on the Board minutes approving the transfer for the date of transfer. For further details, see "Risk Factors –Certain of our corporate records and statutory form filings are not traceable. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies." on page 52.

++ The date of passing the resolution approving the transfer mentioned in the register of transfer is incorrect. For further details, see "Risk Factors – Certain of our corporate records and statutory form filings are not traceable. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies." on page 52.

$$ Name of transferor is wrongly mentioned in the Board minutes. For further details, see "Risk Factors –Certain of our corporate records and statutory form filings are not traceable. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies." on page 52.

(iv) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares.

(v) As on the date of this Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged or are otherwise encumbered.

(vi) ***Equity Shareholding of the Promoter Group***

Except for the Equity Shares held by our Promoters, as on the date of this Red Herring Prospectus, none of the members of our Promoter Group hold any Equity Shares. For further details, see "*Our Promoters and Promoter Group*" beginning on page 316.

(vii) Except as disclosed in *"- Build-up of the Promoters' shareholding in our Company*" on page 105, none of the Promoters, the members of the Promoter Group, the Directors of our Company nor any of their respective relatives, as applicable, have purchased or sold any securities of our Company, other than in the normal course of the business of the financing entity, during the period of six months immediately preceding the date of this Red Herring Prospectus.

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

6. **Details of lock-in of Equity Shares**

(i) ***Details of Promoters' contribution locked in for 18 months***

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, in terms of the Co-Sponsor Agreement dated April 24, 2025, as disclosed in "*History and Certain Corporate Matters*" on page 290, an aggregate of 20% of the post-Offer Equity Share capital of our Company held by the Promoters shall be locked in for a period of 18 months as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"), and the Promoters' shareholding in excess of 20% of the post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

Details of the Equity Shares to be locked-in for 18 months from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of the Promoters	Date of allotment of the Equity Shares*	Nature of transaction	No. of Equity Shares	Face Value (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of the post-Offer paid-up capital on fully diluted basis (%)**	Date up to which the Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	10	[●]	[●]	[●]	[●]
Total						[●]	[●]	[●]

* *Except as mentioned above in "- Equity Share capital history of our Company", all the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.*

** *Subject to finalisation of Basis of Allotment.*

***Note**: The above details shall be filled in the Prospectus to be filed with the RoC.*

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

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

1. The Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (b) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or from a bonus issuance of Equity Shares against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution. The price per share for determining securities ineligible for Minimum Promoters' Contribution, has been determined, after adjusting the same for corporate actions such as bonus issues. undertaken by our Company;

2. The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

3. Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company in the preceding one year and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Red Herring Prospectus pursuant to conversion from a partnership firm or a limited liability partnership firm; and

4. The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge or any other form of encumbrance.

(ii) ***Details of Equity Shares locked-in for six months***

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital held by persons other than the Promoters will be locked-in for a period of six months from the date of Allotment, other than (a) Equity Shares allotted to employees (whether currently an employee or not) pursuant to an employee stock option plan or employee stock purchase scheme or employee stock appreciation right scheme, prior to the Offer; and (b) Equity Shares held by an employee stock option trust or transferred to the employees (whether currently an employee or not) by an employee stock option trust pursuant to exercise of options by the employees, in accordance with an employee stock option plan or employee stock purchase scheme or employee stock appreciation right scheme. For the purposes of (a) and (b) above, the Equity Shares shall include any equity shares allotted pursuant to bonus issue against equity shares allotted pursuant to employee stock option plan or employee stock purchase scheme or employee stock appreciation right scheme. In terms of Regulation 17(c) of the SEBI ICDR Regulations, Equity Shares held by a venture capital fund ("**VCF**") or alternative investment fund ("**AIF**") of category I or category II or a foreign venture capital investor ("**FVCI**") shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked-in for a period of at least six months from the date of purchase by the venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor.

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

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in the following manner: there shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment.

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

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

(ii) Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

(a) With respect to the Equity Shares locked-in for six months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

(b) With respect to the Equity Shares locked-in as Promoters' Contribution for 18 months from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer, and such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

(iii) In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in in terms of Regulation 16 of the ICDR Regulations, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of six months, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in with the transferee and compliance with the provisions of the Takeover Regulations.

7. **Shareholding Pattern of our Company**

The table below presents the shareholding pattern of our Company as on the date of this Red Herring Prospectus*:

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted Equity 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 eg: Equity Shares	Class eg: Others	Total								
(A)	Promoter and Promoter Group	8^	199,417,428	0	0	199,417,428	100	199,417,428	0	199,417,428	100	0	100	0	0	0	0	199,417,428
(B)	Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)(1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)(2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total (A)+(B)+(C)	**8^**	**199,417,428**	**0**	**0**	**199,417,428**	**100**	**199,417,428**	**0**	**199,417,428**	**100**	**0**	**100**	**0**	**0**	**0**	**0**	**199,417,428**

. Based on the beneficiary position statement dated October 1, 2025.*

^Includes 4,800 shares held by Mahesh Muralidhar Pai, S Kanimozhi, Purshottam Chand, Arunkumar K R, Ranjeet Kumar Jha and Alok Kumar Agarwal as shareholders jointly with Canara Bank.

8. **Major shareholders**

The list of our major Shareholders and the number of Equity Shares held by them is provided below:

a) The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held*	% of the pre-Offer share capital on fully diluted basis*
1.	Canara Bank	101,702,888^	51.00
2.	ORIX Corporation Europe N.V.	97,714,540	49.00
Total		**199,417,428**	**100.00**

** Based on the beneficiary position statement dated October 1, 2025.*
^ Includes 4,800 Equity Shares held by Ranjeet Kumar Jha, Arunkumar K R, Alok Kumar Agarwal, Purshottam Chand, S Kanimozhi, and Mahesh Muralidhar Pai, jointly with Canara Bank.

b) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company ten days prior to the date of filing of this Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held*	% of the pre-Offer share capital on fully diluted basis*
1.	Canara Bank	101,702,888^	51.00
2.	ORIX Corporation Europe N.V.	97,714,540	49.00
Total		**199,417,428**	**100.00**

** Based on the beneficiary position statement dated September 23, 2025.*
^ Includes 4,800 Equity Shares held by Ranjeet Kumar Jha, Arunkumar K R, Alok Kumar Agarwal, Purshottam Chand, S Kanimozhi, and Mahesh Muralidhar Pai, jointly with Canara Bank.

c) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company one year prior to the date of filing of this Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held*	% of the pre-Offer share capital on fully diluted basis*
1.	Canara Bank	25,425,722^	51.00
2.	ORIX Corporation Europe N.V.	24,428,635	49.00
Total		**49,854,357**	**100.00**

** Based on the beneficiary position statement dated September 30, 2024 .*
^ Includes 1,200 Equity Shares held by P Santhosh, Purshottam Chand, Polipalli Venkateswaralu, Sandeep Janardan Gaware, Ranjeev Kumar, and Mahesh Muralidhar Pai, jointly with Canara Bank.

d) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company two years prior to the date of filing of this Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held*	% of the pre-Offer share capital on fully diluted basis*
1.	Canara Bank	25,425,722^	51.00
2.	ORIX Corporation Europe N.V.	24,428,635	49.00
Total		**49,854,357**	**100.00**

** Based on the beneficiary position statement dated September 30, 2023.*
^ Includes 1,200 Equity Shares held by P Santhosh, Uday Sankar Majumder, Lakhbir Singh, Raminder Pal Singh, Ranjeev Kumar, and Mahesh Muralidhar Pai, jointly with Canara Bank.

9. ***CRAMCL Employee Stock Option Scheme 2025 ("ESOP Scheme")***

Our Company, pursuant to resolutions passed by our Board and Shareholders on March 28, 2025 and April 4, 2025, approved the institution of the ESOP Scheme for issue of options to the eligible employees which may result in issue of Equity Shares not exceeding 3,988,348 Equity Shares. The ESOP Scheme has been framed in compliance with the Companies Act and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**"). The employee stock options in terms of the ESOP Scheme shall only be issued to the eligible employees in accordance with the prevailing applicable laws and subject to successful listing. The Board further based on the recommendations of the Nomination and Remuneration Committee amended the ESOP Scheme by way of the Board resolution and Shareholders' resolution, each dated September 20, 2025.

The objective of the ESOP Scheme is to attract, retain, motivate and reward the key employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. The salient features of the ESOP Scheme are set out below:

Employees: The eligible employee under the ESOP Scheme includes a permanent employee of our Company, working in or outside India; or a Director of our Company, whether whole-time director or not. However, (a) an employee of the Company who is a Promoter or a person belonging to the Promoter Group; (b) a Director of our Company who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of our Company; and (c) independent directors of the Company in terms of the Companies Act, are excluded from the definition of eligible employees for the purposes of the ESOP Scheme, 2024. The definitions of employee and independent director shall be in terms of the SEBI SBEB & SE Regulations post listing.

Grant, Vesting and Exercise of Options: The options to be granted under the ESOP Scheme shall vest not earlier than one year and not later than the maximum period at the end of three years from the date of grant of options. The exercise price for (i) initial grants shall be middle of price band as disclosed in the Red Herring Prospectus filed by our Company in connection with the Offer; and (ii) subsequent grant shall be market price as on the date of grant. The vesting of options is subject to continued employment and fulfilment of performance parameters as may be determined by the Nomination and Remuneration Committee ("**NRC**") and as set out in the grant letter. The exercise period shall be a maximum of five years commencing from the date of vesting of the options, or such other shorter period as may be prescribed by the NRC at time of grant. As of the date of this Red Herring Prospectus, no options have been granted under the ESOP Scheme. The grants which shall be made under the ESOP Scheme shall be in compliance with the Companies Act, 2013. All options that shall be granted under the ESOP Scheme shall be granted only to persons who are, at the time of grant, employees of the Company (as such term is defined under the Companies Act, 2013 and the SEBI SBEB & SE Regulations, as applicable).

10. There will be no further issue of Equity Shares whether by way of a split or consolidation of the denomination of Equity Shares, or 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 through a rights issue or further public issue of Equity Shares, or otherwise, until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be.

11. Our Company presently does not intend or propose to alter its capital structure by way of split or consolidation of the denomination of the shares, or issue of specified securities on a preferential basis or issue of bonus or rights or further public offer of specified securities until a period of six months from the Bid/Offer Opening Date.

12. There are no outstanding options or stock appreciation rights or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Red Herring Prospectus.

13. Our Company, our Promoters (who are the Promoter Selling Shareholders), our Directors and the BRLMs have not entered into buyback arrangements and / or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

14. As on the date of this Red Herring Prospectus, our Company has a total of 8 Shareholders.

15. All Equity Shares are fully paid-up as on the date of this Red Herring Prospectus. The Equity Shares to be issued or

transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.

16. As on the date of this Red Herring Prospectus, the BRLMs and their respective associates and as per definition of the term 'associate' under the SEBI Merchant Bankers Regulations do not hold any Equity Shares of our Company. The BRLMs and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

17. We confirm that the Book Running Lead Managers are not associates of our Company as per Regulation 21A of the SEBI Merchant Bankers Regulations.

18. Our Company confirms that the issuance of securities since incorporation till the date of filing of this Red Herring Prospectus, is in compliance with the applicable provisions of the Companies Act.

19. As on the date of this Red Herring Prospectus, there is no employee stock appreciation right scheme.

20. Except as disclosed in "*Our Management*" on page 295, none of our Directors, Key Managerial Personnel and Senior Management of our Company hold any Equity Shares as on the date of this Red Herring Prospectus.

21. No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, our Promoters (who are the Promoter Selling Shareholders), the members of our Promoter Group or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

22. Except for their participation in the Offer for Sale as the Promoter Selling Shareholders, none of our Promoters will participate in the Offer nor receive any proceeds from the Offer.

23. None of the members of our Promoter Group (except Canara Bank and OCE, our Promoters) will participate in the Offer nor receive any proceeds from the Offer.

24. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of the Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

25. At any given time, there shall be only one denomination of the Equity Shares of our Company, unless otherwise permitted by law.

OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchanges and for the Offer for Sale of up to 49,854,357 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million by our Promoter Selling Shareholders, details of which are provided in the table below:

S. No.	Name of the Promoter Selling Shareholder	Number of Equity Shares held	Number of Offered Shares	Proportion in the Offer for Sale size (%)
1.	Canara Bank	101,702,888*	25,924,266	52.00
2.	OCE	97,714,540	23,930,091	48.00

** Includes 4,800 Equity Shares held by Ranjeet Kumar Jha, Arunkumar K R, Alok Kumar Agarwal, Purshottam Chand, S Kanimozhi, and Mahesh Muralidhar Pai, jointly with Canara Bank.*

For further details, see "*The Offer*" on page 81.

Our Company expects that listing of the Equity Shares will enhance our visibility and brand and provide liquidity to its existing Shareholders. Listing will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer. All proceeds from the Offer will go to the Promoter Selling Shareholders, in proportion to the Equity Shares offered by them in the Offer for Sale. For details of the Offered Shares, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 442.

Offer related expenses

The total estimated expenses of the Offer will be approximately ₹ [●] million. The expenses of this Offer include, among others, listing fees, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsel, fees payable to the Registrar to the Offer, Escrow Bank(s) and Sponsor Banks to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than the listing fees which will be borne solely by the Company, all Offer Expenses including, among other things, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies and any other Governmental Authority, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the Indian legal counsel to the Company and the Indian and international legal counsel to the BRLMs, fees and expenses of the statutory auditors, independent chartered accountant, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and expenses of the BRLMs, syndicate members, Self Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne each of the Promoter Selling Shareholders in proportion to the number of Equity Shares issued and/or transferred by the Promoter Selling Shareholders in the Offer, respectively, except as may be prescribed by the SEBI or any other regulatory authority. All such payments shall be made by the Company in the first instance on behalf of either of the Promoter Selling Shareholders and such Promoter Selling Shareholder agrees that they shall reimburse the Company in proportion to the Offered Shares, for any expenses incurred by the Company on behalf of such Promoter Selling Shareholder.

In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer which may have accrued up to the date of such postponement, withdrawal, abandonment or failure shall be borne by Promoter Selling Shareholders in a proportionate manner, including but not limited to, the fees and expenses of the BRLMs and the legal counsels in relation to the Offer. Each of the Promoter Selling Shareholders, severally and jointly, agree that the payments made for costs and expenses of the Offer shall be deducted from the proceeds of the Offer for Sale to the extent of the Offered Shares, from the Public Offer Account, and only the balance amount shall be paid to the Promoter Selling Shareholders.

The estimated Offer expenses are as follows:

(*₹ in million*)

S. No	Activity	Estimated amount[(1)] (₹ in million)	As a % of total estimated Offer Expenses[(1)]	As a % of Offer Size[(1)]
1.	BRLMs fees and commissions (including underwriting commission)	[●]	[●]	[●]
2.	Brokerage, selling commission, bidding charges, processing fees and bidding charges for the Members of the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs [(2)(3)(4)(5)(6)]	[●]	[●]	[●]
3.	Advertising and marketing expenses for the Offer	[●]	[●]	[●]
4.	Other expenses		[●]	[●]
	(i) Listing fees, SEBI filing fees, BSE & NSE processing fees, book building software fees and other regulatory expenses,	[●]		
	(ii) Printing and stationery expenses	[●]	[●]	[●]
	(iii) Fees payable to the legal counsel	[●]	[●]	[●]
	(iv) Fees payable to other advisors to the Offer including but not limited to industry expert,[^] independent chartered accountant,[@] auditors,[$] etc.	[●]	[●]	[●]
	(v) Fees payable to the Registrar to the Offer	[●]	[●]	[●]
	(vi) Miscellaneous	[●]	[●]	[●]
	Total Estimated Offer Expenses	[●]	[●]	[●]

[^] For preparation of the industry report commissioned and paid for by our Company, exclusively for the purpose of the Offer.
[@] For issue of certifications in connection with and for the purpose of the Offer.
[$] For preparation of the restated financial statements and issue of certifications in connection with and for the purpose of the Offer.
(1) Offer expenses include goods and services tax, where applicable. Offer expenses are estimates and are subject to change.

(2) Selling commission payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders which are directly procured and uploaded by the SCSBs, would be as follows:

*Portion for RIBs**	0.30*% of the Amount Allotted (Exclusive of applicable taxes)*
*Portion for Non-Institutional Bidders**	0.15*% of the Amount Allotted (Exclusive of applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE.*

No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.

(3) Processing fees payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/CDPs and submitted to SCSB for blocking, would be as follows:

Portion for RIBs and Non-Institutional	₹ 10 per valid application (*Exclusive of* applicable taxes)

**Processing fees payable to the SCSBs for capturing Syndicate Member/sub-Syndicate (Broker)/sub-broker code on the ASBA Form for Non-Institutional Bidders and QIBs with Bids above ₹500,000 would be ₹10 (Exclusive of applicable taxes), per valid application.*

The total processing fees payable to SCSBs as mentioned above will be subject to a maximum cap of ₹ 1 million (Exclusive of applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹ 1 million (Exclusive of applicable taxes), then the amount payable to SCSBs, would be proportionately distributed based on the number of valid applications such that the total uploading charges /processing fees payable does not exceed ₹ 1 million (Exclusive of applicable taxes)

(4) Brokerage, selling commission and processing/uploading charges on the portion for RIBs (using the UPI mechanism), and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:

*Portion for RIBs**	0.30*% of the Amount Allotted (Exclusive of applicable taxes)*
*Portion for Non-Institutional Bidders**	0.15*% of the Amount Allotted (Exclusive of applicable taxes)*

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

The selling commission payable to the Syndicate / Sub-Syndicate Members will be determined (i) for RIBs and Non-Institutional Bidders (up to ₹ 0.50 million), on the basis of the application form number / series, provided that the Bid cum Application Form is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member; and (ii) for Non-Institutional Bidders (above ₹ 0.50 million), Syndicate ASBA form bearing SM Code and Sub-Syndicate code of the application form submitted to SCSBs for blocking of the fund and uploading on the exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

(5) Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts

would be ₹ 10 (Exclusive of applicable taxes), per valid application bid by the Syndicate (including their sub-Syndicate Members). Bidding charges payable to SCSBs on the QIB Portion and NIIs (Exclusive UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹ 10 per valid application (Exclusive of applicable taxes)

The total processing fees payable to Syndicate (Including their Sub syndicate Members) as mentioned above will be subject to a maximum cap of ₹ 2.50 million (Exclusive of applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹ 2.50 million (Exclusive of applicable taxes), then the amount payable to Members of the Syndicate (Including their Sub syndicate Members), would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ 2.50 million (Exclusive of applicable taxes)

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

Selling commission/ bidding charges payable to the Registered Brokers on the portion for RIBs, procured through UPI Mechanism and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

Portion for RIBs and Non-Institutional	*₹ 10 per valid application (Exclusive of applicable taxes)*

Uploading charges/ Processing fees for applications made by RIBs using the UPI Mechanism would be as under:

*Members of the Syndicate / RTAs / CDPs / Registered Brokers**	*₹ 10 per valid application (Exclusive of applicable taxes)*

**The total uploading charges / processing fees payable to members of the Syndicate, RTAs, CDPs, Registered Brokers will be subject to a maximum cap of ₹ 6.50. million (Exclusive of applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹6.50. million, then the amount payable to members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ 6.50 million.*

Sponsor Bank(s)	*HDFC Bank Limited - ₹ NIL/- per valid Bid cum Application Form (Exclusive of applicable taxes). The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws.* *Kotak Mahindra Bank Limited - ₹NIL upto 0.45 million UPI bid thereafter INR 6.5 per bid (under NPCI response codes /pay status 100, 110) /- per valid Bid cum Application Form (Exclusive of applicable taxes). The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws.*

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

Monitoring Utilization of Funds

Since the Offer is an Offer for Sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

Other confirmations

Except to the extent of the proceeds received by the Promoter Selling Shareholders pursuant to the Offer to Sale, no part of the Offer proceeds will be paid by our Company as consideration to our Promoters, the Promoter Group, our Directors, or our KMPs and SMPs, and there are no material existing or anticipated transactions in relation to utilisation of Net Proceeds with our Promoters, the Promoter Group, our Directors, our KMPs and SMPs.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Bidders should also see "*Risk Factors*", "*Our Business*", "*Summary of Financial Information*", "*Financial Information*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 32, 232, 83, 328 and 390, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- ***Recognized brand with legacy of operations and established parentage.***

  With more than three decades of operational experience, we were incorporated in 1993 and are the second-oldest asset management company in India. *(Source: CRISIL Report, paragraph 1 on page 216).* We have leveraged Canara Bank's brand and its extensive network of branches and broad customer base. Under a distribution agreement with Canara Bank, we sell our products through its branches. We also benefit from OCE's global expertise in investment management, product management, risk management, and other operational departments, which helps us to build strong corporate governance standards, risk mitigation strategy, and diversification of product portfolio. For details, see "*Our Business – Our Competitive Strengths- Recognized brand with legacy of operations and established parentage."* on page 236.

- ***Operations led by professional management team and established corporate governance standards.***

  The employee value proposition offered by our Company is evident in the long-standing association of our investment and the senior management teams, with the average tenure of our investment team being 5.85 years, while the senior management team boasts an average tenure of 8.67 years, as of June 30, 2025, reflecting their long-standing dedication and contribution to our Company's growth. Complementing our management capabilities is our skilled investment team, consisting of consisting of 26 members who collectively boast 408.07 years of experience. Over the years, our Company and investment team have received numerous industry awards and accreditations, which serves as the testament of the capabilities of our investment team. We are guided by a robust framework that includes clear policies for risk management, and compliance with regulatory requirements. For details, see "*Our Business – Our Competitive Strengths- Operations led by professional management team and established corporate governance standards."* on page 237.

- ***Well-diversified equity products mix backed by research-driven investment process.***

  As of June 30, 2025, out of 15 equity-oriented schemes, we managed seven equity-oriented schemes that have been managed for more than 10 years. We follow a research-driven investment process that includes macro research of the sector, identification of themes, tracking business cycles, in-house fundamental research at the stock level, assessing strength of the management team and management meetings, reasonable valuations as well as input from research and sector specialists. For details, see "*Our Business – Our Competitive Strengths- Well-diversified equity products mix backed by research-driven investment process."* on page 237.

- ***Pan-India multi-channel sales and distribution network.***

  As of June 30, 2025, we had a pan India geographical presence serving customers directly in more than 23 cities across 14 states and two (2) union territories with a network of 25 branches as of June 30, 2025, as well as a sales team of 142 employees and a customer services team of 52 employees. For details, see "*Our Business – Pan-India multi-channel sales and distribution network."* on page 239.

- ***Expanding proportion of AUM contributed by individual investors and SIP contributions.***

Our MAAUM from individual retail and HNI investors increased from ₹ 545.51 billion as of March 31, 2023 to ₹ 784.20 billion as of March 31, 2024, which further grew to ₹ 887.57 billion as of March 31, 2025, reflecting a CAGR of 27.56%, and contributed 87.85%, 89.03%, and 87.11% of our total MAAUM as of the respective dates. We have witnessed an increase in our total SIP count, total SIP folio count and SIP contribution during the last three Fiscals. For details, see "*Our Business – Our Competitive Strengths- Expanding proportion of AUM contributed by individual investors and SIP contributions."* on page 240.

- ***Integrated technology-led operations with a well-established digital eco-system.***

  Our digital initiatives to attract new customers include an investor mobile application available on android and iOS platforms, direct investment opportunity though "smarTInvestor – Canara Robeco" available on our website; and initiation of eKYC. We also market our schemes online though our website and mobile application. Our "smarTInvestor – Canara Robeco" mobile application has more than 700,000 downloads across android and iOS platforms, as of June 30, 2025. For details, see "*Our Business – Our Competitive Strengths- Integrated technology-led operations with a well-established digital eco-system."* on page 241.

For further details, see "*Our Business – Our Competitive Strengths*" on page 236.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see "*Restated Financial Information*" and "*Other Financial Information*" on pages 328 and 385, respectively.

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

A. Basic and Diluted Earnings per share for continuing operations ("EPS") (face value of each Equity Share is ₹10):

Financial Year / Period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
2025	9.56	9.56	3
2024	7.57	7.57	2
2023	3.96	3.96	1
Weighted Average for the above three Financial Year	7.96	7.96	-
Three months period ended June 30, 2025*	3.06	3.06	-
Three months period ended June 30, 2024*	2.56	2.56	-

**Not annualised.*

Notes:

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

ii. Basic Earnings per Equity Share (₹) = Net profit after tax attributable to owners of our Company, as restated / Weighted average no. of Equity Shares outstanding during the year / period

iii. Diluted Earnings per Equity Share (₹) = Net Profit after tax attributable to owners of our Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year/ period

iv. Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.

v. The figures disclosed above and other relevant records of the Company are based on the Restated Financial Information of our Company.

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

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on Basic EPS for Financial Year 2025	[●]*	
Based on Diluted EPS for Financial Year 2025		

**To be updated at the Prospectus stage.*

C. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section, the highest P/E ratio is 48.21, the lowest P/E ratio is 22.83 and the average P/E ratio is 34.75.

Particulars	Industry Peer P/E	Name of the company	Face value of the equity shares (₹)
Highest	48.21	HDFC Asset Management Company Limited	5

Particulars	Industry Peer P/E	Name of the company	Face value of the equity shares (₹)
Lowest	22.83	UTI Asset Management Company Limited	10
Average	34.75		

Notes:

i. P/E ratios for the peer are computed based on closing market price as on September 30, 2025, at NSE divided by Diluted EPS based on the financial results declared by the peers available in their respective annual reports extracted from www.bseindia.com for the Financial Year ending March 31, 2025.

ii. The industry highest and lowest P/E ratio has been considered from the industry peer set provided later in this section under "Comparison of accounting ratios with Listed Industry peers". The average industry P/E ratio has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.

D. Return on Net Worth ("RoNW")

Financial Year / Period ended	RoNW (%)	Weight
2025	31.78%	3
2024	33.22%	2
2023	24.05%	1
Weighted Average for the above three Financial Year	**30.97%**	-
Three months period ended June 30, 2025*	9.23%	-
Three months period ended June 30, 2024*	10.11%	-

**Not annualised.*

Notes:

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

ii. Return on Net Worth (%) = Net Profit after tax attributable to owners of our Company, as restated divided by Restated net worth at the end of the year/period

iii. Net worth has been defined as the aggregate value of the paid up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

iv. The figures disclosed above are based on the Restated Financial Information of the Company.

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

Net Asset Value per Equity Share	₹
As at June 30, 2025	33.13
As at March 31, 2025	30.09
After the Offer*	
- At Floor Price	[●]
- At Cap Price	[●]
- At Offer Price	[●]

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

Notes:

i. Net Asset Value per Equity Share = Net worth as per the Restated Financial Information/ Number of equity shares outstanding as at the end of year/period.

ii. Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

iii. The figures disclosed above are based on the Restated Financial Information of the Company.

For further details, see *"Other Financial Information"* on page 385.

F. Comparison of accounting ratios with Listed Industry Peers

The following peer group has been determined based on the companies listed on the Stock Exchanges:

Following is the comparison with the peer group companies of our Company listed in India and in the same line of business as our Company:

Name of the Companies	Revenue from Operations for Financial Year 2025 (₹ million)	Face Value per Equity Share (₹)	Closing Price	EPS (Basic) (₹)	EPS (Diluted) (₹)	P/E	Return on Net Worth ("RoNW")(%)	NAV per Equity Share (₹)
Canara Robeco Asset Management Company Limited	4,036.95	10	N.A.	9.56*	9.56*	[●]^	31.78%*	30.09*
Listed Peers								
HDFC Asset Management Company Limited	34,984.40	5	5,532.50	115.16	114.75	48.21	32.36%	380.27
Nippon Life India Asset Management Limited	22,306.90	10	868.35	20.34	20.03	43.35	31.38%	66.38
Aditya Birla Sun Life AMC Limited	16,847.80	5	791.50	32.26	32.18	24.60	26.99%	129.19
UTI Asset Management Company Limited	18,510.90	10	1,304.10	57.35	57.11	22.83	16.04%	403.22

**With respect to the Company, the information above is based on the Restated Financial Information.*

^ To be filled at the Prospectus stage

Notes for listed peers:

(a) Closing price represents Closing market price of equity shares as on September 30, 2025 on NSE.

(b) All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual report or financial statements as available of the respective company for the financial year ended March 31, 2025 submitted to stock exchanges.

(c) Basic EPS and Diluted EPS for peers sourced from the annual report for the Financial Year 2025

(d) P/E Ratio represents the price to earnings ratio. It has been computed based on the closing market price of equity shares as on September 30, 2025 on NSE divided by the Diluted EPS (on consolidated basis) based on annual report or financial statements of the respective companies for the financial year ended March 31, 2025.

(e) Return on Net Worth (%) represents the ratio of Profit after tax as reported in the Annual report / financial results of the Company, for the relevant Fiscal year / period, divided by Average Net worth for the relevant Fiscal year / period. Average Net worth is computed as the average of (a) Net worth as at the last day of the preceding Fiscal year and (b) Net worth as at the last day of the relevant Fiscal year / period, as reported in the Annual report / financial results of the Company.

(f) NAV per share is computed as the closing net worth divided by the closing outstanding number of equity shares.

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G. Key Performance Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated April 15, 2025 and October 3, 2025 and the Audit Committee has confirmed that verified and audited details of all the KPIs pertaining to our Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus have been disclosed in this section. Further, the KPIs herein have been certified by G. P. Kapadia & Co., Chartered Accountants pursuant to certificate dated October 3, 2025. This certificate has been designated as a material document for inspection in connection with the Offer. See "*Material Contracts and Documents for Inspection*" on page 619.

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help it in analyzing the growth of various verticals in comparison to its peers.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once a year (or any lesser period as may be determined by our Board), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilisation of the Offer Proceeds as per the disclosure made in the section "*Objects of the Offer*" starting on page 126 of this Red Herring Prospectus, whichever is later, or for such other duration as required under the SEBI ICDR Regulations.

Key Performance Indicators:

Sr no	Particulars	Units	For the three-months period ended		For the financial year ended		
			June 30, 2025	June 30, 2024	March 31, 2025	March 31, 2024	March 31, 2023
Operational metrics - MAAUM/QAAUM							
1	Mutual fund QAAUM	(₹ in billions)	1,110.52	946.85	1,033.44	870.70	624.85
2	*B-30 MAAUM*	(₹ in billions)	279.24	231.28	243.14	201.98	133.88
3	*B-30 MAAUM / Total MAAUM*	(%)	23.98%	23.35%	23.86%	22.93%	21.56%
4	*MAAUM through Direct Plans / Total MAAUM*	(%)	26.55%	24.18%	26.37%	23.76%	21.96%
5	*Equity-oriented QAAUM*	(₹ in billions)	1,012.51	874.29	947.57	798.11	552.53
6	*Equity -oriented QAAUM / Mutual fund QAAUM*	(%)	91.17%	92.34%	91.69%	91.66%	88.43%
Operational metrics – SIP							
7	No. of outstanding SIP accounts	(count in millions)	2.14	2.22	2.37	2.29	2.32
8	SIP Monthly Contribution (SIP includes STP)	(₹ in billions)	7.47	7.75	7.51	7.64	8.13
9	SIP Month end AUM	(₹ in billions)	386.25	314.05	335.04	266.73	153.78
Financial Metrics							
10	Revenue from operations	(₹ in billions)	1.21	1.02	4.04	3.18	2.05
11	Revenue yield	(%)	0.11%	0.12%	0.39%	0.41%	0.36%
12	Operating margin	(%)	0.07%	0.07%	0.26%	0.26%	0.19%
13	Total expense %	(%)	0.04%	0.03%	0.14%	0.16%	0.17%
14	Profit before tax	(₹ in billions)	0.80	0.69	2.58	1.95	1.07
15	Profit after tax	(₹ in billions)	0.61	0.51	1.91	1.51	0.79
16	PAT yield	(%)	0.05%	0.05%	0.18%	0.20%	0.14%
17	Return on Net Worth	(%)	9.67%	10.64%	36.17%	38.57%	26.30%
Operational metrics- Distributor							
18	Number of distributors / distribution partners	(count)	52,343	45,834	50,935	43,666	36,574
19	Distributor segment-wise MAAUM	(%)					
	Banks		12.18%	13.17%	12.25%	13.42%	15.04%
	Mutual Fund Distributors		33.54%	35.08%	33.78%	35.16%	34.84%
	National Distributors		27.73%	27.56%	27.59%	27.65%	28.16%
	Direct		26.55%	24.18%	26.37%	23.76%	21.96%
20	Number of branches	(count)	25	23	23	23	22
Operational metrics – Investor							
21	Folio count	(count in millions)	5.05	4.75	5.02	4.71	4.31

22	Investor segment-wise MAAUM	(%)					
	Individual		86.88%	88.90%	87.11%	89.03%	87.85%
	Corporate / Institutional		13.12%	11.10%	12.89%	10.97%	12.15%

**Not annualized*

Notes:

1. *Mutual fund QAAUM represents Average AUM of Mutual fund schemes (excluding Domestic Fund of Funds schemes) managed by our Company, for the last quarter of the relevant Fiscal year / period.*
2. *B-30 MAAUM represents Monthly average AUM from Beyond top 30 locations (as defined by AMFI) for the last month of the relevant Fiscal year / period.*
3. *B-30 MAAUM / Total MAAUM (%) represents the ratio of Monthly Average AUM from Beyond top 30 locations (as defined by AMFI) to the total Monthly Average AUM of the Mutual fund schemes managed by our Company, for the last month of the relevant Fiscal year / period.*
4. *MAAUM through Direct Plans / Total MAAUM (%) represents the ratio of MAAUM forming part of Direct Plans of mutual funds schemes managed by our Company divided by the total MAAUM, for the last month of the relevant Fiscal year / period.*
5. *Equity-oriented QAAUM represents Average AUM of Equity-oriented mutual fund schemes managed by our Company, for the last quarter of the relevant Fiscal year / period. Equity oriented mutual funds includes equity-oriented schemes including hybrid funds (excluding conservative hybrid funds) and solution oriented funds. Further, Equity oriented mutual funds excludes domestic Fund of Funds.*
6. *Equity-oriented QAAUM / Mutual fund QAAUM (%) represents the ratio of Quarterly Average AUM of Equity-oriented mutual funds (as defined above) to the total Quarterly Average AUM of Mutual fund schemes (excluding Domestic Fund of Funds schemes) managed by our Company, for the last quarter of the relevant Fiscal year / period.*
7. *No. of outstanding SIP accounts represents the count of outstanding Systematic Investment Plan (SIP) accounts for the mutual fund schemes managed by our Company as of the last day of relevant Fiscal year / period.*
8. *SIP Monthly Contribution represents monthly actual inflows from Systematic Investment Plan (SIP) and Systematic Transfer Plan (STP) for the last month of relevant Fiscal year / period.*
9. *SIP Month end AUM represents total AUM outstanding subscribed through SIP as of the last day of relevant Fiscal year / period.*
10. *Revenue from operations represents revenue from operations as reported in the Annual report / financial results of our Company which, may apart from revenue from Asset Management services include revenue earned from PMS/Advisory, Net Gain on Fair Value Changes and Interest Income / Rental income for the relevant Fiscal year / period.*
11. *Revenue yield (%) represents the ratio of Revenue from operations for the relevant Fiscal year / period, divided by the Average AUM for the relevant Fiscal year / period. Average AUM for the relevant Fiscal year / period is computed as simple average of quarterly average AUMs for the relevant Fiscal year / period*
12. *Operating margin (%) represents the ratio of Operating Income, for the relevant Fiscal year / period, divided by Average AUM for the relevant Fiscal year / period. Operating Income is computed as Total Income less Operating expenses as reported in the Annual report / financial results of our Company.*
13. *Total expense (%) represents the ratio of total expenses as reported in the Annual report / financial results of our Company, for the relevant Fiscal year / period, divided by Average AUM for the relevant Fiscal year / period.*
14. *Profit before tax is the total of income less expenses (excluding tax expense), excluding the components of other comprehensive income. Profit before tax for the relevant Fiscal/ period attributable to Owners of the Company is reported in the Annual Report / financial statements for the relevant Fiscal/ period*
15. *Profit after tax is the total of income less expenses (including tax expense), excluding the components of other comprehensive income. Profit after tax for the relevant Fiscal/ period attributable to Owners of our Company is reported in the Annual Report / financial statements for the relevant Fiscal/ period.*
16. *PAT yield (%) represents the ratio of Profit after tax as reported in the Annual report / financial results of our Company, for the relevant Fiscal year / period, divided by Average AUM for the relevant Fiscal year / period.*
17. *Return on Net Worth (%) represents the ratio of Profit after tax as reported in the Annual report / financial results of our Company, for the relevant Fiscal year / period, divided by Average Net worth for the relevant Fiscal year / period. Average Net worth is computed as the average of (a) Net worth as at the last day of the preceding Fiscal year and (b) Net worth as at the last day of the relevant Fiscal year / period, as reported in the Annual report / financial results of our Company.*
18. *Number of distributors / distribution partners represent aggregate number of Distributors/Distribution Partners as reported by our Company as of the last day of relevant Fiscal year / period.*
19. *Distributor segment-wise MAAUM (%) represents the split of Monthly Average AUM for the last month of the relevant Fiscal year / period, based on the type of distributor such as Banks, Mutual Fund Distributors, National Distributors and Direct channel.*
20. *Number of branches represents the aggregate number of branches as reported by our Company as of the last day of relevant Fiscal year / period.*
21. *Folio count represents aggregate number of investor folios as reported by our Company as of the last day of relevant Fiscal year / period.*
22. *Investor segment-wise MAAUM (%) represents the split of Monthly Average AUM for the last month of the relevant Fiscal year / period based on the type of Investor segment (Individual and Institutional).*

For details of our other operating metrics disclosed elsewhere in this Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 232 and 390, respectively.

H. Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools.

Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. See "Risk Factors – *Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar and may consider them material to their assessment of our financial condition.* " on page 71.

The explanation of the above KPIs along with their relevance is set out below:

#	KPI	Explanation	Relevance
Operational metrics - MAAUM/QAAUM			
1	Mutual fund QAAUM	Mutual fund QAAUM represents Average AUM of Mutual fund schemes (excluding Domestic Fund of Funds schemes) managed by our Company, for the last quarter of the relevant Fiscal year / period.	This metric is used by the management to assess the growth in terms of scale of operations of our Company and scale of Assets under Management of mutual fund schemes managed by our Company.
2	B-30 MAAUM	B-30 MAAUM represents Monthly average AUM from Beyond top 30 locations (as defined by AMFI) for the last month of the relevant Fiscal year / period.	These metrics are used by the management to assess the composition of AUM from the Beyond top 30 cities (as defined by AMFI) within the overall AUM of the mutual fund schemes managed by our Company.
3	B-30 MAAUM / Total MAAUM (%)	B-30 MAAUM / Total MAAUM (%) represents the ratio of Monthly Average AUM from Beyond top 30 locations (as defined by AMFI) to the total Monthly Average AUM of the Mutual fund schemes managed by our Company, for the last month of the relevant Fiscal year / period.	
4	MAAUM through Direct Plans / Total MAAUM (%)	MAAUM through Direct Plans / Total MAAUM (%) represents the ratio of MAAUM forming part of Direct Plans of mutual funds schemes managed by our Company divided by the total MAAUM, for the last month of the relevant Fiscal year / period.	These metrics are used by the management to assess the composition of AUM sourced through direct channel, within the overall AUM of the mutual fund schemes managed by our Company.
5	Equity-oriented QAAUM	Equity-oriented QAAUM represents Average AUM of Equity-oriented mutual fund schemes managed by our Company, for the last quarter of the relevant Fiscal year / period. Equity oriented mutual funds includes equity-oriented schemes including hybrid funds (excluding conservative hybrid funds) and solution oriented funds. Further, Equity oriented mutual funds excludes domestic Fund of Funds.	These metrics are used by the management to assess the composition of Equity oriented AUM within the overall AUM of the mutual fund schemes managed by our Company.
6	Equity -oriented QAAUM / Mutual fund QAAUM %	Equity-oriented QAAUM / Mutual fund QAAUM (%) represents the ratio of Quarterly Average AUM of Equity-oriented mutual funds (as defined above) to the total Quarterly Average AUM of Mutual fund schemes (excluding Domestic Fund of Funds schemes) managed by our Company, for the last quarter of the relevant Fiscal year / period.	
Operational metrics - SIP			
7	No. of outstanding SIP accounts	No. of outstanding SIP accounts represents the count of outstanding Systematic Investment Plan (SIP) accounts for the mutual fund schemes managed by our Company as of the last day of relevant Fiscal year / period.	These metrics are used by the management to assess the growth and composition of Systematic Investment products, within the overall Assets under Management of the mutual funds schemes managed by our Company.
8	SIP Monthly Contribution (SIP includes STP)	SIP Monthly Contribution represents monthly actual inflows from Systematic Investment Plan (SIP) and Systematic Transfer Plan (STP) for the last month of relevant Fiscal year / period.	

#	KPI	Explanation	Relevance
9	SIP Month end AUM	SIP Month end AUM represents total AUM outstanding subscribed through SIP as of the last day of relevant Fiscal year / period.	
Financial Metrics			
10	Revenue from operations	Revenue from operations represents revenue from operations as reported in the Annual report / financial results of the Company which, may apart from revenue from Asset Management services include revenue earned from PMS/Advisory, Net Gain on Fair Value Changes and Interest Income / Rental income for the relevant Fiscal year / period.	These metrics are used by the management to assess the financial and profitability metrics of our Company.
11	Revenue yield (%)	Revenue yield (%) represents the ratio of Revenue from operations for the relevant Fiscal year / period, divided by the Average AUM for the relevant Fiscal year / period. Average AUM for the relevant Fiscal year / period is computed as simple average of quarterly average AUMs for the relevant Fiscal year / period	
12	Operating margin (%)	Operating margin (%) represents the ratio of Operating Income, for the relevant Fiscal year / period, divided by Average AUM for the relevant Fiscal year / period. Operating Income is computed as Total Income less Operating expenses as reported in the Annual report / financial results of our Company.	
13	Total expense (%)	Total expense (%) represents the ratio of total expenses as reported in the Annual report / financial results of our Company, for the relevant Fiscal year / period, divided by Average AUM for the relevant Fiscal year / period.	
14	Profit before tax	Profit before tax is the total of income less expenses (excluding tax expense), excluding the components of other comprehensive income. Profit before tax for the relevant Fiscal/ period attributable to Owners of our Company is reported in the Annual Report / financial statements for the relevant Fiscal/ period.	
15	Profit after tax	Profit after tax is the total of income less expenses (including tax expense), excluding the components of other comprehensive income. Profit after tax for the relevant Fiscal/ period attributable to Owners of our Company is reported in the Annual Report / financial statements for the relevant Fiscal/ period.	
16	PAT yield (%)	PAT yield (%) represents the ratio of Profit after tax as reported in the Annual report / financial results of our Company, for the relevant Fiscal year / period, divided by Average AUM for the relevant Fiscal year / period.	

#	KPI	Explanation	Relevance
17	Return on Net Worth (%)	Return on Net Worth (%) represents the ratio of Profit after tax as reported in the Annual report / financial results of the Company, for the relevant Fiscal year / period, divided by Average Net worth for the relevant Fiscal year / period. Average Net worth is computed as the average of (a) Net worth as at the last day of the preceding Fiscal year and (b) Net worth as at the last day of the relevant Fiscal year / period, as reported in the Annual report / financial results of the Company.	
Operational metrics- Distributor			
18	Number of distributors / distribution partners	Number of distributors / distribution partners represent aggregate number of Distributors/Distribution Partners as reported by our Company as of the last day of relevant Fiscal year / period.	These metrics are used by the management to assess the growth and composition of distribution network for the mutual fund schemes managed by our Company
19	Distributor segment-wise MAAUM (%)	Distributor segment-wise MAAUM (%) represents the split of Monthly Average AUM for the last month of the relevant Fiscal year / period, based on the type of distributor such as Banks, Mutual Fund Distributors, National Distributors and Direct channel.	
20	Number of branches	Number of branches represents the aggregate number of branches as reported by our Company as of the last day of relevant Fiscal year / period.	
Operational metrics - Investor			
21	Folio count	Folio count represents aggregate number of investor folios as reported by our Company as of the last day of relevant Fiscal year / period.	These metrics are used by the management to assess the growth and composition of investors for the mutual fund schemes managed by our Company
22	Investor segment-wise MAAUM (%)	Investor segment-wise MAAUM (%) represents the split of Monthly Average AUM for the last month of the relevant Fiscal year / period based on the type of Investor segment (Individual and Institutional).	

Note: *Reference to "Annual Report / financial statements" in above refers to Restated Financial Information for our Company*

I. Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any additions or dispositions to its business during the Financial Year 2025, 2024 and 2023 and the three months periods ended June 30, 2025 and June 30, 2024.

J. Comparison of its KPIs with Listed Industry Peers

Set forth below is a comparison of our KPIs with our peer group companies listed in India and operating in the same industry as our Company, whose business profile is comparable to our business in terms of our size and our business model. While our Company considers the following companies as listed peers, the definitions and explanation considered for the below KPIs by such peer companies may not be the same as our Company. Accordingly, certain KPIs of our Company stated below, should be read in the context of the definitions and explanation provided in this section, and shall not be considered as comparable with below mentioned peer companies:

			Canara Robeco Asset Management Company					HDFC Asset Management Company Limited #				
					As of and for the Financial Year					As of and for the Financial Year		
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023
Operational metrics - MAAUM/QAAUM												
1.	Mutual fund QAAUM	(₹ in billions)	1,110.52	946.85	1,033.44	870.70	624.85	8,286.01	6,715.83	7,739.98	6,129.05	4,497.66
2.	B-30 MAAUM	(₹ in billions)	279.24	231.28	243.14	201.98	133.88	1,659.80	1,356.74	1,452.67	1,189.63	791.73
3.	B-30 MAAUM / Total MAAUM (%)	(%)	23.98%	23.35%	23.86%	22.93%	21.56%	19.41%	19.38%	19.05%	19.07%	17.79%
4.	MAAUM through Direct Plans / Total MAAUM (%)	(%)	26.55%	24.18%	26.37%	23.76%	21.96%	42.74%	39.48%	42.32%	39.50%	41.19%
5.	Equity-oriented QAAUM	(₹ in billions)	1,012.51	874.29	947.57	798.11	552.53	5,165.59	4,193.56	4,788.27	3,756.34	2,376.61
6.	Equity -oriented QAAUM / Mutual fund QAAUM %	(%)	91.17%	92.34%	91.69%	91.66%	88.43%	62.34%	62.44%	61.86%	61.29%	52.84%
Operational metrics – SIP												
7.	No. of outstanding SIP accounts	(count in millions)	2.14	2.22	2.37	2.29	2.32	NA	NA	NA	NA	NA
8.	SIP Monthly Contribution (SIP includes STP)	(₹ in billions)	7.47	7.75	7.51	7.64	8.13	40.1	32.1	36.5	29.3	17.1
9.	SIP Month end AUM	(₹ in billions)	386.25	314.05	335.04	266.73	153.78	2,009.00	1,613.00	1,756.00	1,398.00	859.00
Financial metrics												
10.	Revenue from operations	(₹ in billions)	1.21	1.02	4.04	3.18	2.05	9.68	7.75	34.98	25.84	21.67
11.	Revenue yield (%)	(%)	0.11%	0.12%	0.39%	0.41%	0.36%	0.12%	0.12%	0.47%	0.48%	0.50%
12.	Operating margin (%)	(%)	0.07%	0.07%	0.26%	0.26%	0.19%	0.12%	0.11%	0.44%	0.46%	0.43%
13.	Total expense (%)	(%)	0.04%	0.03%	0.14%	0.16%	0.17%	0.03%	0.03%	0.10%	0.13%	0.14%
14.	Profit before tax	(₹ in billions)	0.80	0.69	2.58	1.95	1.07	9.86	7.52	32.86	24.78	18.71

			Canara Robeco Asset Management Company					HDFC Asset Management Company Limited #				
					As of and for the Financial Year					As of and for the Financial Year		
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023
15.	Profit after tax	(₹ in billions)	0.61	0.51	1.91	1.51	0.79	7.48	6.04	24.61	19.46	14.24
16.	PAT yield (%)	(%)	0.05%	0.05%	0.18%	0.20%	0.14%	0.09%	0.09%	0.33%	0.36%	0.33%
17.	Return on Net Worth (%)	(%)	9.67%	10.64%	36.17%	38.57%	26.30%	9.90%	9.09%	32.35%	29.51%	24.47%
Operational metrics – Distributor												
18.	Number of distributors / distribution partners	(count)	52,343	45,834	50,935	43,666	36,574	99,000	85,000	95,000	85,000	75,000
19.	Distributor segment-wise MAAUM (%)	(%)										
	Banks		12.18%	13.17%	12.25%	13.42%	15.04%	10%	11%	11%	11%	11%
	Mutual Fund Distributors		33.54%	35.08%	33.78%	35.16%	34.84%	26%	28%	27%	29%	29%
	National Distributors		27.73%	27.56%	27.59%	27.65%	28.16%	22%	21%	22%	21%	20%
	Direct		26.55%	24.18%	26.37%	23.76%	21.96%	42%	39%	41%	38%	41%
20.	Number of branches	(count)	25	23	23	23	22	280	255	280	254	228
Operational metrics – Investor												
21.	Folio count	(count in millions)	5.05	4.75	5.02	4.71	4.31	NA	NA	NA	NA	NA
22.	Investor segment-wise MAAUM (%)											
	Individual	(%)	86.88%	88.90%	87.11%	89.03%	87.85%	69.64%	71.37%	69.60%	70.77%	67.21%
	Corporate / Institutional	(%)	13.12%	11.10%	12.89%	10.97%	12.15%	30.36%	28.63%	30.40%	29.23%	32.79%

			Canara Robeco Asset Management Company					Nippon Life India Asset Management Limited #				
					As of and for the Financial Year					As of and for the Financial Year		
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023
Operational metrics - MAAUM/QAAUM												
1.	Mutual fund QAAUM	(₹ in billions)	1,110.52	946.85	1,033.44	870.70	624.85	6,127.24	4,837.91	5,571.99	4,313.08	2,931.59
2.	B-30 MAAUM	(₹ in billions)	279.24	231.28	243.14	201.98	133.88	1,256.04	998.89	1,114.13	862.04	556.80
3.	B-30 MAAUM / Total MAAUM (%)	(%)	23.98%	23.35%	23.86%	22.93%	21.56%	19.65%	19.61%	20.02%	19.50%	19.01%
4.	MAAUM through Direct Plans / Total MAAUM (%)	(%)	26.55%	24.18%	26.37%	23.76%	21.96%	56.54%	54.02%	56.38%	53.98%	54.12%
5.	Equity-oriented QAAUM	(₹ in billions)	1,012.51	874.29	947.57	798.11	552.53	2,906.18	2,350.45	2,677.43	2,074.60	1,279.85
6.	Equity - oriented QAAUM / Mutual fund QAAUM %	(%)	91.17%	92.34%	91.69%	91.66%	88.43%	47.43%	48.58%	48.05%	48.10%	43.66%
Operational metrics – SIP												
7.	No. of outstanding SIP accounts	(count in millions)	2.14	2.22	2.37	2.29	2.32	NA	NA	NA	NA	NA
8.	SIP Monthly Contribution (SIP includes STP)	(₹ in billions)	7.47	7.75	7.51	7.64	8.13	33.2	25.8	31.8	23.3	11.2
9.	SIP Month end AUM	(₹ in billions)	386.25	314.05	335.04	266.73	153.78	1530	1200	1300	987	580
Financial metrics												

			Canara Robeco Asset Management Company					Nippon Life India Asset Management Limited #				
					As of and for the Financial Year					As of and for the Financial Year		
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023
10.	Revenue from operations	(₹ in billions)	1.21	1.02	4.04	3.18	2.05	5.64	4.66	20.65	15.21	12.59
11.	Revenue yield (%)	(%)	0.11%	0.12%	0.39%	0.41%	0.36%	0.09%	0.10%	0.38%	0.41%	0.44%
12.	Operating margin (%)	(%)	0.07%	0.07%	0.26%	0.26%	0.19%	0.09%	0.09%	0.31%	0.36%	0.32%
13.	Total expense (%)	(%)	0.04%	0.03%	0.14%	0.16%	0.17%	0.03%	0.03%	0.13%	0.16%	0.18%
14.	Profit before tax	(₹ in billions)	0.80	0.69	2.58	1.95	1.07	5.10	4.21	16.55	12.94	9.18
15.	Profit after tax	(₹ in billions)	0.61	0.51	1.91	1.51	0.79	3.85	3.17	12.52	10.47	7.15
16.	PAT yield (%)	(%)	0.05%	0.05%	0.18%	0.20%	0.14%	0.06%	0.07%	0.23%	0.28%	0.25%
17.	Return on Net Worth (%)	(%)	9.67%	10.64%	36.17%	38.57%	26.30%	NA	NA	31.98%	28.97%	21.09%
Operational metrics – Distributor												
18.	Number of distributors / distribution partners	(count)	52,343	45,834	50,935	43,666	36,574	1,16,100	1,04,300	1,11,400	1,01,400	91,000
19.	Distributor segment-wise MAAUM (%)	(%)										
	Banks		12.18%	13.17%	12.25%	13.42%	15.04%	11%	11%	11%	11%	10%
	Mutual Fund Distributors		33.54%	35.08%	33.78%	35.16%	34.84%	25%	26%	25%	26%	27%
	National Distributors		27.73%	27.56%	27.59%	27.65%	28.16%	8%	9%	8%	9%	9%
	Direct		26.55%	24.18%	26.37%	23.76%	21.96%	57%	54%	56%	54%	54%
20.	Number of branches	(count)	25	23	23	23	22	197	192	198	192	191
Operational metrics – Investor												

			Canara Robeco Asset Management Company					Nippon Life India Asset Management Limited #				
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	As of and for the Financial Year			As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	As of and for the Financial Year		
					March 31, 2025	March 31, 2024	March 31, 2023			March 31, 2025	March 31, 2024	March 31, 2023
21.	Folio count	(count in millions)	5.05	4.75	5.02	4.71	4.31	33.4	26.3	32.5	24.3	19.6
22.	Investor segment-wise MAAUM (%)											
	Individual	(%)	86.88%	88.90%	87.11%	89.03%	87.85%	59.12%	58.48%	59.27%	58.32%	55.54%
	Corporate / Institutional	(%)	13.12%	11.10%	12.89%	10.97%	12.15%	40.88%	41.52%	40.73%	41.68%	44.46%

			Canara Robeco Asset Management Company					Aditya Birla Sun Life AMC Limited #				
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	As of and for the Financial Year			As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	As of and for the Financial Year		
					March 31, 2025	March 31, 2024	March 31, 2023			March 31, 2025	March 31, 2024	March 31, 2023
Operational metrics - MAAUM/QAAUM												
1.	Mutual fund QAAUM	(₹ in billions)	1,110.52	946.85	1,033.44	870.70	624.85	4,034.79	3,525.42	3,817.24	3,317.09	2,752.04
2.	B-30 MAAUM	(₹ in billions)	279.24	231.28	243.14	201.98	133.88	722.19	642.08	645.34	578.16	448.46
3.	B-30 MAAUM / Total MAAUM (%)	(%)	23.98%	23.35%	23.86%	22.93%	21.56%	17.42%	17.74%	17.05%	17.50%	16.76%
4.	MAAUM through Direct Plans / Total MAAUM (%)	(%)	26.55%	24.18%	26.37%	23.76%	21.96%	52.57%	49.17%	52.17%	47.91%	46.47%

			Canara Robeco Asset Management Company					Aditya Birla Sun Life AMC Limited #				
					As of and for the Financial Year					As of and for the Financial Year		
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023
5.	Equity-oriented QAAUM	(₹ in billions)	1,012.51	874.29	947.57	798.11	552.53	1,774.28	1,605.74	1,667.40	1,506.66	1,150.32
6.	Equity - oriented QAAUM / Mutual fund QAAUM %	(%)	91.17%	92.34%	91.69%	91.66%	88.43%	43.97%	45.55%	43.68%	45.42%	41.80%
Operational metrics – SIP												
7.	No. of outstanding SIP accounts	(count in millions)	2.14	2.22	2.37	2.29	2.32	3.86	4.05	4.23	3.58	3.29
8.	SIP Monthly Contribution (SIP includes STP)	(₹ in billions)	7.47	7.75	7.51	7.64	8.13	11.40	13.67	13.16	12.52	10.03
9.	SIP Month end AUM	(₹ in billions)	386.25	314.05	335.04	266.73	153.78	NA	NA	NA	NA	NA
Financial metrics												
10.	Revenue from operations	(₹ in billions)	1.21	1.02	4.04	3.18	2.05	4.42	3.80	16.59	13.30	12.05
11.	Revenue yield (%)	(%)	0.11%	0.12%	0.39%	0.41%	0.36%	0.11%	0.11%	0.44%	0.43%	0.43%
12.	Operating margin (%)	(%)	0.07%	0.07%	0.26%	0.26%	0.19%	0.10%	0.09%	0.34%	0.33%	0.29%
13.	Total expense (%)	(%)	0.04%	0.03%	0.14%	0.16%	0.17%	0.05%	0.05%	0.19%	0.20%	0.19%
14.	Profit before tax	(₹ in billions)	0.80	0.69	2.58	1.95	1.07	3.72	3.02	12.39	10.02	7.88
15.	Profit after tax	(₹ in billions)	0.61	0.51	1.91	1.51	0.79	2.77	2.34	9.25	7.74	5.91
16.	PAT yield (%)	(%)	0.05%	0.05%	0.18%	0.20%	0.14%	0.07%	0.07%	0.25%	0.25%	0.21%

			Canara Robeco Asset Management Company					Aditya Birla Sun Life AMC Limited #				
					As of and for the Financial Year					As of and for the Financial Year		
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023
17.	Return on Net Worth (%)	(%)	9.67%	10.64%	36.17%	38.57%	26.30%	7.18%	7.12%	26.97%	27.34%	25.09%
Operational metrics – Distributor												
18.	Number of distributors / distribution partners	(count)	52,343	45,834	50,935	43,666	36,574	89,000	83,000	89,000	81,000	72,000
19.	Distributor segment-wise MAAUM (%)	(%)										
	Banks		12.18%	13.17%	12.25%	13.42%	15.04%	8%	8%	8%	8%	9%
	Mutual Fund Distributors		33.54%	35.08%	33.78%	35.16%	34.84%	34%	33%	32%	34%	32%
	National Distributors		27.73%	27.56%	27.59%	27.65%	28.16%	16%	16%	17%	17%	18%
	Direct		26.55%	24.18%	26.37%	23.76%	21.96%	42%	43%	43%	41%	41%
20.	Number of branches	(count)	25	23	23	23	22	300	300	300	290	290
Operational metrics – Investor												
21.	Folio count	(count in millions)	5.05	4.75	5.02	4.71	4.31	10.70	9.40	10.60	8.59	8.05
22.	Investor segment-wise MAAUM (%)											
	Individual	(%)	86.88%	88.90%	87.11%	89.03%	87.85%	49.16%	51.31%	48.74%	52.43%	52.45%
	Corporate / Institutional	(%)	13.12%	11.10%	12.89%	10.97%	12.15%	50.84%	48.69%	51.26%	47.57%	47.55%

			Canara Robeco Asset Management Company					UTI Asset Management Company Limited #				
					As of and for the Financial Year					As of and for the Financial Year		
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023
Operational metrics - AUM/QAAUM												
1.	Mutual fund QAAUM	(₹ in billions)	1,110.52	946.85	1,033.44	870.70	624.85	3,608.67	3,106.97	3,397.50	2,908.81	2,387.91
2.	B-30 MAAUM	(₹ in billions)	279.24	231.28	243.14	201.98	133.88	738.60	652.01	670.21	662.71	525.83
3.	B-30 MAAUM / Total MAAUM (%)	(%)	23.98%	23.35%	23.86%	22.93%	21.56%	19.87%	20.13%	19.81%	22.62%	22.41%
4.	MAAUM through Direct Plans / Total MAAUM (%)	(%)	26.55%	24.18%	26.37%	23.76%	21.96%	27.89%	26.84%	28.70%	26.60%	28.57%
5.	Equity-oriented QAAUM	(₹ in billions)	1,012.51	874.29	947.57	798.11	552.53	1,331.50	1,194.68	1,272.36	1,137.28	930.40
6.	Equity - oriented QAAUM / Mutual fund QAAUM %	(%)	91.17%	92.34%	91.69%	91.66%	88.43%	36.90%	38.45%	37.45%	39.10%	38.96%
Operational metrics – SIP												
7.	No. of outstanding SIP accounts	(count in millions)	2.14	2.22	2.37	2.29	2.32	NA	NA	NA	NA	NA
8.	SIP Monthly Contribution (SIP includes STP)	(₹ in billions)	7.47	7.75	7.51	7.64	8.13	7.57	6.24	7.31	5.90	5.73

			Canara Robeco Asset Management Company					UTI Asset Management Company Limited #				
					As of and for the Financial Year					As of and for the Financial Year		
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	March 31, 2025	March 31, 2024	March 31, 2023
9.	SIP Month end AUM	(₹ in billions)	386.25	314.05	335.04	266.73	153.78	421.96	360.95	375.91	307.47	215.09
Financial metrics												
10.	Revenue from operations	(₹ in billions)	1.21	1.02	4.04	3.18	2.05	4.37	3.87	14.49	13.37	10.92
11.	Revenue yield (%)	(%)	0.11%	0.12%	0.39%	0.41%	0.36%	0.12%	0.13%	0.43%	0.50%	0.47%
12.	Operating margin (%)	(%)	0.07%	0.07%	0.26%	0.26%	0.19%	0.08%	0.08%	0.27%	0.29%	0.24%
13.	Total expense (%)	(%)	0.04%	0.03%	0.14%	0.16%	0.17%	0.04%	0.05%	0.17%	0.21%	0.23%
14.	Profit before tax	(₹ in billions)	0.80	0.69	2.58	1.95	1.07	2.84	2.49	8.73	7.66	5.54
15.	Profit after tax	(₹ in billions)	0.61	0.51	1.91	1.51	0.79	2.16	1.86	6.54	6.01	4.24
16.	PAT yield (%)	(%)	0.05%	0.05%	0.18%	0.20%	0.14%	0.06%	0.06%	0.19%	0.22%	0.18%
17.	Return on Net Worth (%)	(%)	9.67%	10.64%	36.17%	38.57%	26.30%	5.57%	4.91%	17.50%	17.08%	13.04%
Operational metrics – Distributor												
18.	Number of distributors / distribution partners	(count)	52,343	45,834	50,935	43,666	36,574	75,000	69,390	73,900	67,600	62,500
19.	Distributor segment-wise MAAUM (%)	(%)										
	Banks		12.18%	13.17%	12.25%	13.42%	15.04%	NA	NA	NA	NA	NA
	Mutual Fund Distributors		33.54%	35.08%	33.78%	35.16%	34.84%	NA	NA	NA	NA	NA

			Canara Robeco Asset Management Company					UTI Asset Management Company Limited #				
Sr. No.	Particulars	Units	As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	As of and for the Financial Year			As at and for the three months period ended June 30, 2025*	As at and for the three months period ended June 30, 2024*	As of and for the Financial Year		
					March 31, 2025	March 31, 2024	March 31, 2023			March 31, 2025	March 31, 2024	March 31, 2023
	National Distributors		27.73%	27.56%	27.59%	27.65%	28.16%	NA	NA	NA	NA	NA
	Direct		26.55%	24.18%	26.37%	23.76%	21.96%	NA	NA	NA	NA	NA
20.	Number of branches	(count)	25	23	23	23	22	255	190	255	193	166
Operational metrics – Investor												
21.	Folio count	(count in millions)	5.05	4.75	5.02	4.71	4.31	13.5	12.5	13.3	12.4	12.2
22.	Investor segment-wise MAAUM (%)											
	Individual	(%)	86.88%	88.90%	87.11%	89.03%	87.85%	44.98%	44.88%	44.29%	45.13%	44.50%
	Corporate / Institutional	(%)	13.12%	11.10%	12.89%	10.97%	12.15%	55.02%	55.12%	55.71%	54.87%	55.50%

**Not annualized*
#On standalone basis
NA – Information not publicly available

Source: All the financial information for listed industry peers mentioned above is on a standalone basis and is extracted or derived from (a) their Annual reports, Financial statements and other information, as available on the website of the stock exchanges and the respective companies, (b) information submitted by respective companies to The Association of Mutual Funds in India (AMFI) as available on the website of AMFI.

Note: (1) For notes and definitions of KPIs, please see "- *Key Performance Indicators ("**KPIs**")"* on page 133.

K. Price per share of our Company based on primary/ new issue of Equity Shares (excluding Equity Shares issued under ESOP scheme and issuance of bonus shares) during the 18 months preceding the date of this certificate, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transactions) in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances"):

No Equity Shares or convertible securities have been transacted (excluding Equity Shares issued under ESOP scheme and issuance of bonus shares) during the 18 months preceding the date of this certificate, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transactions) in a single transaction or multiple transactions combined together over a span of rolling 30 days.

L. Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving our Promoters, members of the Promoter Group or other shareholders with the right to nominate directors on our Board during the 18 months preceding the date of filing of this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions"):

No Equity Shares or convertible securities have been transacted (excluding by way of gifts) by the Promoters, members of Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on the Board, during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transactions), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

M. If there are no such transactions to report under K and L, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where our Promoters, members of the Promoter Group or other shareholders with the right to nominate directors on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Red Herring Prospectus irrespective of the size of transactions:

The information based on last five Primary Transactions, not older than three years prior to the date this Red Herring Prospectus irrespective of the size, is as provided below:

S. No.	Name of the acquirer/shareholder	Date of allotment of Equity Shares	Nature of allotment	Number of Equity Shares allotted
1.	Canara Bank	September 19, 2024	Bonus	76,277,166*
2.	ORIX Corporation N.V. (previously known as Robeco Groep N.V.)	September 19, 2024	Bonus	73,285,905

** It includes 600 Equity Shares allotted to each jointly held by Canara Bank with of Ranjeet Kumar Jha, Gopikrishna Puttaganti, Alok Kumar Agarwal, Purshottam Chand, Mahesh Muralidhar Pai, Polipalli Venkateswaralu Janardhan Rao, jointly with Canara Bank, pursuant to bonus issue on September 19, 2024*

There are no Secondary Transactions, not older than three years prior to the date this Red Herring Prospectus irrespective of the size.

N. Weighted average cost of acquisition, floor price and cap price

In respect of the above transactions, set out below are the details of the weighted average cost of acquisition as compared to the Floor Price and Cap Price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)#	Floor price* (i.e. ₹ [●])	Cap price* (i.e. ₹ [●])
Weighted average cost of acquisition of Primary Issuances	NA	[●]	[●]
Weighted average cost of acquisition of Secondary Transactions	NA	[●]	[●]
Since there were no primary or secondary transactions of Equity Shares of our Company during the 18 months preceding the date of filing of this Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoters, members of the Promoter Group or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Red Herring Prospectus irrespective of the size of the transaction, is as below:			
Based on primary issuance	NIL	[●]	[●]
Based on secondary transactions	NA	[●]	[●]

**To be updated at the Prospectus stage.*

As certified by G.P. Kapadia & Co., Chartered Accountants by way of their certificate dated October 3, 2025.

O. Justification for Basis of Offer Price

1. The following provides an explanation to the Offer Price/ Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoters, members of the Promoter Group by way of primary and secondary transactions in the last 18 months preceding the date of this Red Herring Prospectus compared to our Company's KPIs and financial ratios for the Financial Year 2025, 2024 and 2023 and three months periods ended June 30, 2025 and June 30, 2024

[●]*

* *To be included on finalisation of Price Band and will be updated at the Prospectus stage.*

2. The following provides an explanation to the Offer Price/ Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoters, members of the Promoter Group by way of primary and secondary transactions in the last 18 months preceding the date of this Red Herring Prospectus in view of external factors, if any, which may have influenced the pricing of the Offer

[●]*

* *To be included on finalisation of Price Band and will be updated at the Prospectus stage.*

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

The Offer Price of ₹[●] has been determined by our Company in consultation with the Book Running Lead Managers, on the basis of market demand from investors for Equity Shares through the Book Building Process.

Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 32, 232, 328 and 390, respectively, to have a more informed view.

STATEMENT OF SPECIAL TAX BENEFITS

Date: September 22, 2025

The Board of Directors,
Canara Robeco Asset Management Company Limited
Construction House, 4th Floor,
5 Walchand Hirachand Marg,
Ballard Estate, Mumbai City,
Mumbai - 400001
Maharashtra, India

Sub: Statement of possible special tax benefit (the "Statement") available to Canara Robeco Asset Management Company Limited (the "Company"), and its shareholders prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended (the "SEBI ICDR Regulations) in connection with the proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of the Company (such offering, the "Offer")

1. We, Borkar & Muzumdar, Chartered Accountants, the statutory auditors of the Company, hereby confirm that the enclosed Annexure A prepared by the Company ("Statement") for the Offer, provides the possible special tax benefits available to the Company and to its shareholders under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Income-tax Rules, 1962, circulars and notifications issued in connection thereto as applicable to the assessment year 2026-27 relevant to the financial year 2025-26, 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, respective State Goods and Services Tax Act, 2017 (read with the rules, circulars and notifications issued in connection thereto) (collectively, "**GST Act**"), Finance Act, 2025, Customs Act, 1962 and the Customs Tariff Act, 1975 (read with the rules, circulars and notifications issued in connection thereto) (collectively, "**Taxation Laws**"). Several of these benefits are dependent on the Company, or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company, and/or its shareholders identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.

2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the Statement. Any benefits under the taxation laws other than those specified in the Statement are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in the Statement have not been examined and covered by this statement.

3. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

4. The benefits discussed in the enclosed Statement are not exhaustive and the preparation of the contents is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

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

   i. the Company or its shareholders will continue to obtain these benefits in the future; or;

   ii. the conditions prescribed for availing of the benefits, where applicable have been/would be met with.

   iii. The revenue authorities/courts will concur with the views expressed herein.

6. Our views expressed in the enclosed Annexure are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the existing provisions of taxation laws in force in India

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. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors and third parties who may or may not invest in the initial public offer relying on the statement.

7. This report is addressed to, and provided to, the Board of Directors of the Company. The enclosed Statement is intended solely for your information and for inclusion in the updated draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Offer, and should not be used by any other person or 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. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

Yours faithfully,

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

Brijmohan Agarwal
Partner
Membership Number: 033254
UDIN: 25033254BMIOAF3333

Place: Mumbai

Date: September 22, 2025

ANNEXURE A: STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN INDIA

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term '*special tax benefits*' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company and its shareholders, the same would include those benefits as enumerated in this Annexure. Any benefits under the Taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure have not been reviewed and covered by this statement.

UNDER THE INCOME TAX ACT, 1961 ('Act') READ WITH INCOME-TAX RULES, 1962 ('RULES')

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

i) Corporate tax rate under section 115BAA of the Act

As per section 115BAA of the Act an option is granted to the domestic companies to apply corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%), provided the Company does not avail specified exemptions / incentives and complies with other conditions specified therein. Further, such companies are not required to pay Minimum Alternate Tax ("MAT") on book profits under section 115JB of the Act.

The Company has exercised the aforesaid option to be taxed at the reduced rate of 25.17% (including surcharge and cess) from AY 2020-21 onwards.

II. Special tax benefits available to Shareholders

i) Deduction in respect of inter-corporate dividends under section 80M of the Act

As per section 80M of the Act, a domestic company is allowed a deduction for dividend income provided the company also distributes dividend to its shareholders within the prescribed time limit and subject to prescribed limits.

Accordingly, the domestic shareholders of the Company may be applying deduction under section 80M of the Act, subject to fulfillment of conditions as specified therein.

ii) Beneficial rate of TDS on dividend income paid to foreign shareholders

Dividend income received from the Company by non-resident shareholder is chargeable to tax at the rate of 20% (excluding applicable surcharge and cess) as per section 115A of the Act. However, in terms of section 90, non-residents are eligible to apply the beneficial rates provided under the Double Taxation Avoidance Agreement ("DTAA/ Tax Treaty") to the extent is it more beneficial than the provisions of the Act. The DTAA benefits are available subject to satisfying the eligibility conditions and furnishing the requisite documents.

UNDER INDIRECT TAX LAWS - GOODS AND SERVICE TAX ACT, 2017 (GST ACT) READ WITH ITS RULES AND REGULATIONS (i.e., GST LEGISLATION)

I. Special Tax Benefits applicable to the Company:

i) There are no Special Tax Benefits applicable to the Company under the GST Legislation.

II. Special Tax Benefits applicable to its shareholders:

i) There are no Special Tax Benefits applicable to its shareholder under the GST Legislation.

Notes:

i. The Company does not have any subsidiary.
ii. The above Statement of Tax benefits sets out the special tax benefits available to the Company, and its shareholders under the Taxation Laws.
iii. The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law.

iv. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

v. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

vi. This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders / investors are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India.

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*The information in this section is from the report titled "**Assessment of Mutual Fund industry in India**" dated September 2025 (the "**CRISIL Report**"), prepared and released by Crisil Intelligence (formerly known as CRISIL Market Intelligence & Analytics) ("**CRISIL Intelligence**"), which has been exclusively paid for and commissioned by our Company pursuant to an engagement letter dated February 4, 2025 for an agreed fee and prepared exclusively in connection with the Offer. The CRISIL Report is available on the website of our Company at https://www.canararobeco.com/company/shareholder-corner. There are no parts, data or information (which may be relevant for the Offer), that has been left out or changed in any manner.*

Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant calendar year.

The CRISIL Report was prepared on the basis of information as of specific dates and opinions in the CRISIL Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates, which may no longer be current or reflect current trends. Further, forecasts, estimates, predictions, and other forward-looking statements contained in the CRISIL Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. Accordingly, investment decisions should not be based on such information.

Also see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" and "Risk Factors — Internal Risk Factors — This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL Intelligence, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks." on pages 30 and 68, respectively. Our Company, our Promoters, entities forming part of our Promoter Group, our Directors, Key Managerial Personnel and members of the Senior Management are not related to CRISIL Intelligence as a consequence of this engagement.

MACROECONOMIC SCENARIO IN INDIA

As per IMF, Global economy is expected to grow at 3% both in 2025 and 3.1% in 2026

As per the International Monetary Fund ("IMF") (World Economic Outlook – July (Update) 2025), global GDP growth prospects for 2025 are projected at 3% and 2026 is 3.1%. Global growth numbers have been revised upwards on account of stronger-than-expected front-loading in anticipation of higher tariffs, lower average effective US tariff rates than announced in April, an improvement in financial conditions, including due to a weaker US dollar, and fiscal expansion in some major jurisdictions. Global inflation is projected at 4.2% in 2025 and 3.6% in 2026. Furthermore, the risks to inflation remain significant going forward, with likely tariffs being imposed by US on imports.

With global financial conditions easing, the US economy saw an upturn with real GDP growing at an annualised rate of 3.3% for second quarter of 2025, after decline of 0.5% in first quarter of 2025. Consumer spending grew by 1.6%, following a weak 0.4% rise in the previous quarter. A surge in imports and business investment, particularly in information processing equipment, suggests firms and households front-loaded purchases in anticipation of tariff-driven price increases. The euro area's GDP rose 1.4 % in the second quarter of 2025 compared to second quarter of 2024. UK's economic growth rose to 1.2% y-o-y in the second quarter of 2025 from modest 0.7% in the first quarter of 2025, owing to significant front-loading by businesses and households in anticipation of tariffs.

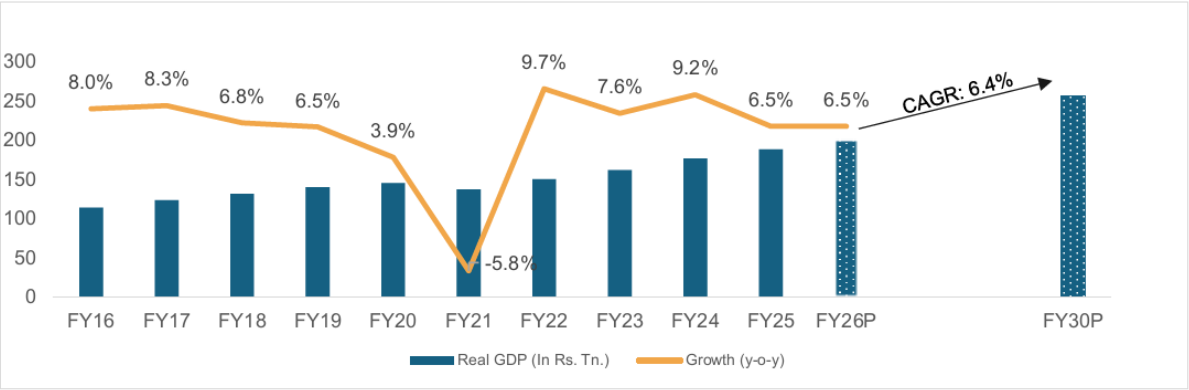
India expected to remain one of the fastest growing economies in the world

The Indian economy was amongst the fastest-growing in the world prior to onset of the COVID-19 pandemic. In the years leading up to the global health crisis which disrupted economic activities, the country's economic indicators posted gradual improvements owing to strong local consumption and lower reliance on global demand. Despite global

geopolitical instability in middle east and Russia Ukraine war, India continues to maintain its position as one of the fastest-growing economies globally. In March 2025, the National Statistical Office ("**NSO**"), in its second advance estimate of national income, projects the country's real gross domestic product (GDP) to expand 6.5% on-year this fiscal.

Crisil Intelligence expects GDP growth rate to be steady at 6.5% in Fiscal 2026. Private consumption is expected improve further on expectations of healthy agricultural production and cooling food inflation. Softer food inflation should create space in household budgets for discretionary spending. Secondly, the tax benefits announced in Union Budget 2025-2026 and increased allocations towards key asset- and employment generating schemes are expected to support consumption. Easing monetary policy by the Reserve Bank of India ("**RBI**") is expected to support discretionary consumption. Crisil Intelligence expects the RBI's Monetary Policy Committee ("**MPC**") to cut the repo rate by 50-75 bps in Fiscal 2026. The central bank's recent liquidity-easing measures and easier regulations for non-banking financial companies are expected to transmit the benefits from an easier monetary policy to the broader economy.

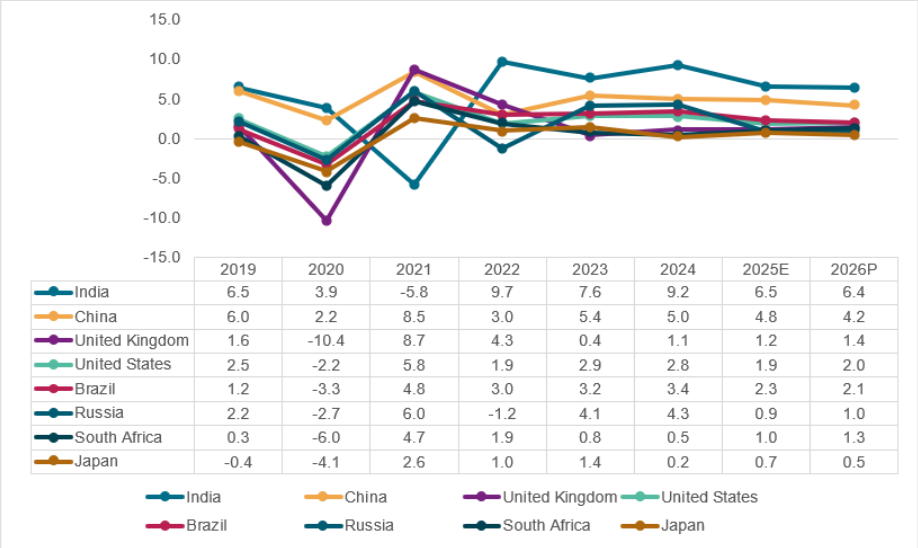
India's economy expected to remain steady at 6.5% in Fiscal 2026



Note: E – estimated, P – projected. GDP growth until fiscal 2024 is actual. GDP estimate for fiscal 2025 is based on the NSO's second advance estimates. GDP projection for fiscal 2026 is based on Crisil Intelligence estimates and that for fiscals 2026-2030 is based on International Monetary Fund (IMF) estimates, Source: NSO, Crisil Intelligence, IMF (World Economic Outlook –July 2025)

Over the past few fiscals (Fiscal 2022-2025), Indian economy has outperformed its global counterparts by witnessing a faster growth. In IMF's July 2025 update, it raised the GDP growth forecast for India highlighting India's improved prospect for private consumption particularly in rural areas. Going forward as well, the IMF projects that Indian economy will remain strong and would continue to be one of the fastest growing economies.

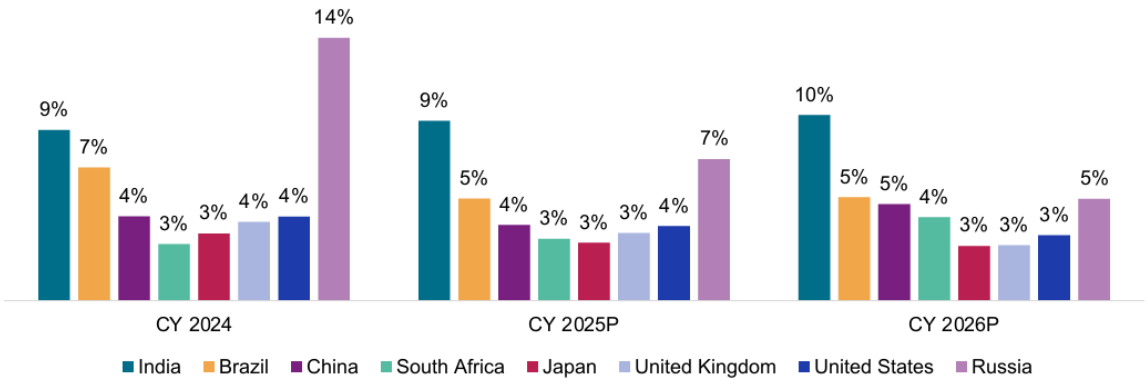
India is one of the fastest-growing major economies (Real GDP growth, % year-on-year)



	2019	2020	2021	2022	2023	2024	2025E	2026P
India	6.5	3.9	-5.8	9.7	7.6	9.2	6.5	6.4
China	6.0	2.2	8.5	3.0	5.4	5.0	4.8	4.2
United Kingdom	1.6	-10.4	8.7	4.3	0.4	1.1	1.2	1.4
United States	2.5	-2.2	5.8	1.9	2.9	2.8	1.9	2.0
Brazil	1.2	-3.3	4.8	3.0	3.2	3.4	2.3	2.1
Russia	2.2	-2.7	6.0	-1.2	4.1	4.3	0.9	1.0
South Africa	0.3	-6.0	4.7	1.9	0.8	0.5	1.0	1.3
Japan	-0.4	-4.1	2.6	1.0	1.4	0.2	0.7	0.5

Note: E – estimated, P – projected. All forecasts refer to IMF forecasts. GDP growth is based on constant prices, Data represented is for calendar years, Growth numbers for India till 2026 are for financial year, 2025 is as per second advance NSO estimates for FY25. Post FY25, all estimates for India are as per IMF and in calendar year. Data represented for other countries is for calendar years, E: Estimated, P: Projected; Source: IMF (World Economic Outlook –July 2025), Crisil Intelligence

India is estimated to report the highest Nominal GDP per capita (% year on year) among emerging and developed economy in the world at 10% in 2026



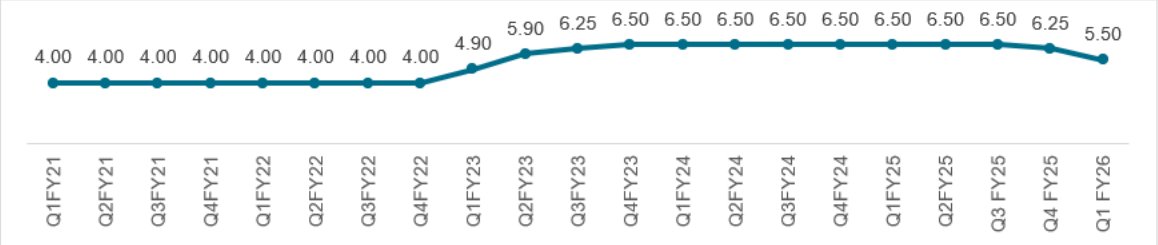
Note: P- Projected, Gross domestic product per capita, current prices in national currency is considered for year-on-year growth calculations, figures basis IMF estimations, Source: IMF (World Economic Outlook- July 2025), Crisil Intelligence

RBI keeps repo rate at 550 bps and maintained 'neutral' policy stance in the August 2025 Meeting

The RBI's Monetary Policy Committee (MPC) had cut key policy rates by 25 basis points (bps) for the policy meeting in April 2025, and by 50 bps in June 2025 meeting. With inflation softening over the last six months, the MPC is shifting its focus to supporting domestic growth, which faces heightened downside risks following geopolitical tensions and weather-related uncertainties.

The repo rate is now 5.50%, standing deposit facility rate is 5.25% and marginal standing facility (MSF) rate is 5.75%. Systemic liquidity has been in surplus since the start of this fiscal until July. A 100- bps cut in cash reserve ratio (CRR) between September and December 2025 will further help maintain adequate liquidity. The US Federal Reserve (Fed) reduced the interest rate by 25 bps each in November and December 2024 to 4.25% - 4.50% and is expected to cut rate in upcoming September 2025 FOMC meeting. The Bank of England (BoE) in August 2025 eased the UK interest rate by 25 bps to 4.0% making it fifth consecutive cut since August 2024

Repo rate in India (%)

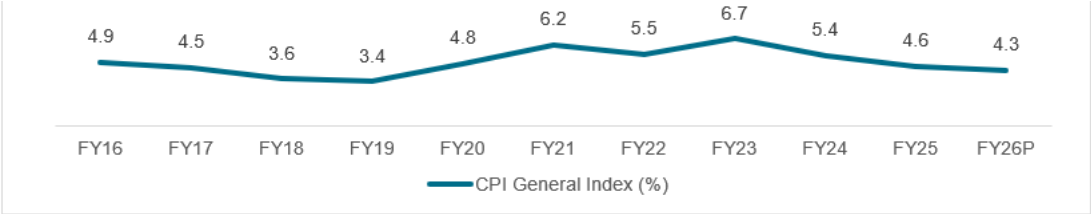


Source: RBI, Crisil Intelligence

Consumer Price Index ("CPI") inflation to average at 4.3% in Fiscal 26

As per National Statistics Office ("**NSO**"), the Consumer Price Index (**CPI**)-based inflation eased to 3.2% in April 2025, the lowest reading since July 2019. The decline was driven by lower food inflation, which fell to 1.8% in April 2025, the lowest since October 2021. A record rabi harvest and robust pulses output indicated by the Union Ministry of Agriculture's Second Advance Estimates, and the forecast of a favorable monsoon for the upcoming kharif season is expected to keep food inflation in check in Fiscal 2026. Crisil Intelligence expects headline retail inflation to average 4.3% in Fiscal 2026. Additionally, the increasing occurrence of heatwaves poses a growing threat to agricultural productivity and, by extension, food inflation, thus warranting close monitoring.

Inflation to moderate to 4.3% in Fiscal 2026

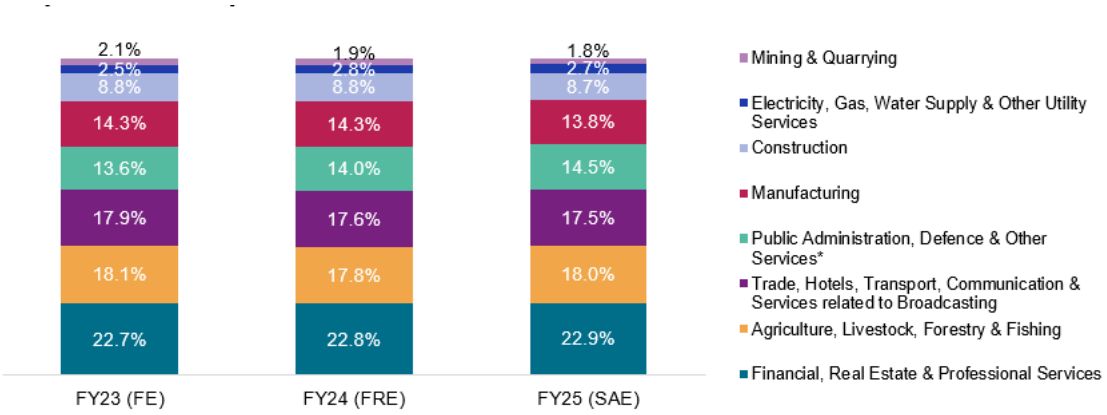


Note: P – projected
Source: Crisil Intelligence

Contribution of different sectors to India's growth

The trend in gross value added ("**GVA**") at current prices by economic activity indicates that financial, real estate and professional services have consistently contributed the highest to GVA (an estimated 23% this fiscal). Total GVA at current prices clocked a compound annual growth rate (CAGR) of 10% between Fiscal 2023 and Fiscal 2025.

GVA by economic activity



*Note: *The public administration, defence and other services category includes other services sectors, i.e., education, health, recreation, and other personal services. Fiscal 2023 numbers are first estimates; fiscal 2024 numbers are first revised estimates and fiscal 2025 numbers are as per second advance estimates as per the NSO*
Source: Ministry of Statistics and Programme Implementation (MoSPI), Crisil Intelligence

Macroeconomic outlook for India (Fiscal 2026)

Macro variables	FY24	FY25	FY26P	Rationale for outlook
Real GDP (y-o-y)	9.2%	6.5%	6.5%	Crisil Intelligence forecasts India's GDP growth to be steady at 6.5% in fiscal 2026. Crisil Intelligence assumes the upcoming monsoon season to be normal and commodity prices to remain soft. Private consumption is expected to recover further, while investment growth hinges on private capex. The pickup in growth will be mild because of overall lower fiscal impulse. Emerging global risks from potential US tariff hikes are a downside risk for domestic growth
Consumer Price Index (CPI) inflation (y-o-y)	5.4%	4.6%	4.3%	Inflation is expected to move closer to the RBI's target of 4% on expectations of a normal monsoon, high base effect in food inflation and softer global commodity prices. Some uptick is expected in non-food inflation due toa low base effect.
10-year Government security yield (Fiscal end)	7.1%	6.7%	6.3%	Crisil expects yields to ease in Fiscal 2026, driven by rate cuts, softer inflation and lower crude oil prices. That said, a mild rise in gross market borrowings is expected to keep some pressure on yields.
Fiscal Deficit (% of GDP) *	5.6%	4.8%	4.4%	Fiscal consolidation is expected to be made possible via moderating revenue expenditure thrust even as capex focus is broadly maintained but expected GST slab revision may led to miss deficit target by 0.1% to 0.2% due to shortfall in GST collection.
CAD (Current Account Deficit as % of GDP)	-0.7%	-0.6%	-1.3%	Current account deficit (CAD) is expected to increase owing to headwinds to exports from US tariffs. Lower crude oil prices, healthy services trade balance and robust remittances growth will prevent CAD from widening too much.
Rs/$ (March average)	83.0	86.0	88.0	A manageable CAD would mean not much pressure on the rupee, but geopolitical shocks could keep the rupee volatile

*P – Projected, # As per NSO second advance estimates *FY24 and FY25 numbers are government's revised and budget estimates; Source: Reserve Bank of India (RBI), National Statistics Office (NSO), Crisil Intelligence*

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

- The government has also launched the JAM trinity (Jan Dhan, Aadhar and Mobile) which aims to link Jan Dhan accounts, mobile numbers and Aadhar cards of all Indian nationals to transfer cash benefits directly to the bank account of the intended beneficiary and avoid leakage of government subsidies.

- India Stack, set of digital infrastructure including Aadhar, UPI, Digi locker, e-KYC and e-Sign has enabled many unbanked citizens to access formal financial services, promoting financial inclusion.
- The GST regime has been stabilizing fast and is expected to bring more transparency and formalization, eventually leading to higher economic growth.
- In recent union budget for 2025-26, limit of foreign direct investment (FDI) in insurance sector has been increased from 74% to 100%, subject to the investment of entire premium in India. This move is likely to increase insurance penetration, which was 3.7% as of fiscal 2024 versus global average of 7%.
- Government launched the Digital India program, on July 1, 2015 with the vision of transforming India into a digitally empowered society and a knowledge-based economy, by ensuring digital access, digital inclusion, digital empowerment and bridging the digital divide. Some of the key initiatives and related progress under Digital India are as follows:
    - Unified Mobile Application for New-age Governance (UMANG) – for providing government services to citizens through mobile. More than 2339 e-Services as of July 2025 and over 621.96 crore worth of transactions have taken place on UMANG as of July 2025.
    - Unified Payment Interface (UPI) is the leading digital payment mechanism; it has onboarded 675 banks and has facilitated more than 18,395.01 million transactions (by volume) worth ₹24.04 trillion in July 2025.
    - Cyber Security: The Government has taken necessary measures to tackle challenges about data privacy and data security through introducing the Information Technology (IT) Act, 2000 which has necessary provisions for data privacy and data security.
    - Common Services Centers – CSCs are offering government and business services in digital mode in rural areas through Village Level Entrepreneurs (VLEs). Over 400 digital services are being offered by these CSCs. As of June 2025, 0.56 million CSCs are functional (including urban & rural areas) across the country, out of which, 0.43 million CSCs are functional at Gram Panchayat level.
- PMAY was introduced in 2015 to provide affordable housing for all by the end of 2022. The timelines were revised to Fiscal 2024 and Fiscal 2025 for PMAY-Gramin and PMAY-Urban respectively due to delays in completion. Execution under the scheme has been encouraging with approximately 2.60 crores houses being completed as of May 2024, out of the targeted 2.95 crore houses. The target for the next five years has been further increased by approximately 2 crore houses in the Fiscal 2025 budget estimate; a 68% addition to the current target of ~3 crore houses. The move provides an impetus to the real estate sector as well its stakeholders including – developers, engineering, procurement and construction contractors, allied industries such as steel, cement etc.

Overall, these initiatives will improve the digital connectivity of Indians along with boosting business sentiment, thereby creating new opportunities.

Key Growth Drivers

Favourable demographics

India has one of the world's largest youth populations, with a median age of 28 years. About 90% of Indians are below 60 years of age. In 2021, it was estimated that India had the highest share of young working population (15-30 years) compared to major developed and developing countries with the share of 27%. Crisil Intelligence expects that the large share of working population, coupled with rapid urbanization and rising affluence, will propel growth in the economy.

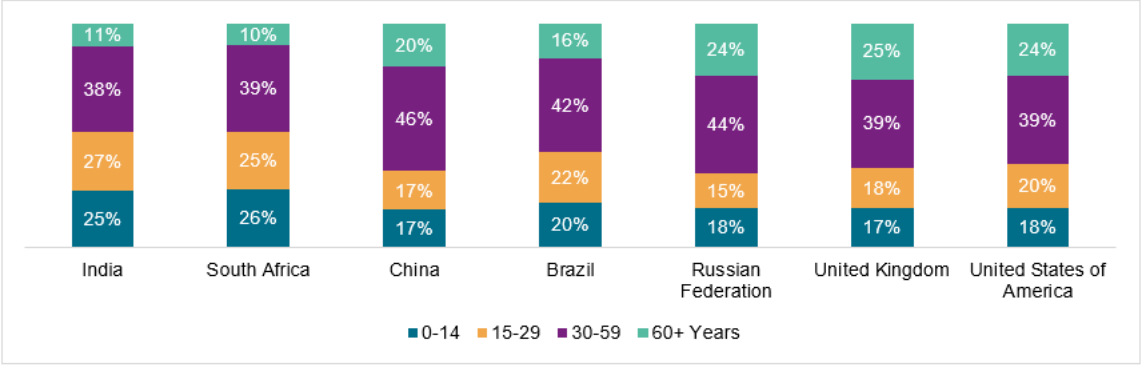
India has the highest young population (15-30 years) with 381.5 million individuals, among the major economies (2023)

Country	0-14 Yrs	15-30 Yrs	31-59 Yrs	60+ Yrs
India	360.3	381.5	545.0	151.2
Brazil	42.1	47.5	88.6	32.9
China	236.0	248.4	659.9	278.4
Russia	25.5	22.4	63.3	34.2

South Africa	16.5	16	24.4	6.3
United Kingdom	12	12.5	27.0	17.3
United States of America	60.4	67.7	133.8	81.6

Note: Values in millions. Source: Census 2011, World Urbanization Prospects: The 2018 Revision (UN)

India has the highest share of young population (15-30 years) among the major economies (2023)

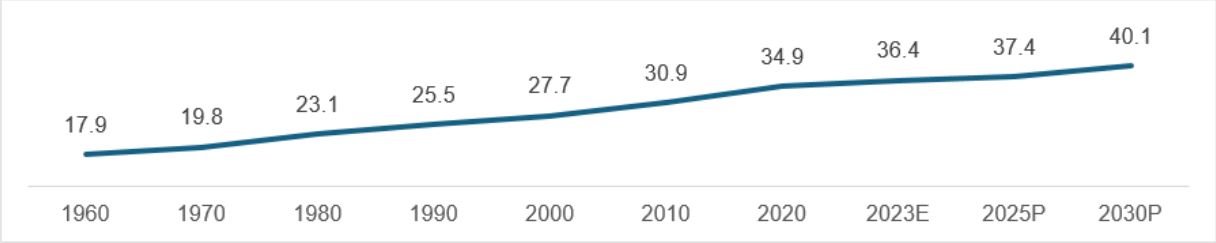


Source: *World Urbanization Prospects: 2024*

Rising Urbanization

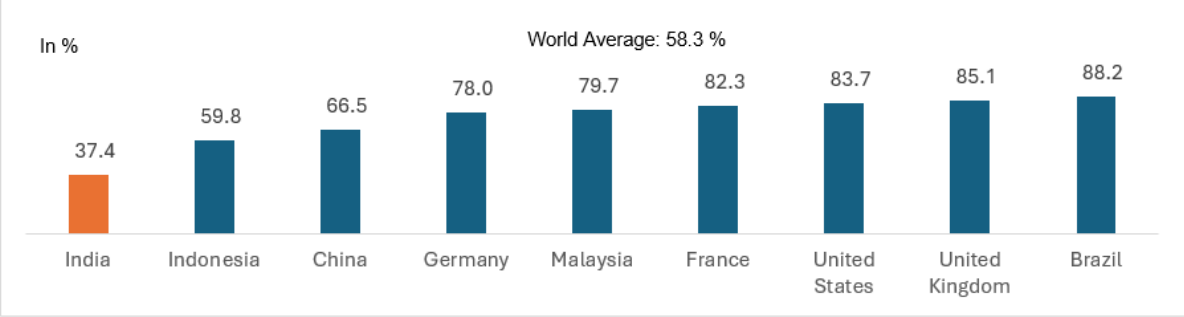
Urbanization is one of India's most important economic growth drivers. It is expected to drive substantial investments in infrastructure development, which, in turn, is expected to create jobs, develop modern consumer services and increase the ability to mobilise savings. India's urban population has been rising consistently over the decades. As per the 2018 revision of World Urbanization Prospects, the urban population was estimated at 36% of India's total population in 2023. According to the World Urbanization Prospects, the percentage of the population residing in urban areas in India is expected to increase to 40% by 2030.

Urban population as a percentage of total population (%)



Note: E- Estimated, P – Projected, Figures in percentage, Source: Census 2011, World Urbanization Prospects: The 2018 Revision (UN)

Urban population as a percentage of total population in % (CY 2025P)

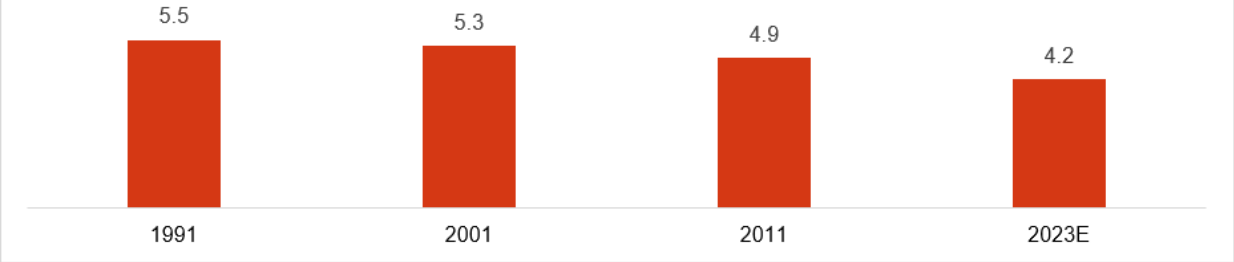


Source: United Nations World Urbanization Prospects: The 2018 Revision (UN)

Rise in number of nuclear families

Nuclearization refers to the formation of multiple single families out of one large joint family. Each family lives in a separate house, while the ancestral house may be retained or partitioned to buy new houses. Nuclearization in urban areas is primarily driven by changing lifestyle of people, individualism, changing social/cultural attitudes, and increased mobility of labour in search of better employment opportunities. These trends are expected to continue in future.

Trend in average persons per household (in numbers)



Note: 2023E data is as per Periodic Labour Survey Report, Source: Census 2011, MOSPI, Crisil Intelligence

Increasing per capita GDP

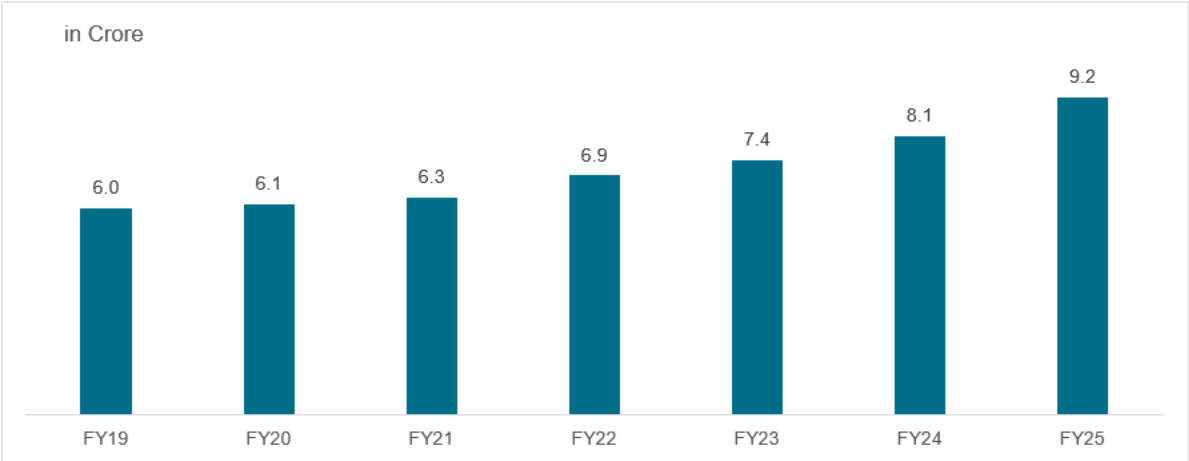
India's per capita net national income at constant price was at 5.5% in Fiscal 2025. As per IMF estimates, India's per capita income (at constant prices) is expected to grow at 5.6% CAGR in real terms from Fiscal 2025 to Fiscal 2027.

	FY20	FY21	FY22	FY23	FY24	FY25E
Per Capita GDP constant (Rs.000')	108.2	101.0	109.8	116.9	126.5	133.5
Year on year (%)	2.6%	-6.7%	8.7%	6.5%	8.2%	5.5%

Rising Income tax return, indicating a progression towards a formal economy

Income tax returns ("**ITR**") filed by individuals has risen from 6 crores in Fiscal 2019 to 9.19 crores in Fiscal 2025. This uptrend reflects increasing tax compliance, growing workforce and underscores India's progress towards formal economy, improving financial transparency and economic stability. The rise in ITR filings indicates that more individuals are entering the formal financial system, which can lead to better access to credit, insurance, and other financial services.

9.19 crore individuals filed ITR in Fiscal 2025

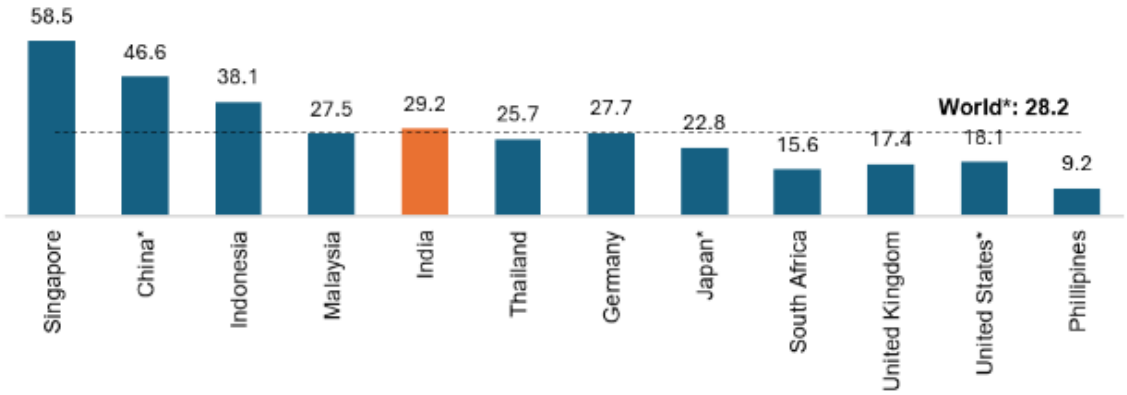


Source: CBDT, PIB, Crisil Intelligence

Household savings expected to increase

India's gross domestic savings as a percentage of GDP rose to 29.2% in 2023 from 28.4% in 2022, highlighting the economy's recovery and improved income levels. Compared with most of the emerging market peers, India had a favourable gross domestic savings rate, which was greater than the global average (28.2% in 2022).

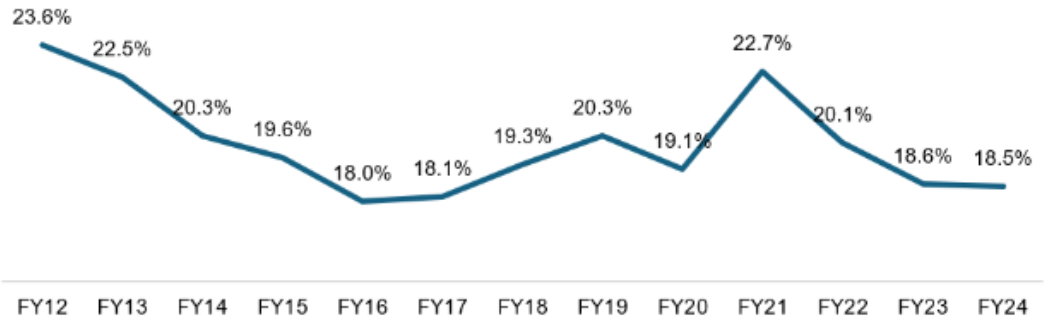
India's gross domestic savings rate is higher than the global average (2023)



*Note: The savings rate is in %. * Data as of 2022*
Source: World Bank, Crisil Intelligence

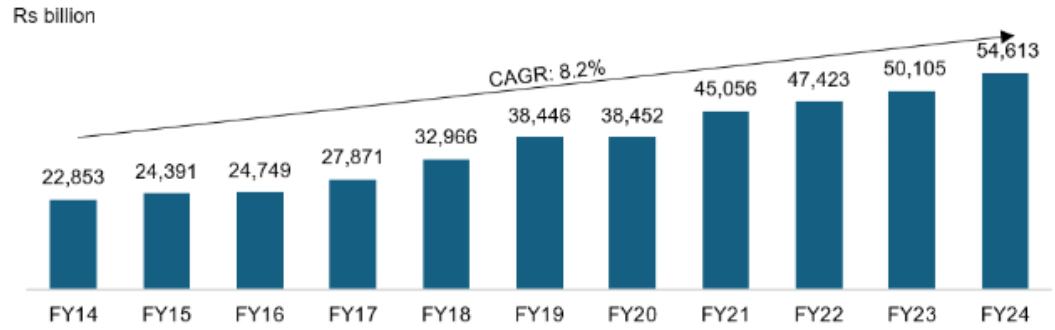
During the pandemic, household savings as a percentage of GDP increased from 19.1% in Fiscal 2020 to 22.7% in Fiscal 2021. However, household savings moderated to 18.6% in Fiscal 2023 and 18.5% in Fiscal 2024, due to households borrowing at a faster pace than they were saving since the pandemic. This was driven by a significant retail credit push by lenders, increased willingness among individuals (particularly the younger demographic) to borrow, and enhanced access to lenders facilitated by technological advancement. Crisil Intelligence expects India to remain a high-savings economy owing to a higher gross domestic savings rate than the global average.

Household savings as a percentage of GDP moderated in Fiscals 2022 and 2023



Source: MoSPI, NSO, Crisil Intelligence

Household savings growth



Source: MoSPI, Crisil Intelligence

Gross domestic savings trend

Parameters (₹billion)	March 2014	March 2015	March 2016	March 2017	March 2018	March 2019	March 2020	March 2021	March 2022	March 2023	March 2024
Gross Domestic Savings (GDS)	36,082	40,200	42,823	48,251	54,807	60,004	59,411	57,869	73,631	82,440	92,592
Household sector savings (net financial savings, and savings in physical assets and in the form of gold and silver ornaments)	22,853	24,391	24,749	27,871	32,966	38,446	38,452	45,056	47,423	50,105	54,613
Household sector savings as a proportion of GDS (%)	63%	61%	58%	58%	60%	64%	65%	78%	64%	61%	59%
Gross financial savings	11,908	12,572	14,962	16,147	20,564	22,637	23,246	30,670	26,120	29,276	34,306
Net financial savings (% of household sector savings)	36%	36%	45%	41%	40%	39%	40%	52%	36%	27%	29%
Savings in physical assets (% of household sector savings)	62%	62%	53%	57%	59%	60%	59%	47%	63%	72%	70%
Savings in the form of	2%	2%	2%	2%	1%	1%	1%	1%	1%	1%	1%

Parameters (₹billion)	March 2014	March 2015	March 2016	March 2017	March 2018	March 2019	March 2020	March 2021	March 2022	March 2023	March 2024
gold and silver ornaments (% of household sector savings)											

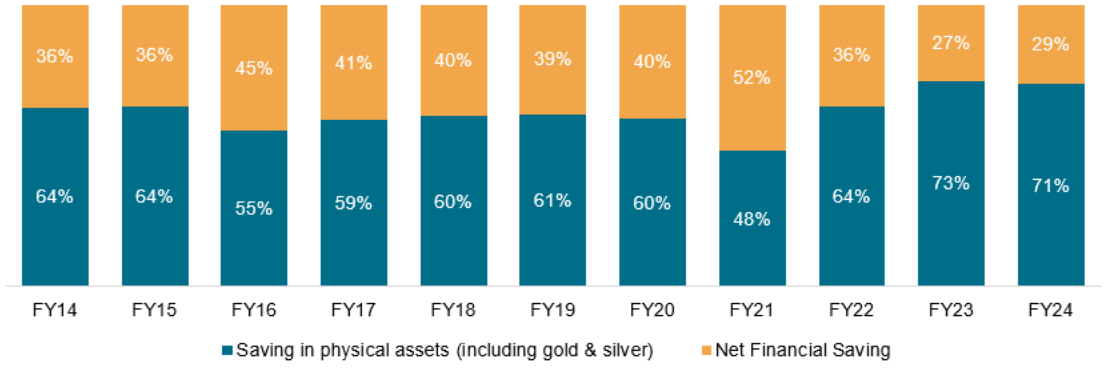
Note: Data is for financial year ended March 31.Net financial savings are financial savings after excluding financial liabilities. Physical assets are those held in physical form, excluding gold and silver ornaments

Source: MoSPI, National Accounts Statistics, Crisil Intelligence

Unlike most other countries, where financial savings dominate, physical assets constitute the majority of household savings in India. In Fiscal 2014, household savings in physical assets stood at 62%. The share decreased to 47% in Fiscal 2021 due to pandemic-induced nationwide lockdowns and slowdown in construction of houses. With the lifting of lockdowns post-pandemic, it surged to 63% in Fiscal 2022 and 70% in Fiscal 2024 owing to an increase in construction of houses.

Crisil Intelligence expects the share of financial assets in net household savings to increase over the next five years, as elevated inflation after the pandemic could have further goaded investors to move to higher-yielding instruments in real terms. Interestingly, households are also opting to hold more cash after enduring the pandemic shock. Mutual fund investments by households have grown faster than in the recent past. Investments through systematic investment plans (SIPs), mostly opted by individuals, continued to rise in Fiscal 2023. Among financial instruments, households are moving away from savings in deposits towards equities, mutual funds and small savings.

Trend of household savings in India

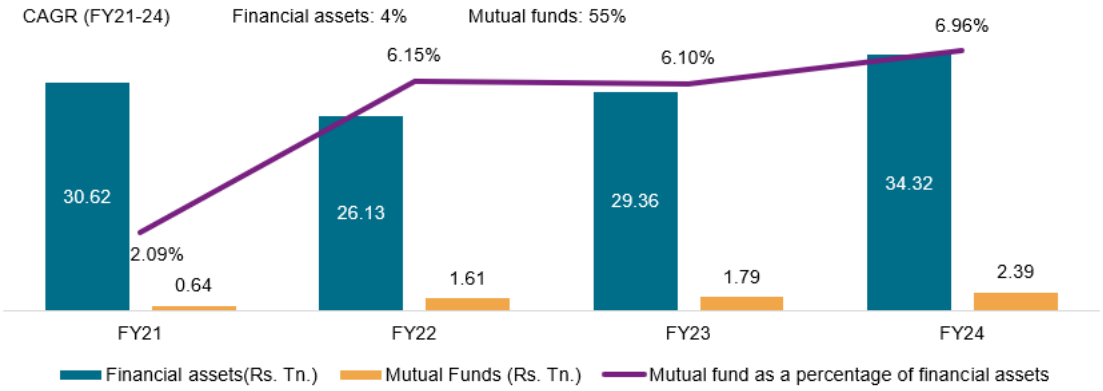


Source: RBI, MoSPI, Crisil Intelligence

Household financial savings in Mutual funds witnessed CAGR of 55% from Fiscal 2021 to Fiscal 2024

Mutual funds have experienced a substantial increase as a proportion of household financial savings, growing from 2% to around 7% between Fiscal 2021 and Fiscal 2024, with the investment value expanding from ₹ 0.64 trillion to ₹ 2.39 trillion at a CAGR of 55% during the same period.

Trends in mutual fund investments as a percentage of household financial savings in India



Source: RBI, Crisil Intelligence

Financial penetration to rise with increase in awareness of financial products

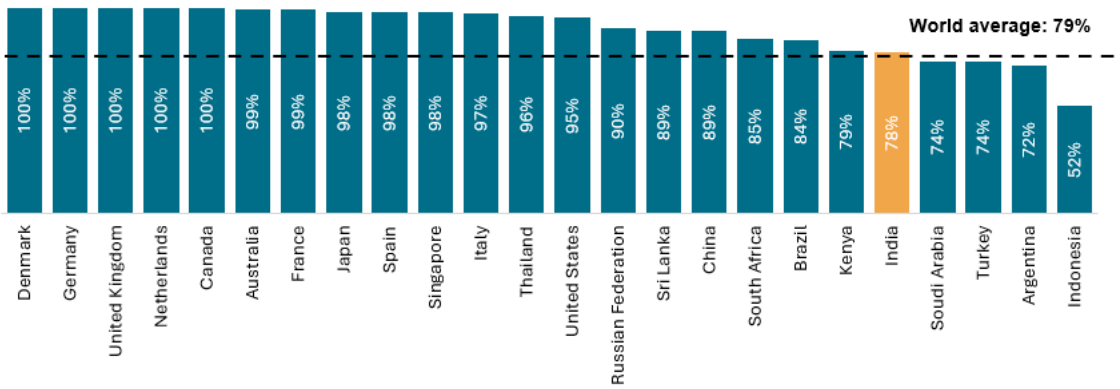
Overall literacy in India is at 77.7% as per the results of NSO survey conducted from July 2017 to June 2018, which is below the world literacy rate of 86.5%. However, according to the National Financial Literacy and Inclusion Survey (NCFE-FLIS) 2019, only 27% of Indian population is financially literate indicating huge gap and potential for financial services industry. The survey defines financial literacy as a combination of awareness, knowledge, skill, attitude, and behavior necessary to make sound financial decisions and ultimately achieve individual financial wellbeing.

With the increase in financial literacy, the demand for financial products, especially in smaller cities, has seen a major uptick in recent years. Going forward, CRISIL INTELLIGENCE expects financial penetration to increase on account of the increase in financial literacy.

Financial inclusion on a fast path in India

According to the World Bank's Global Findex Database 2025, the global average of percentage of adult population with an account opened with a bank, financial institution or mobile money provider, was approximately 79% in calendar year 2025. India's financial inclusion has improved significantly over calendar years 2011 to 2014 as adult population with bank accounts increased from 35% to 90% *(Source: Global Findex Database)* due to the Indian government's efforts to promote financial inclusion and the proliferation of supporting institutions.

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

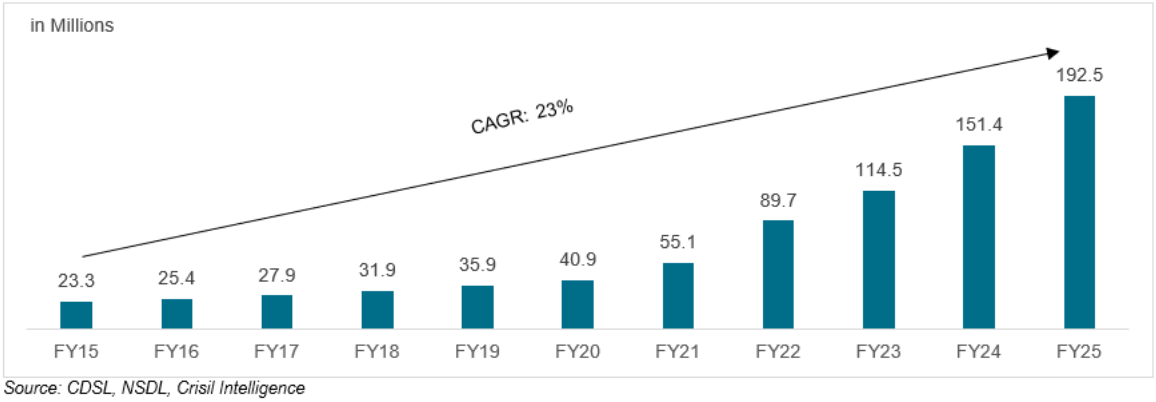


Notes: 1. Global Findex data for India excludes northeast states, remote islands and selected districts.
2. Account penetration is for the population within the age group of 15+
Source: World Bank – The Global Findex Database 2025, Crisil Intelligence

Trend in demat accounts in India

India has witnessed a surge in financial literacy, driven by the rise of DIY investment platforms and discount brokers. These platforms have simplified access to stocks, mutual funds and other financial products, making investing easier and more affordable. With zero and lower brokerage fees, real time market insights, and user-friendly apps, retail investors find it easier to access to these products. Government initiatives, digital banking and fintech innovations further boost financial inclusion. In recent years, the participation of individuals in the equity market has increased, driven by factors such as higher financial literacy, a growing middle class, digitalisation and enhanced accessibility. The number of demat accounts in India has grown at 21% CAGR from Fiscal 2014 till Fiscal 2024. The above data points suggest the increasing awareness and willingness of people to participate in capital markets for trading or with a long-term outlook.

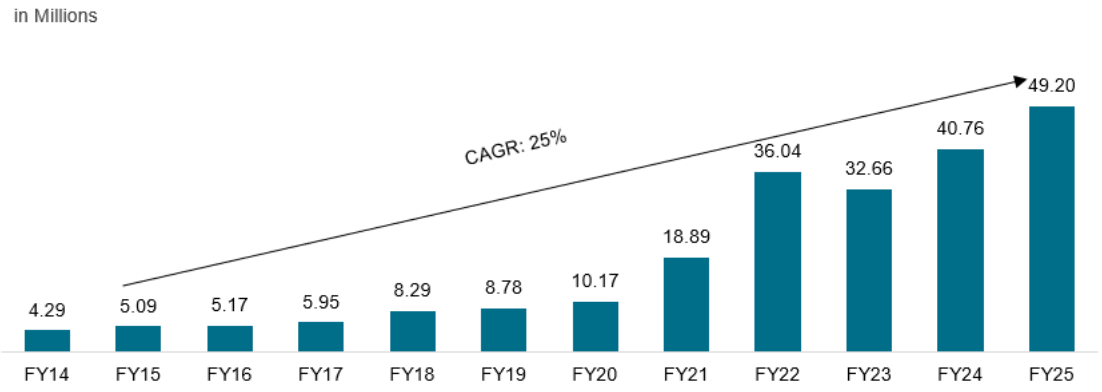
Growth in demat accounts since Fiscal 2015



Source: CDSL, NSDL, Crisil Intelligence

In terms of active accounts, NSE saw 25% CAGR growth between Fiscal 2015 and Fiscal 2025, which increased from 5.09 million to 49.2 million. As of March 2025, it stood at 49.20 million active accounts.

Growth in NSE active accounts since Fiscal 2014



Source: NSE, Crisil Intelligence

Convenience, affordability, and diversification are drawing new investors in the retail space

Mutual funds invest in a broad portfolio of stocks, bonds, and other securities by pooling the capital of several investors. By spreading risk, diversification reduces the impact of underperformance of an individual investment on the overall portfolio of the investor, providing a balanced and more stable portfolio. Experienced fund managers oversee mutual funds, they access markets, choose investments and modify portfolios in response to shifting market conditions. Retail investors who might lack the time or competence to actively manage their investments are drawn to this expertise. This investment avenue allows retail investors to start investing with a relatively small amount of money, and this affordability allows a larger number of investors to start with their investment journey who may not have significant capital to invest in individual stocks or bonds. The investors can choose among various tailored schemes depending on risk tolerance and financial objectives. Systematic Investment Plans (SIPs) have enabled investors to pay variable amounts at the time and frequency that suits their needs while building discipline in their investments. SIPs allow investors to take advantage of market volatility over time and gain compounding benefits. As these funds are regulated by financial institutions, it increases the confidence of the retail investors.

Active participation in stock market by retail investors to seek higher returns

Government's constant efforts to promote financial literacy have encouraged retail investors to get involved by investing directly in equities. The number of retail investors entering the stock market has increased significantly over the past few years as they seek higher returns. Direct equity has the potential to offer higher returns than other investment options. It also gives investors greater control over their portfolio. Investing in individual stocks provides retail investors with educational experience. It allows them to learn about financial markets and economic trends promoting financial literacy and unlike mutual funds where investors pay fees for professional management, investing in direct equity allows individuals to avoid these fees potentially leading to lower overall investment cost. Investing in direct equity gives investors more control over their portfolios and they can make decisions based on their own research preference and risk tolerance rather than relying on fund managers. However, retail investors engaging in direct investing in equity face various risks, including the absence of professional guidance, susceptibility to market volatility, limited diversification opportunities, potential emotional decision-making, and a higher risk of financial loss.

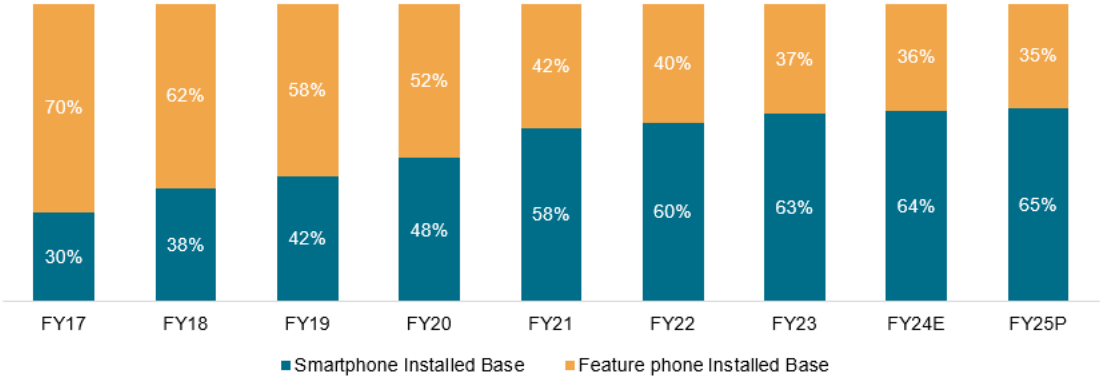
Better access and control over investment are driving small cases among retail investors

Small cases are curated portfolios of stocks centered around specific themes or investment strategies, retail investors may appreciate the focus on sectors themes or investment themes that align with their preference or beliefs. Small cases provide investors with better access and control over securities as the shares are credited directly in their demat accounts, which allows them to exit from any investment since there is no exit load on selling small cases. The potential risk and return in small cases are relatively high from mutual funds because they are usually more volatile since the risk is concentrated in a specific strategy or theme.

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

Technology is expected to play an important role by progressively reducing the cost of reaching out to smaller markets. India has seen a tremendous rise in fintech adoption in the past few years. Among many initiatives by the government, the Unified Payments Interface (UPI) is playing a pivotal role towards financial inclusion. It provides a single-click digital interface across all systems for smartphones linked to bank accounts and facilitates easy transactions using a simple authentication method. The volume of digital transactions has also seen a surge in the past few years, driven by increased adoption of UPI. Apart from the financial services industry, digitalization in other industries like retail will also play an important role in the growth of the economy.

Younger users to drive adoption of smartphones



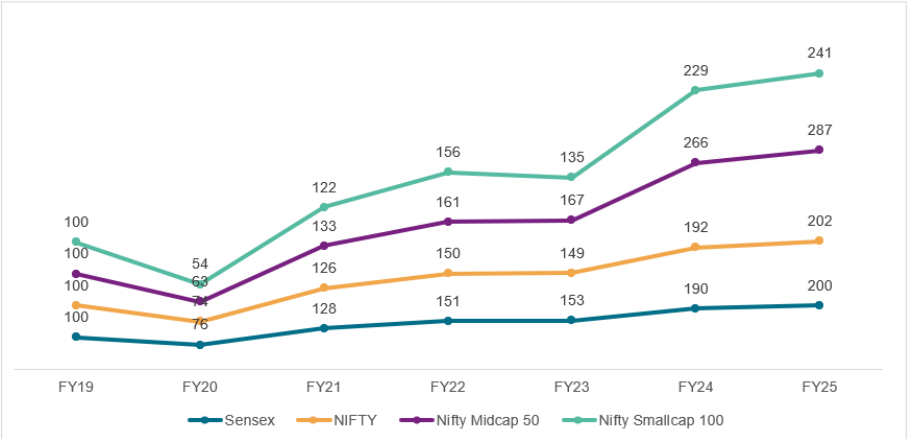
Note: E: Estimated, P: Projected
Source: Crisil Intelligence

OVERVIEW OF CAPITAL MARKETS IN INDIA

Capital markets clocked strong growth with NIFTY 50 clocking 10.6% CAGR from Fiscal 2019-Fiscal 2025

The Indian capital market is one of the most dynamic and high growth organised markets in the world. It witnessed strong performance during the period Fiscal 2019-25. The market capitalization of National Stock Exchange ("NSE") grew at 15.6%% CAGR during Fiscal 2019 to Fiscal 2025. The Nifty 50 index has grown at a CAGR of 10.6% over this period. BSE Sensex has followed a similar growth trajectory to Nifty 50. Indian equities continued to see strong gains in calendar year 2025. Both domestic and global factors were supportive of foreign capital inflows.

BSE and NSE performance, Fiscals 2019 to 2025



Note: Indices indexed to 100 in fiscal 2019
Source: NSE, BSE, Crisil Intelligence

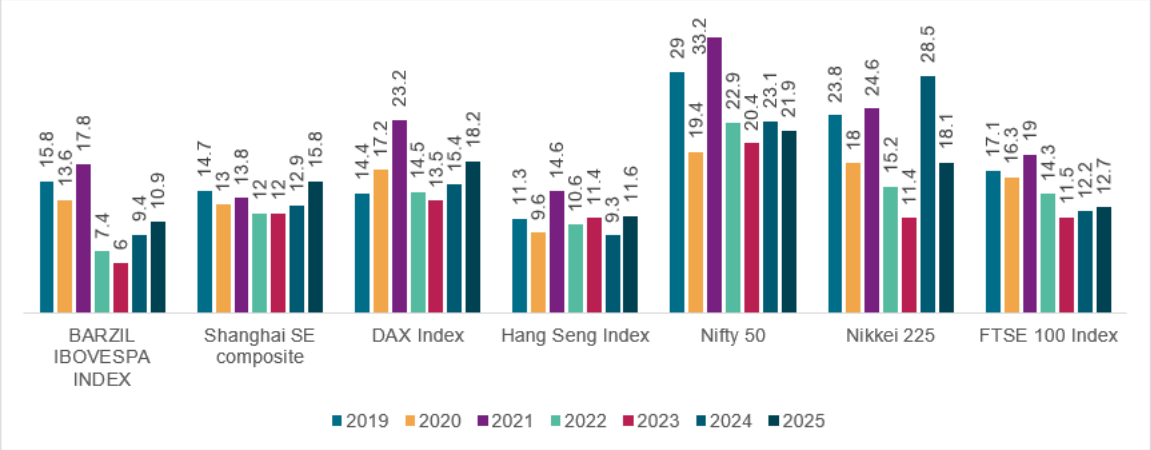
At the end of March 2025, both Nifty and Sensex experienced substantial fall to 5.3% and 5.1% compared to March 2024. The P/E ratios for S&P BSE Sensex and Nifty declined to 21.6 and 21.9 respectively in March 2025 as compared to March 2024 of 25.0 and 22.9 respectively. Despite geopolitical tensions among nations, challenging interest rate scenario, the Indian stock market performed well in Fiscals 2019-2025. In Fiscal 2024, Nifty and Sensex surged by 28.6%and 24.9% driven by strong earnings growth, robust domestic demand, and heavy FII inflows. However, in Fiscal 2025, growth slowed to 5.3% and 5.1% as earnings momentum weakened, major domestic and global triggers faded, and valuations normalized. Foreign investors turned cautious while domestic flows provided only partial support. With no strong directional cues, markets moved sideways throughout most of Fiscal 2025**.**

Nifty 50 gave highest overall return from March 2019 to March 2025 among the major indices

Index	Overall returns (FY19 to FY25)
Brazil Ibovespa Index	37%
Shanghai SE composite	26%
DAX Index	92%
Hang Seng index	-20%
Nifty 50	102%
Nikkei 225	68%
FTSE 100 Index	18%
Dow Jones	62%

Source: SEBI Bulletins, CRISIL INTELLIGENCE

P/E ratio for major indices



Source: SEBI bulletin, Crisil Intelligence

Indian capital markets by market capitalization as a proportion of GDP in comparison with other major economies

India's stock market capitalisation to GDP has increased from 95.4% in 2020 to 125.3% in 2025. Japan's stock market capitalisation to GDP ratio has remain the highest for all the years expect 2025 among the countries compared.

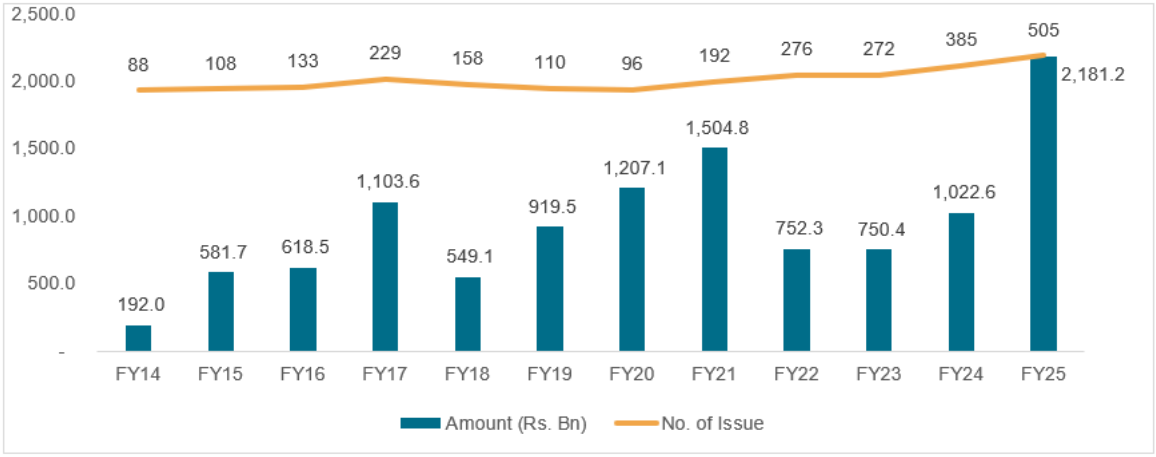
Market capitalization as % of GDP



*Note: * Market capitalisation of the Shanghai Stock Exchange, Japan Exchange Group, National Stock Exchange of India and New York Stock Exchange has been considered. GDP data taken as per IMF database.*
Source: World Federation of Exchanges (WFE), IMF, Crisil Intelligence

The primary market also saw strong activity in the recent years, As of Fiscal 2025, ₹2,181.2 billion was raised through public and rights issues, with total 505 issues.

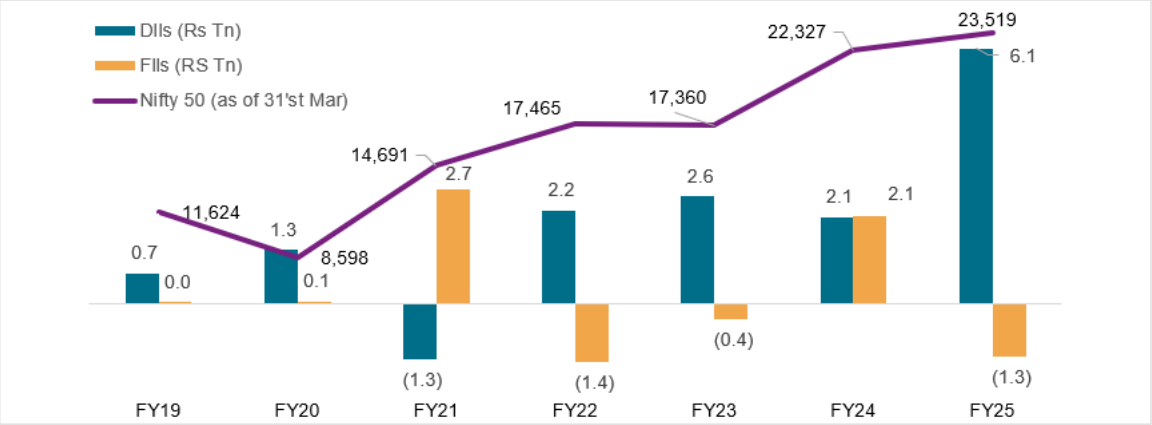
Resource Mobilisation through Public and Rights Issues (Equity and Debt)



Source: NSE, BSE, Crisil Intelligence

Post pandemic period, Nifty has risen in Fiscal 2021 and Fiscal 2022 due to inflow majorly coming from FIIs in Fiscal 2021 and DIIs in Fiscal 2022.Towards the close of FY25, heightened global geopolitical uncertainties and FII outflows lead to volatility and elevated liquidity in domestic markets. Mutual funds in India are increasingly holding higher cash reserves due to increased liquidity in the financial markets. This approach allows fund managers to quickly deploy capital when favourable conditions arise

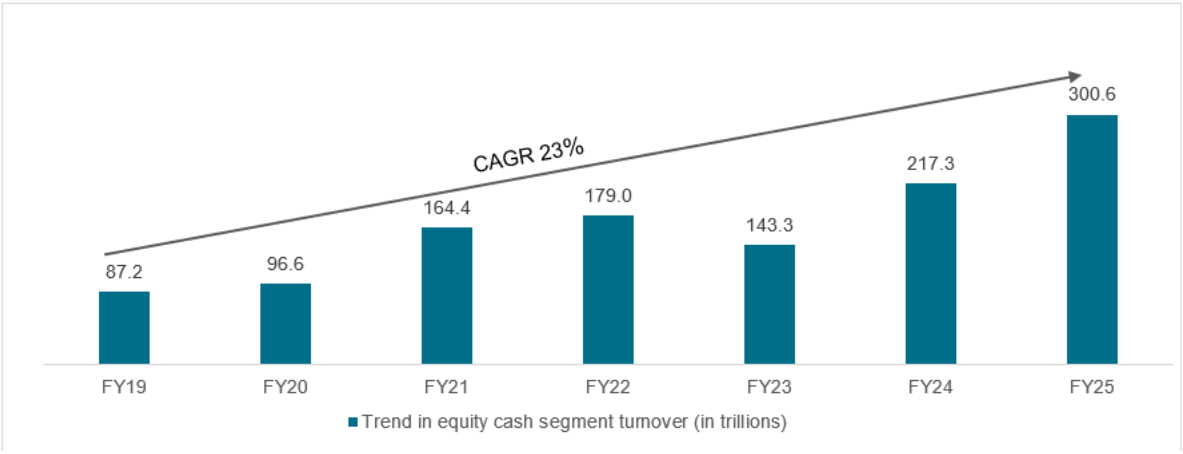
Trend in rolling one year net FIIs flow and DIIs flow in relation to NIFTY



Source: NSE, SEBI, Crisil Intelligence

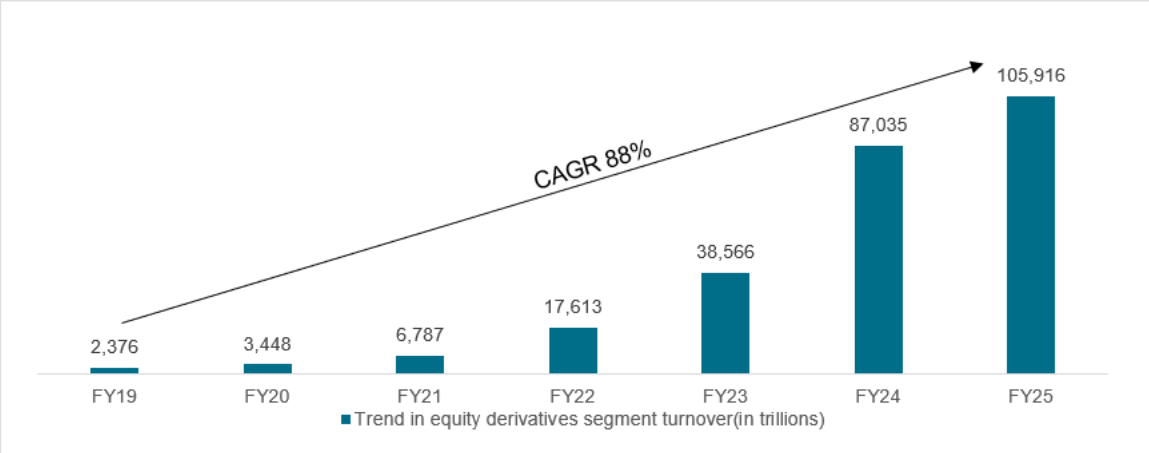
Turnover across different segments

Trend in equity cash segment turnover



Turnover depicted above includes BSE and NSE.
Source: SEBI, Crisil Intelligence

Trend in equity derivatives segment turnover

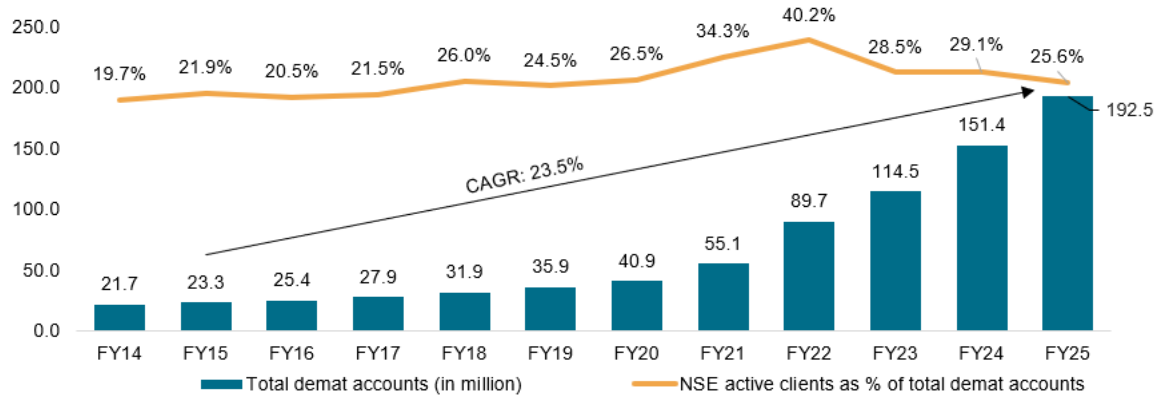


Notional Turnover depicted above includes BSE and NSE
Source: SEBI, Crisil Intelligence

Trend in Demat accounts in India

The demat accounts in India have grown at 23.5% CAGR from Fiscal 2015 till Fiscal 2025. The above data suggest the increasing awareness and willingness of the people to participate in capital markets for either trading or with a long-term outlook. As of Fiscal 2025, the total demat accounts stood at 192.5 million accounts.

Growth in Demat Accounts since Fiscal 2014 onwards and Active Client Base (as % of Demat Account) has improved substantially during last five years



Note: NSE active clients as of April 2025.Source: NSE, SEBI, Crisil Intelligence

The NSE Active Client Basis as a % of Demat Accounts increased from almost 20% in Fiscal 2014 to 25.6% in Fiscal 2025. Going forward, it is expected that the demat accounts will grow at strong growth over the next five years and Active Client Base on NSE as a % of demat accounts to increase around 45-50%. Increased participation from retail investors is one of the key drivers for capital markets growth. Retail participation is one of the key enablers of rising demand for equity issuances.

Key growth drivers

Key growth drivers for capital market activities are similar to the growth drivers for economic growth as both of these are inter-linked. Some of the key growth drivers for capital markets are demographics of India as in 2022, it is estimated that India has the highest share of young working population (15-30 years) compared to major developed and developing countries with the share of 27%, India's per capita net national income at constant price is expected to

expanded at 5.5% in Fiscal 2025, reflecting robust economic growth, increasing trend in India's gross domestic savings as a percentage of GDP, increase in digital payments, etc. Due to increasing per capita income, people have started looking for various financial investment avenues and investing in the capital market. Some of the other growth drivers are:

Structural and Regulatory Changes

The introduction of faster settlement cycles and electronic trading have improved market efficiency. The Securities and Exchange Board of India (SEBI) has implemented various reforms to improve transparency, protect investors, and enhance market efficiency. Initiatives like the Goods and Services Tax (GST), Insolvency and Bankruptcy Code (IBC), and Real Estate Regulatory Authority (RERA) have also contributed to a more organized market.

Increasing Smartphone Penetration in the country will drive growth in mobile stock trading

The rise in smartphone penetration will continue to aid growth of mobile trading among the retail participants. The rise in mobile trading will especially benefit the brokers which continuously invest in Technology and Platforms and thus will be able to provide a superior trading and investing experience as compared to their peers.

Increasing Share of Non-Institutional and Retail Investors to drive growth for the industry

Individual investors (i.e., excluding promoters and institutions) ownership in NSE listed companies has increased steadily over the years, reflecting growing confidence in Indian equity markets. From March 2017 to March 2024, overall retail mutual fund AUM and retail equity mutual fund AUM has increased at a CAGR of 20.8% and 22.9% respectively. Going forward, CRISIL INTELLIGENCE expects significant potential for direct equity investments as the total addressable market including mutual fund folios has seen significant growth in recent times. Moreover, with the increase in financial literacy of investors, direct equity ownership is expected to see an increase in the future.

Regulations and initiatives by SEBI and Exchanges to aid the penetration and growth in capital markets

SEBI has over the past systematically looked to make the Indian Capital Market a more safe and secured industry for investor. The regulator has over time introduced many newer regulations and evolved the existing ones. Some of the regulations and initiatives from the regulator are:

Application Supported by Blocked Amount (ASBA) which is a mechanism used for applying to Initial Public Offerings (IPOs) or Follow-on Public Offerings (FPOs). This mechanism creates a direct channel for flow of funds between the clearing corporation and the investors and ensures reduction in any fraud in handling of investor money by brokers.

Block mechanism facility which involves blocking of shares in the investors' demat whenever he/she wants to make a sale.

Shorter settlement cycle: The markets were functioning on a T+2 settlement cycle for the longest time. In January 2023, T+1 settlement cycle was brough into effect by SEBI. This meant that the trade settlement will be done within a day or 24 hours. The move was made in view of operational efficiency, faster fund remittances, quicker share delivery, and ease of the market participants. Further, in this development, with effect from March 28, 2024, NSDL implemented a beta version of T+0 settlement with 25 scrips and since January 31, 2025, NSDL implemented an option of T+0 settlement in a phased manner to cover additional top 500 scrips based on market capitalization as on December 31, 2024, for all brokers. This places India among the select countries to achieve such an efficient settlement system.

SGX Nifty shifts to GIFT city; GIFT city on the path to become a global hub

The SGX Nifty was shifted to the GIFT city, Gandhinagar in mid-2023. NSE IFSC – SGX Connect was launched in July 2022 which marked the beginning of a transition of liquidity riding on SGX Nifty to NSE IFSC. Starting from July 2023, the SGX Nifty Index was structured from NSE IFSC in Gift City, Gujarat, and was known as the GIFT NIFTY Index, widening the liquidity pool for Nifty products there. This means, that the derivative contracts worth approx. $750 crore which were earlier traded from Singapore shifted to India. GIFT Nifty includes, GIFT Nifty 50, GIFT Nifty Bank, GIFT Nifty Financial Services and GIFT Nifty IT derivative contracts

There are many initiatives underway with respect to GIFT International Exchange that will help Indian markets extend their reach among global investors through direct engagement. It's expected that Indian entities will soon be allowed

to directly list on NSE IFSC. This would help Indian companies access capital from global investors. This brings GIFT city a step closer to the becoming a global competitor to other financial hubs such as Dubai, Mauritius, Singapore etc.

Emerging sectors in India – Sectors such as EVs, semiconductors and electronics expected to dominate investments

PLI and emerging sectors accounted for almost 5% of the capex between fiscal 2019 and fiscal 2023. These two segments are expected to drive the bulk of incremental capex. There is strong investment intent in most emerging sectors. Their scaling would require large capex. Three segments are expected to draw as much as 85-90% of the non-PLI emerging sector capex: EVs, semiconductors and electronics. Transition towards greener sources of fuel and setting up of semiconductor design hubs in India are expected to provide impetus. These segments will require more funds for expansion and therefore will lead to growth in capital market activities.

Demographics profile to aid folio growth in capital markets

As of calendar year 2022, India has one of the largest young populations in the world, with a median age of 28 years. Of India's population, more than 60% is in the working age group, which is 19-59 years of age, and is expected to remain above 60% for one more decade. CRISIL Intelligence estimates that approximately 90% of Indians are still below the age of 60 in calendar year 2021 and that 63% of them are between 15 and 59 years. In comparison, in calendar year 2020, the United States (US), China and Brazil had 77%, 83% and 86%, respectively, of their population below the age of 60. Further with regards to long-term investment products, the increase in life expectancy and aspirations of the working population (for example, the need to build a strong corpus before retirement) is also increasing, leading to more focus on equity investments in capital markets.

Riding the digital wave – growth of new age fin-tech brokers or discount brokers and increasing mobile penetration to drive retail participation

The emergence of new age fin-tech brokers or discount brokers started gaining prominence from mid 2010s onwards as rising internet and smartphone penetration acted as a tailwind for the segment. These players have revolutionized the industry with their low-cost digital business model. New age fin-tech brokers or discount brokers due to their low cost of operations have been able to transfer this benefit to their clients by significantly bringing down the cost of investing for them with minimal brokerage fees. Supported by the India's robust digital public infrastructure, cost of onboarding has gone down for the new age fintechs and discount brokers in addition to enabling them to build and scale their operation at a large scale. The mobile and internet-based trading has also witnessed a surge during the period and accordingly, many retail participants chose new age fin-tech brokers or discount brokers over traditional brokers. This was because zero brokerage on equity delivery was a new offering in the industry started by the new age fin-tech brokers or discount brokers. Therefore, rising financial literacy of India's young population (expecting to form a majority of the incremental clients for the brokers), coupled with their technological proficiency, almost zero brokerage feature and comfort of transacting through digital platforms is expected to further supplement the strong impact that technology has on the retail investors thereby enabling them to increase participation in the markets.

Preference for do-it yourself (DIY) models and higher risk-taking ability of Millennials aiding growth especially for Low-Cost Digital Only Discount Brokers

Technology savvy millennials prefer do-it-yourself models where the broker provides minimal services on Research and Advisory side but provide robust technology platform to execute trades. Further, the young population are not only restricted to the cash segment but also trade in the equity derivatives segment. The ease of execution of trades across segments using mobile apps, coupled with rising income levels of individuals and lower option premium per contract has further pushed the growth in the equity derivatives turnover, led by an options segment, for Discount Brokers.

Also, the digital model, where right from account opening to delivery is taken care of digitally, is leading to lower on-boarding costs for Digital Brokers as well. Further, the change in business models from banca-based/branch-based distribution to digital channel has provided level playing field for traditional as well as new age Discount brokers in terms of customer reach, with platform and brokerage being key differentiators.

Demand for wealth advisers is experiencing surge as wealth of the customers rise

As the wealth of customers and per capita income continues to rise, the demand for wealth advisers is experiencing a significant surge. This trend emphasizes the growing complexity of financial portfolios and the increasing need for personalized wealth management services. With higher net worth comes a greater array of investment opportunities, tax considerations, and estate planning intricacies, necessitating expert guidance to navigate effectively.

Wealth advisers play a pivotal role in assisting clients in optimizing their financial resources, mitigating risks, and achieving their long-term objectives. This rising demand highlights the importance of a skilled and knowledgeable advisory workforce capable of delivering tailored solutions to meet the evolving needs of affluent individuals and families.

Rising demand for corporate debt issuance

Capital markets have over the years played a pivotal role in development of Indian economy. As India is surging ahead to become an economic powerhouse, Indian Capital Market is expected to play a greater role and remain in forefront in the days ahead. One of the crucial elements of Indian capital market is Corporate Bond Market. Persistent effort by the Government and SEBI in the last few years enabled a nascent Corporate Bond Market to move in the direction of maturity. Also, many companies have equity issuances through IPOs over the last couple of years, as they raise capital to finance their growth opportunities. As the economy grows and businesses gain scale, more companies are expected to explore raising equity from capital markets.

On the demand side, retail participation, index linked funds, and mechanisms to improve liquidity will be enablers. Besides this, attracting foreign capital is crucial to bridging the emerging supply-demand gap, especially given the crowding-out by gilts stemming from the huge borrowing programme of the government.

CRISIL INTELLIGENCE believes that the following measures will enable the Indian debt Capital Market to play an important role:

- Implementing the draft Reserve Bank of India (Credit Derivatives) Directions, 2021, to facilitate the development of the credit default swaps (CDS) market. This will allow banks, NBFCs, insurers, pension funds, mutual funds, alternate investment funds and foreign portfolio investors to write CDS
- Enhancing retail participation via tax sops to investments in debt mutual funds – similar to equity-linked savings schemes – and ensure parity in capital gains tax between equity and debt products.
- Improving liquidity in the market by fast-tracking the setting up of the institution to provide secondary market liquidity to corporate bonds, develop the Limited Purpose Clearance Corporation for corporate bond repos, and allow corporate bonds as collateral under the Reserve Bank of India's liquidity adjustment facility window
- Attracting both domestic and foreign capital through exchange traded funds and other index-linked bond funds, which offer lower costs, more transparency, better liquidity and potential to build diversified portfolios
- ESG profiling of Indian corporates to attract foreign capital into the Indian debt capital markets

Increasing Smartphone Penetration in the country will drive growth in mobile trading

The rise in smartphone penetration will continue to aid growth of mobile trading among the retail participants. The rise in mobile trading will especially benefit the brokers, which continuously invest in Technology and Platforms and thus will be able to provide superior trading and investing experience as compared to its peers.

MUTUAL FUNDS INDUSTRY IN INDIA

Evolution of the mutual fund industry

The initial years (1963-87)

The Indian mutual fund industry has a history of over 50 years, starting with the passing of an Act for the formation of the Unit Trust of India (UTI), a joint initiative of the Government of India and the RBI in 1963. The Act came into force on February 1, 1964, with the formation of UTI. It was regulated and controlled by the RBI until 1978, and thereafter by the Industrial Development Bank of India. UTI launched its first scheme, Unit Scheme 1964, in 1964 and its AUM reached ₹ 67 billion by 1988.

Entry of public sector banks (1987-1993)

In 1987, other public sector banks entered the mutual fund space. SBI Mutual Fund was set up in June 1987, followed by the launch of Canbank Mutual Fund in December 1987. Subsequently, other entities such as Life Insurance Corporation of India, Punjab National Bank, Indian Bank, Bank of India, General Insurance Corporation of India, and Bank of Baroda opened their own mutual fund houses, taking the industry assets to ₹ 470 billion by 1993 end.

Formal regulation and entry of private sector mutual funds (1993-2003)

Seeing the rise in demand for mutual funds, and with the onset of economic liberalization in the country, the industry was opened to the private sector in 1993. The year also saw the introduction of the first formal mutual fund regulations, Securities and Exchange Board of India (SEBI) (Mutual Fund) Regulations, 1993. All mutual funds, except UTI, were under the ambit of these regulations, which were later replaced by SEBI (Mutual Fund) Regulations, 1996. Similarly, SEBI introduced SEBI (Portfolio Managers) Regulations, 1993, for the regulation of portfolio management services and SEBI (Alternative Investment Funds) Regulations, 2012 for the regulation of alternative investment funds. The Association of Mutual Funds in India (AMFI), a member association of the mutual fund industry, was incorporated in August 1995. It recommends and promotes best practices and the code of conduct to its members.

Kothari Pioneer Mutual Fund (now merged with Franklin Templeton Mutual Fund), started in July 1993, was the first private sector mutual fund in the country. This triggered the entry of various mutual fund houses, both domestic and foreign, taking the number of providers at the end of January 2003 to 33 and the total AUM to ₹ 1,218 billion.

Development of regulatory landscape (2003-present)

In February 2003, following the repeal of the UTI Act, 1963, UTI was bifurcated into two separate entities. One is the Specified Undertaking of the UTI with an AUM of ₹298 billion as of January 2003. The Specified Undertaking of UTI, functioning under an administrator and under rules framed by the central government, is not subject to SEBI (Mutual Fund) Regulations, 1996. The other is UTI Mutual Fund. Sponsored by State Bank of India (SBI), Punjab National Bank, Bank of Baroda, and Life Insurance Corporation of India, UTI Mutual Fund is registered with SEBI and functions under SEBI (Mutual Fund) Regulations, 1996. With this bifurcation, and several mergers among other private sector funds, the mutual fund industry entered its current phase of consolidation and growth.

Classification of mutual funds

By structure

Open-ended schemes can be purchased and redeemed on any transaction day. They do not have a fixed maturity period, i.e., schemes are available for subscription and repurchase on a continuous basis. The number of units of an open-ended scheme can fluctuate, i.e., increase or decrease every time the fund house sells or repurchases the existing units. A mutual fund may stop accepting new subscriptions for open-ended schemes from investors but is required to repurchase investor units at any time.

Closed-end schemes can be purchased only during the new fund offer period and redeemed only at maturity. However, the funds are listed on stock exchanges (as mandated by regulation), where investors can sell their units to other investors. The units may trade on the exchange at a premium or discount to their issue price.

Interval funds are close ended mutual fund which has a fixed number of shares that are not traded in the open market, however the shares can be purchased or sold back to the fund during specific periods.

By fund management style

Passive funds are schemes that attempt to mimic a particular index. They include exchange-traded funds (ETFs) and index funds. The efficiency of these funds is generally evaluated by monitoring their tracking error. Tracking error reflects how efficiently a scheme can replicate the returns of its underlying total return index daily. It is measured by calculating the standard deviation of difference between the daily returns and the underlying total return index of the scheme. A low tracking error indicates efficiency in managing the scheme.

Active funds attempt to generate higher returns than their benchmark index by actively managing the portfolio. An active fund investor relies on the expertise of a fund manager who buys and sells securities based on his/her research and judgment of the market.

Another important aspect of active versus passive funds is the difference in expense structures. Expenses for passive funds are typically lower than that for active funds due to lower fund management cost associated with the former.

By asset class

There are five broad categories of mutual fund schemes by asset class – equity, hybrid, debt, solution-oriented, and other schemes. Each category, in turn, offers a plethora of funds, as shown in the tables below.

Equity schemes

Sr no	Category of schemes	Scheme characteristics
1	Multi-cap fund	Minimum investment in equity and equity-related instruments is 75% of total assets, with minimum 25% holding each in large-, mid- and small-cap companies
2	Flexi-cap fund	Minimum investment in equity and equity-related instruments is 65% of total assets
3	Large- cap fund	Minimum investment in equity and equity-related instruments of large-cap companies is 80% of total assets
4	Large- & mid-cap fund	Minimum investment in equity and equity-related instruments of large-cap companies is 35% of total assets; minimum investment in equity and equity-related instruments of mid-cap stocks is 35% of total assets
5	Mid-cap fund	Minimum investment in equity and equity-related instruments of mid-cap companies is 65% of total assets
6	Small-cap fund	Minimum investment in equity and equity-related instruments of small-cap companies is 65% of total assets
7	Dividend yield fund	Predominantly invests in dividend-yielding stocks. Minimum investment in equity is 65% of total assets
8	Value fund*	Follows a value investment strategy. Minimum investment in equity and equity-related instruments is 65% of total assets
	Contra fund*	Follows a contrarian investment strategy. Minimum investment in equity and equity-related instruments is 65% of total assets
9	Focused fund	A scheme focused on the number of stocks (maximum 30). Minimum investment in equity and equity-related instruments is 65% of total assets. Funds mention where the scheme intends to focus, viz., multi, large, mid, or small cap
10	Sectoral/thematic	Minimum investment in equity and equity-related instruments of a particular sector/ particular theme is 80% of total assets
11	ELSS	Minimum investment in equity and equity-related instruments is 80% of total assets. An open-ended ELSS has a statutory lock-in of three years and tax benefit

*Note: *Mutual funds are permitted to offer either value or contra funds; ELSS – equity-linked savings scheme*

Source: SEBI, CRISIL Intelligence

Debt schemes

Sr no	Category of schemes	Scheme characteristics
1	Overnight fund	Investment in overnight securities with maturity of 1 day
2	Liquid fund	Investment in debt and money market securities with maturity of up to 91 days only
3	Ultra-short duration fund	Investment in debt and money market instruments such that the Macaulay duration of the portfolio is 3-6 months
4	Low duration fund	Investment in debt and money market instruments such that the Macaulay duration of the portfolio is 6-12 months
5	Money market fund	Investment in money market instruments with maturity of up to 1 year
6	Short duration fund	Investment in debt and money market instruments such that the Macaulay duration of the portfolio is 1-3 years
7	Medium duration fund	Investment in debt and money market instruments such as the Macaulay duration of the portfolio is 3-4 years. The portfolio Macaulay duration under anticipated adverse situation is 1 year to 4 years.
8	Medium to long duration fund	Investment in debt and money market instruments such that the Macaulay duration of the portfolio is 4-7 years. The portfolio Macaulay duration under anticipated adverse situation is 1 year to 7 years.
9	Long duration fund	Investment in debt and money market instruments such that the Macaulay duration of the portfolio is greater than 7 years
10	Dynamic bond fund	Investment across duration
11	Corporate bond fund	Minimum investment in corporate bonds – 80% of total assets (only in AA+ and above rated corporate bonds.)
12	Credit risk fund	Minimum investment in corporate bonds – 65% of total assets (only in AA and below rated corporate bonds).
13	Banking and PSU fund	Minimum investment in debt instruments of banks, PSUs, public financial institutions is 80% of total assets
14	Gilt fund	Minimum investment in government securities (G-secs) is 80% of total assets (across maturity)
15	Gilt fund with 10-year constant duration	Minimum investment in G-secs is 80% of total assets such that the Macaulay duration of the portfolio is equal to 10 years
16	Floater fund	Minimum investment in floating rate instruments (including fixed rate instruments converted to floating rate exposures using swaps/ derivatives) – 65% of total assets.

Note: Macaulay duration is the weighted average term to maturity of cash flows from a bond or how long it will take to recoup the investment

Source: SEBI, CRISIL Intelligence

Hybrid schemes

Sr no	Category of schemes	Scheme characteristics
1	Conservative hybrid fund	Investment in equity and equity-related instruments is 10-25% of total assets; in debt instruments investment is 75-90% of total assets
2	Balanced hybrid fund*	Equity and equity-related instruments: 40-60% of total assets; debt instruments: 40-60% of total assets. No arbitrage permitted in this scheme
	Aggressive hybrid fund*	Equity and equity-related instruments: 65-80% of total assets; debt instruments: 20-35% of total assets
3	Dynamic asset allocation or balanced advantage fund	Investment in equity/debt that is managed dynamically
4	Multi asset allocation fund^	Invests in at least three asset classes with a minimum allocation of at least 10% each
5	Arbitrage fund	Follows arbitrage strategy. Minimum investment in equity and equity-related instruments: 65% of total assets
6	Equity savings fund	Minimum investment in equity and equity-related instruments: 65% of total assets; minimum investment in debt: 10% of total assets. Minimum hedged and unhedged to be stated in the scheme information document

*Note: *Mutual funds are permitted to offer either aggressive hybrid or balanced fund; ^Foreign securities are not to be treated as a separate asset class*

Source: SEBI, CRISIL Intelligence

Solution-oriented schemes

Sr no	Category of schemes	Scheme characteristics
1	Retirement fund	Scheme having a lock-in for at least five years or till retirement age, whichever is earlier
2	Children's fund	Scheme having a lock-in for at least five years or till the child attains age of majority, whichever is earlier

Source: SEBI, CRISIL Intelligence

Other schemes

Sr no	Category of schemes	Scheme characteristics
1	Index funds/ Gold ETFs/Other ETFs	Minimum investment in securities of a particular index (which is being replicated/ tracked) is 95% of total assets
2	Fund of Funds (overseas/domestic)	Minimum investment in the underlying fund is 95% of total assets

Source: SEBI, CRISIL Intelligence

Close Ended Schemes

Sr no	Category of schemes	Scheme characteristics
1	Fixed Term Plan	Stipulated lock in period during which funds cannot be withdrawn from the scheme by investing in debt instruments
2	Capital Protection Oriented Schemes	Large portion of the corpus is invested in high rated debt related money market instruments
3	Infrastructure Debt Fund	Investment in infrastructure sector at any lifecycle stage of the project with investments upto 90% in debt securities/ securitized debt instruments of infra companies, SPVs and projects of infra sectors.

Source: SEBI, CRISIL Intelligence

Historical AUM growth

Robust growth in Indian mutual fund AUM

The Indian mutual fund industry has experienced significant growth over the past six years, driven by a thriving domestic economy, substantial inflows, and increased participation from individual investors. The industry is witnessing a surge in growth, driven largely by the equity space, where assets have increased significantly over the past decade.

This shift is attributed to retail investors transitioning from traditional debt products to equity funds, resulting in a substantial rise in equity investments. Retail mutual fund AUM as a proportion of individual deposits in scheduled commercial banks has risen from 19.7% in March 2020 to 30% as of March 2025 indicating increase investor participation in mutual funds.

The fiscal year 2024 was particularly notable, where the industry grew by 33.6%. The business has shown robust development and weathered obstacles with the industry benefiting from a strong equity market, robust economic growth, and heightened investor engagement.

Quarterly average AUM (QAAUM) surged by approximately ₹13 trillion, reaching a record high of ₹ 67.4 trillion by March 2025, up from ₹ 54.1 trillion as of March 2024. Over the six-year period, the QAAUM grew at a CAGR of 18.4%, increasing from ₹ 24.5 trillion as of March 2019 to ₹ 67.4 trillion as of March 2025. QAAUM as of June 2025 stood at ₹ 72.14 trillion. Between fiscal 2023 to Fiscal 2025, the quarterly average AUM grew at a CAGR of 29.0%.

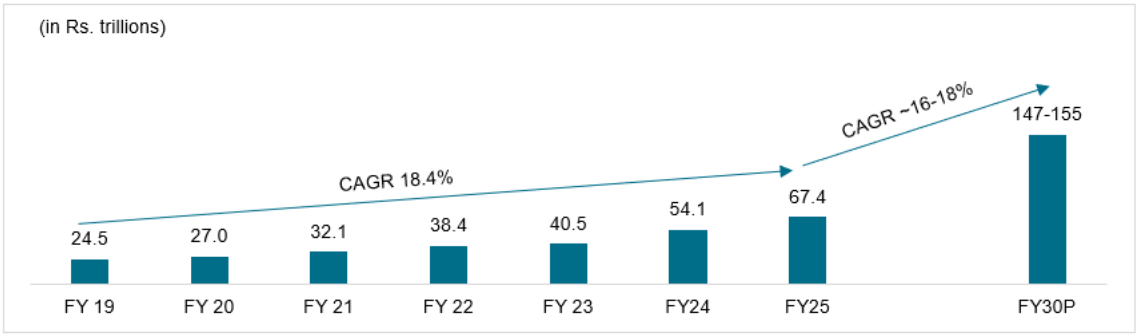
In Fiscal 2025, the growth momentum continued with a year-on-year growth of 25%. The outstanding performance of equity-oriented funds, significant progress in hybrid funds, rising penetration in B30 cities and the rising popularity

of systematic investment plans (SIPs) which have seen higher participation by individual investors, were key factors contributing to growth.

Individual AUM from retail and high net worth investors constituted 52% of total MF AUM as of March 2020 which increased to 61% as of March 2025. During Fiscal 2025 and Q1FY26, monthly SIP contribution remained consistently above ₹ 20,000 crores from April 2024 to June2025, highlighting consistent performance of SIP.

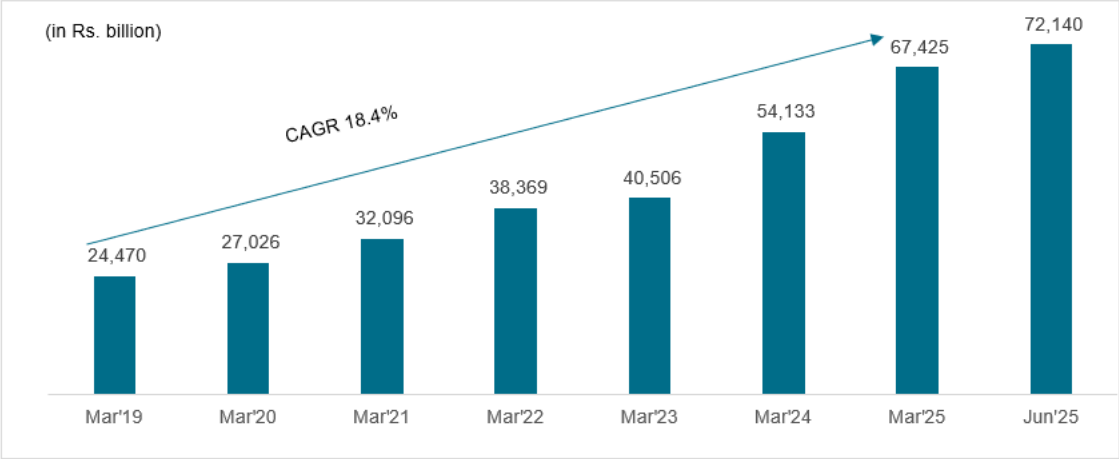
The trajectory of the mutual fund industry in the last year is indicative of its adaptability to shifting market conditions as well as its durability. These insights can act as a compass for investors as they make their way through the complex financial landscape, enabling them to make well-informed decisions and capitalise on the industry's potential for long-term success

Mutual Fund QAAUM to grow at ~16-18% over Fiscal 2025 to Fiscal 2030



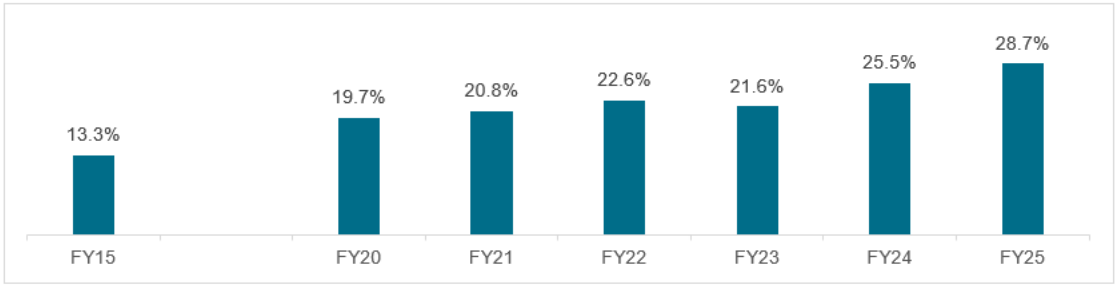
Note: Fiscal values in the above chart are based on quarterly average AUM (Jan- March quarter), P: Projected.
Source: AMFI, CRISIL Intelligence

AUM logged a CAGR of 18.4% over March 2019 to March 2025



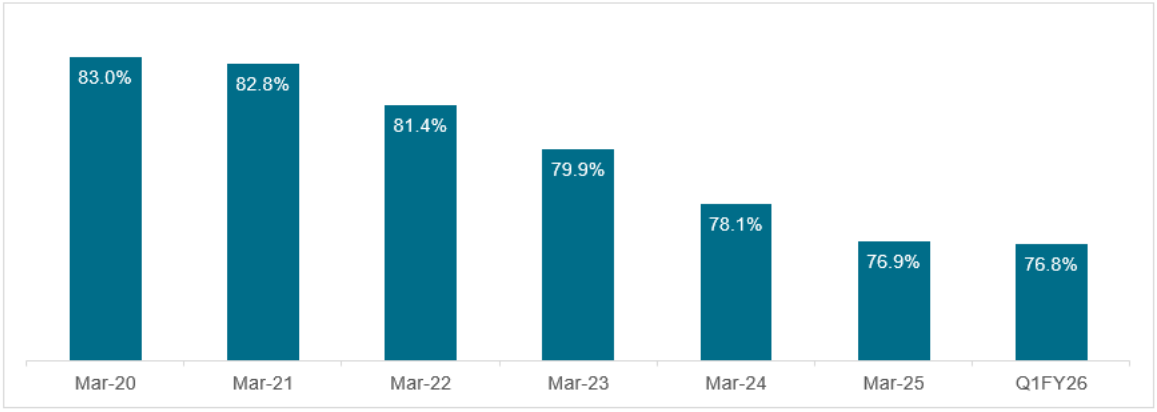
Note: Values in the above chart are based on quarterly average AUM
Source: AMFI, Crisil Intelligence

MF AUM as a % of Bank Deposit



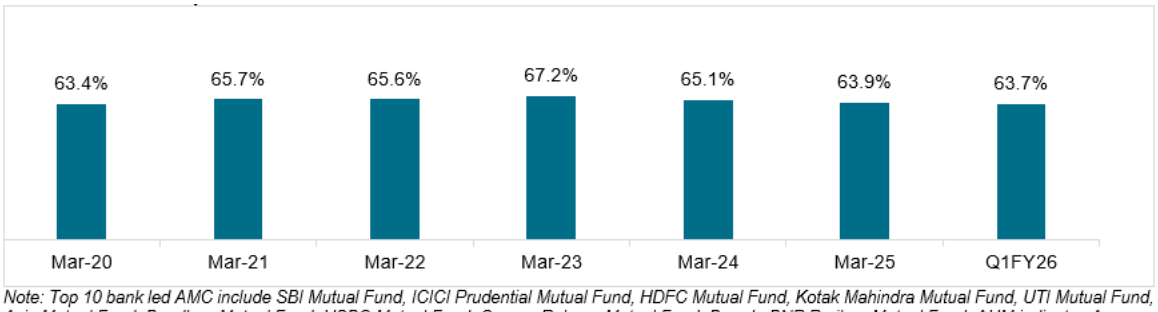
Note: Bank Deposit only for scheduled commercial banks, E: Estimated.
Source : AMFI, CRISIL Intelligence

Trend of Market Share of top 10 AMC basis average AUM



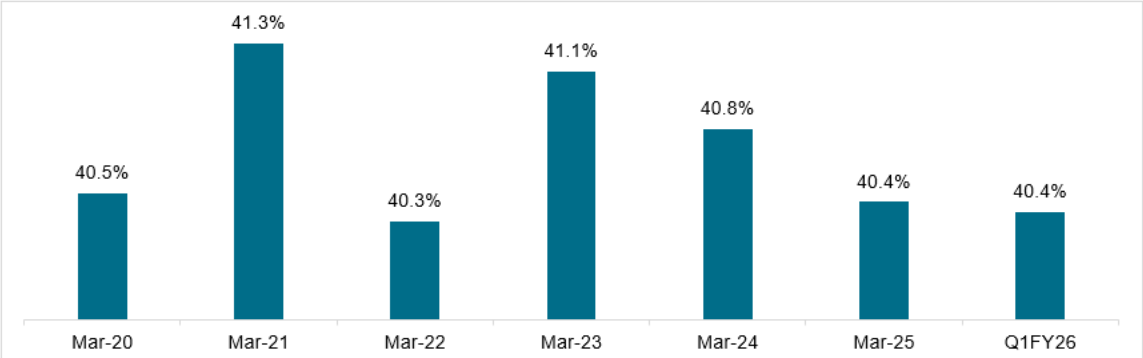
Note: Top 10 AMCs might differ in each period. AUM indicates Average AUM excluding fund of funds – Domestic but including Fund of Funds – overseas
Source: AMFI, Crisil Intelligence

Market share of Top 10 bank led AMC from Fiscal 2020 to Fiscal 2025 basis QAAUM



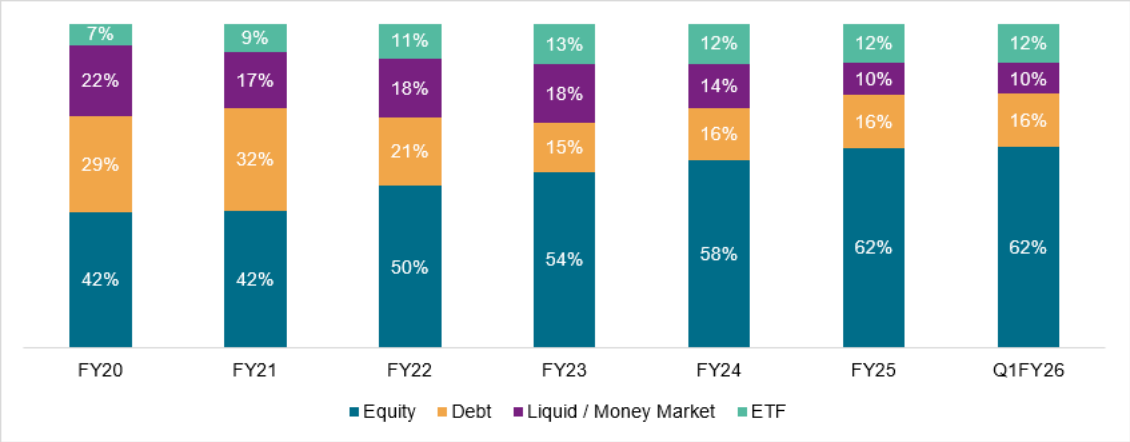
Note: Top 10 bank led AMC include SBI Mutual Fund, ICICI Prudential Mutual Fund, HDFC Mutual Fund, Kotak Mahindra Mutual Fund, UTI Mutual Fund, Axis Mutual Fund, Bandhan Mutual Fund, HSBC Mutual Fund, Canara Robeco Mutual Fund, Baroda BNP Paribas Mutual Fund. AUM indicates Average AUM excluding fund of funds – Domestic but including Fund of Funds – overseas.
Source: AMFI, Crisil Intelligence

Market share of Top 3 bank led AMC from Fiscal 2020 to Q1 Fiscal 2026 basis QAAUM



Note: Top 3 bank led AMC includes SBI Mutual Fund, ICICI Prudential Mutual Fund, HDFC Mutual Fund.
Top 3 AMCs might differ each year. AUM indicates Average AUM excluding fund of funds – Domestic but including Fund of Funds – overseas.
Source: AMFI, Crisil Intelligence

Equity schemes have gained ground over the last few years



Note: As per average net assets under management for the month mentioned. Equity includes equity funds, growth, ELSS, Hybrid and Solution oriented and Index fund. Debt funds include gilt, income, debt oriented, and FoFs investing overseas. ETF includes gold ETFs and other ETFs. Liquid/money market includes liquid funds.
Source: AMFI, Crisil Intelligence

Equity schemes have gained prominence in the last five years

In Fisscal 2025, all categories witnessed positive inflows. Generally, equity and equity-oriented schemes have a higher fee structure compared to non-equity-oriented schemes, on account of being actively managed and incurring more research and analysis costs as compared to other schemes.

Net inflow of mutual funds increased 130% year on year in Fiscal 2025

In Fiscal 2021, led by the resurgence of investor interest despite the COVID-19 pandemic, aggregate inflows totalled ₹2,14,743 crore. Inflows continued to remain strong in fiscal 2022, with ₹2,46,729 crore flowing in, mainly through equity funds. However, debt mutual funds witnessed heavy outflows of up to ₹ 1,84,252 crore in fiscal 2022 due to lower returns and rising interest in equity market, which showed strong growth. The trend continued in fiscal 2023, where debt mutual funds and liquid funds witnessed outflows of ₹ 1,11,808 crore and ₹ 94,404 crore, respectively, as they offered muted returns to investors owing to tightening of monetary conditions both globally and in India, due to rising inflation. Moreover, with RBI increasing interest rates in fiscal 2023, bank fixed deposits became more attractive and acted as a roadblock in bringing new investors to mutual funds. On the other hand, in fiscal 2023, equity mutual funds witnessed the second highest inflows in the last five fiscals. Moreover, existing investors continued to invest in mutual funds through SIPs. Retail participation increased, with monthly inflows into mutual funds through the SIP

route increasing from approximately ₹ 11,863 crore in April 2022 to approximately ₹ 14,276 crore in March 2023. In June 2025, monthly SIP contribution stood at ₹ 27,269 crores.

In fiscal 2024, equity mutual funds witnessed the highest inflows which reflects continued confidence of investors in equity-oriented schemes, despite volatility. Aggregate Inflows stood in fiscal 2024 in the last 5 fiscals with ₹ 3,54,701 crore flowing in, mainly through equity funds. However, debt mutual funds and liquid funds witnessed outflows of up to ₹ 18,044 crore and ₹ 19,401 crore respectively in fiscal 2024.

In fiscal 2025, the momentum continued where equity mutual funds witnessed the highest inflows in the last five fiscals, which reflects continued confidence of investors in equity-oriented schemes, despite volatility. Aggregate Inflows stood highest in fiscal 2025 in the last 5 fiscals with ₹ 8,15,115 crore flowing in, mainly through equity funds. However, debt mutual funds and liquid funds also witnessed inflows of up to ₹38,654 crore and ₹94,107 crore respectively in fiscal 2025. ETFs also witnessed inflows of ₹83,079 crore in the fiscal 2025. Aggregate Inflows for the June 2025 is ₹3,55,030 crore where equity inflows stood at ₹1,29,359 crore. Debt mutual funds, liquid funds and ETFs stood at ₹85,680 crore, ₹ 1,13,642 crore and ₹ 26,355 crore respectively.

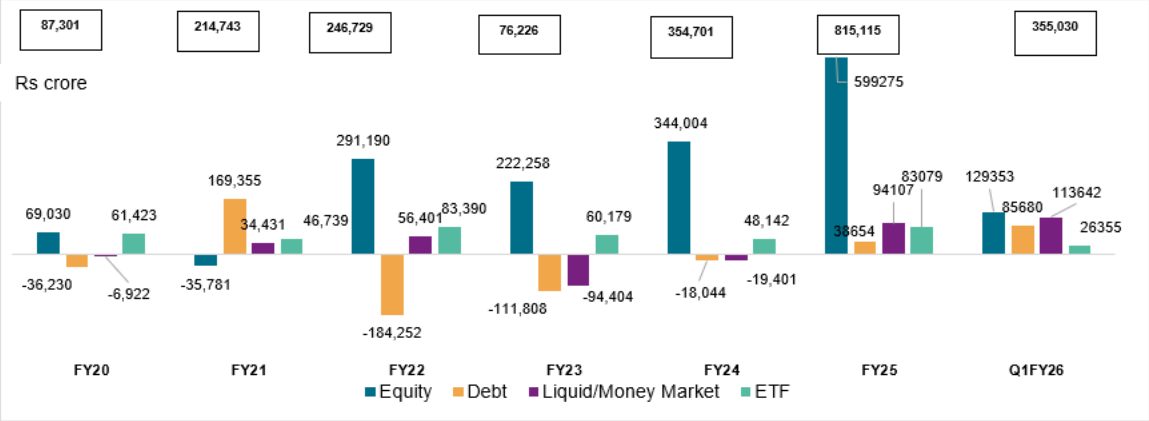
The mutual fund industry witnessed robust inflows across a broad range of equity categories, including small, mid, multi-cap, flexi-cap, large, and mid-cap, as well as sectoral and thematic funds. Notably, the composition of schemes underwent a shift, with equity-oriented schemes gaining traction and debt-oriented schemes experiencing a decline in proportion.

Equity funds (₹ Crore)	Q3FY24	Q4FY24	Q1FY25	Q2FY25	Q3FY25	Q4FY25	Q1FY26
Multi-cap fund	6,476	7,280	10,077	13,069	10,298	8,838	8,345
Large-cap fund	750	4,336	1,991	5,076	8,011	8,409	5,616
Large and mid-cap fund	5,920	8,702	7,948	9,514	13,349	9,497	8,740
Mid-cap fund	6,468	4,887	6,927	7,829	14,660	11,994	9,877
Small-cap fund	12,052	6,085	7,197	8,389	12,552	13,535	11,239
Dividend yield fund	849	798	1,307	2,660	1,026	424	76
Value fund/contra fund	2,936	5,417	5,418	5,863	6,059	4,457	2,140
Focused fund	193	(671)	(921)	(977)	1,579	3,457	2,797
Sectoral/thematic fund	11,866	23,985	46,731	49,758	35,268	14,898	4,529
ELSS	57	2,661	(839)	(1,192)	1,190	2,147	-1,606
Flexi-cap fund	4,924	7,798	8,387	9,781	14,996	16,417	15,116
Hybrid scheme except conservative hybrid scheme	38,556	44,381	46,946	32,630	25,253	15172	58,244
Solutions-oriented fund	748	638	896	687	979	730	590
Index fund	4,145	7,347	16,086	13,227	17,060	12,932	3,703
Closed-ended EOS	(79)	(252)	(90)	(84)	(57)	(145)	(53)
Total equity inflow	**95,861**	**123,393**	**158,061**	**156,232**	**162,221**	**122,762**	**129,353**

Notes: (1) Equity includes equity funds, ELSS, index funds, solution-oriented funds, and balanced funds. Source: AMFI, CRISIL Intelligence

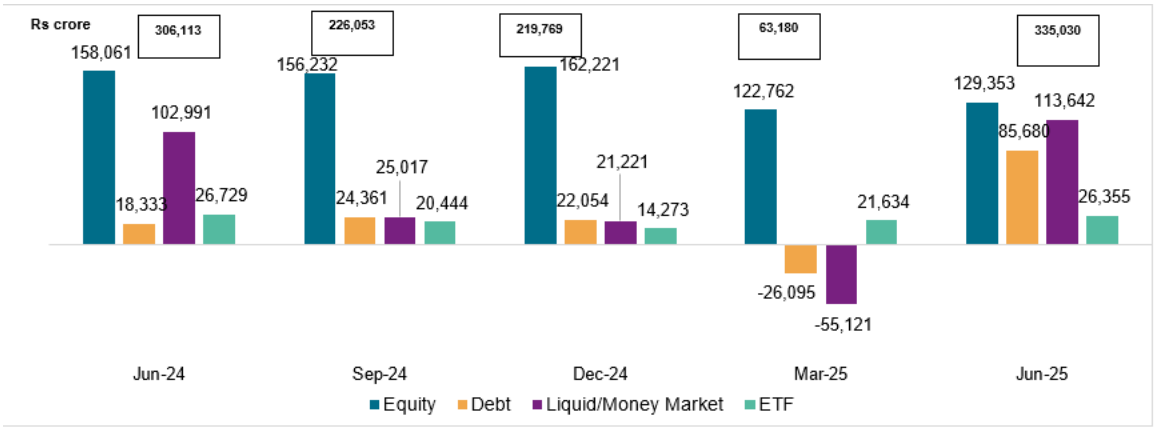
As the industry continues to evolve, analyzing key trends and developments - such AUM growth, investor sentiment, sectoral preferences, and the increasing influence of retail investors - can provide valuable insights for investors to make informed decisions. By staying abreast of these emerging trends, investors can navigate the industry's progress and make optimal investment choices.

Fiscal 2025 witnessed highest net inflows in the last five fiscals



Notes: (1) As per quarterly AUM data. Equity includes equity funds, ELSS, index funds, solution-oriented funds, and balanced funds. Debt funds include gilt, income, conservative hybrid, floater funds, and FoFs investing overseas. ETF includes gold ETFs and other ETFs. Liquid/money market includes liquid funds, overnight funds, floater fund and money market funds, (2) Figures in the box represent net inflow for the period; Source: AMFI, Crisil Intelligence

Quarterly trends in net inflows (in ₹ crores)



Notes:
1. As per quarterly AUM data. Equity includes equity funds, ELSS, index funds, solution-oriented funds and balanced funds. Debt funds include gilt, income, conservative hybrid, floater funds and FoFs investing overseas. ETF includes gold ETFs and other ETFs. Liquid/money market includes liquid funds, overnight funds, floater funds and money market funds.
2. Figures in the boxes represent net inflows for the period.
Source: AMFI, Crisil Intelligence

Quarterly inflows as per new classification of mutual funds scheme from June-19 to June 2025

(in ₹ crore)

Quarter ended	Equity	Debt	Hybrid schemes	Solution-oriented	Others	Total
Jun-19	16,565	-3,918	514	469	4,005	17,635
Sep-19	23,582	-13,510	14,367	439	12,958	37,836
Dec-19	11,380	92,232	-1,442	1,286	22,641	126,097
Mar-20	30,069	-115,098	-37,206	260	27,707	-94,267
Jun-20	11,379	90,536	13,213	288	8,663	124,079
Sep-20	-8,883	24,726	-16,340	181	23,484	23,169
Dec-20	-30,116	164,692	-12,863	6	7,020	128,738
Mar-21	-11,707	-83,754	13,055	1,102	20,063	-61,242
Jun-21	15,627	6,293	27,220	222	20,262	69,625
Sep-21	35,256	-10,542	41,775	189	33,296	99,974
Dec-21	40,761	-21,834	20,423	390	40,489	80,229

Quarter ended	Equity	Debt	Hybrid schemes	Solution-oriented	Others	Total
Mar-22	62,450	-1,16,601	5,803	464	44,787	-3,098
Jun-22	48,797	-1,05,055	10,084	409	41,226	-4,539
Sep-22	28,902	-10,567	-14,436	417	42,963	47,278
Dec-22	18,758	-16,394	-7,041	427	36,053	31,802
Mar-23	48,319	-77,044	-7,420	583	37,247	1,684
Jun-23	16,427	132,477	14,021	419	13,490	176,833
Sept-23	41,496	-70,002	48,153	479	10,115	30,240
Dec-23	52,412	-36,708	38,454	748	10,553	65,459
Mar-24	71,027	-60,354	44,326	638	26,532	82,169
Jun-24	94,132	122,614	46,708	896	41,762	306,113
Sept-24	109,688	50,705	32,342	687	32,631	226,053
Dec-24	118,929	43,231	25,357	979	31,274	219,769
Mar-25	93,928	(80,756)	14,625	730	34,653	63,180
Jun-25	**66,816**	**199,636**	**58,235**	**590**	**29,753**	**355,030**

Notes: As per net inflows during quarterly AUM. Open-ended, close-ended and interval funds have been considered. 'Others' include gold ETF, other ETFs, index funds and fund of funds investing overseas. Source: AMFI, CRISIL Intelligence

Open-ended funds have contributed maximum to India's mutual fund AUM

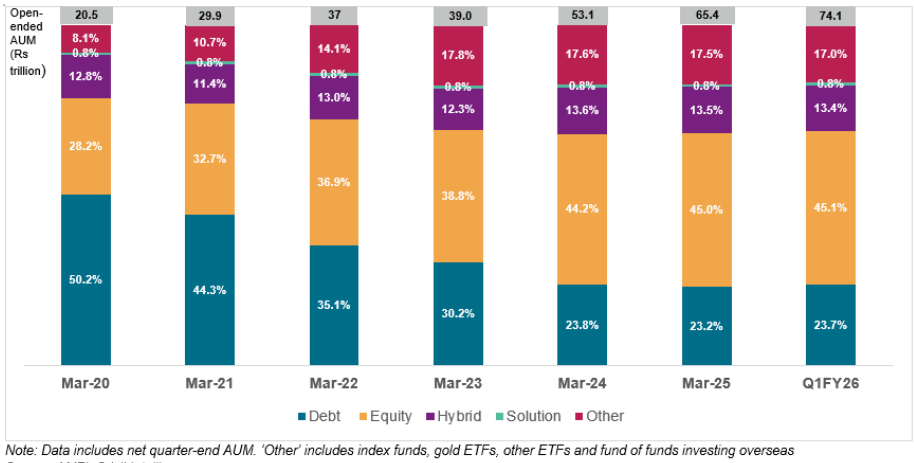
As of June 2025, open-ended funds made up 99.6% of the total assets under management (AUM). These funds encompass a range of categories, including debt, equity, hybrid solutions, and other funds such as index funds, gold ETFs, other ETFs, and funds of funds that invest overseas. Within open-ended funds, equity-oriented funds held the largest share at 45.1%. This growth can be attributed to ongoing investments from existing mutual fund investors and an increase in retail investors.

On the other hand, debt mutual funds accounted for 23.7% of AUM as of June 2025, up from 23.2% as of March 2025, due to significant inflows resulting from high returns. Hybrid, solution-oriented and other funds contributed 13.4%, 0.8% and 17%, respectively, to the AUM.

In contrast, close-ended funds, which only include debt and equity-oriented schemes, accounted for a mere 0.4% of the total AUM as of June 2025. Within close-ended funds, debt-oriented AUM dominated with an 82.9 % share, while equity-oriented AUM stood at 17.1%.

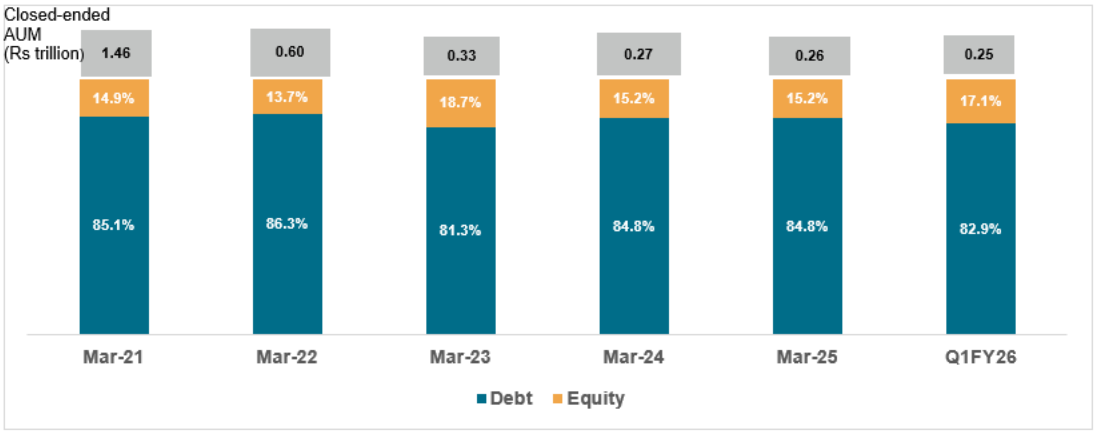
Interval funds, which also offer both debt and equity-oriented schemes, are another component of the mutual fund landscape. Overall, the distribution of AUM across different types of funds reflects the preferences and risk appetites of investors in the market as of June 2025.

Rising share of equity AUM in open-ended funds



Note: Data includes net quarter-end AUM. 'Other' includes index funds, gold ETFs, other ETFs and fund of funds investing overseas
Source: AMFI, Crisil Intelligence

Debt AUM dominates in close-ended funds

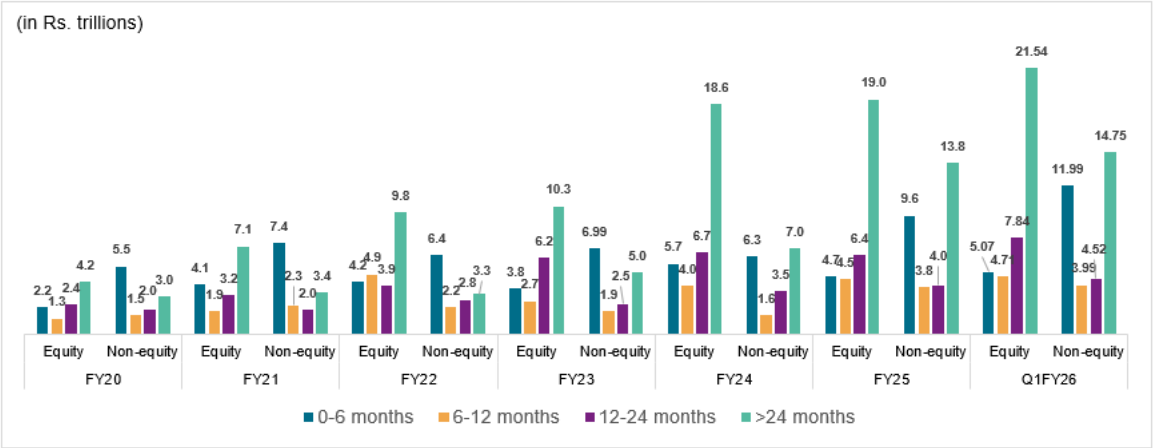


Note: Data includes net quarter-end AUM.
Source: AMFI, Crisil Intelligence

Ageing of mutual fund AUM

Equity schemes having age of more than 24 months had the highest share of AUM of ₹21,53,894 crore as on 30th June 2025. It shows that investors are preferring long term investments in equity due to positive returns that equity-oriented schemes have given. Non-equity schemes of age greater than 24 months having a share of ₹ 14,74,765 crore of AUM was the highest contributor as investors move towards safer debt mutual funds.

Age-wise AUM distribution shows long-term investment in equity oriented mutual funds gaining traction



Source: AMFI, Crisil Intelligence

Systemic Investment Plans

Systematic Investment Plans (SIPs) offer numerous advantages, including the ability to overcome emotional biases during market uncertainty, the capacity to accumulate large investments from smaller amounts, and tax benefits associated with Equity-Linked Savings Schemes (ELSS) through SIPs. By promoting steady and diversified inflows, SIPs have contributed to the growth and stability of the market, reducing overall volatility.

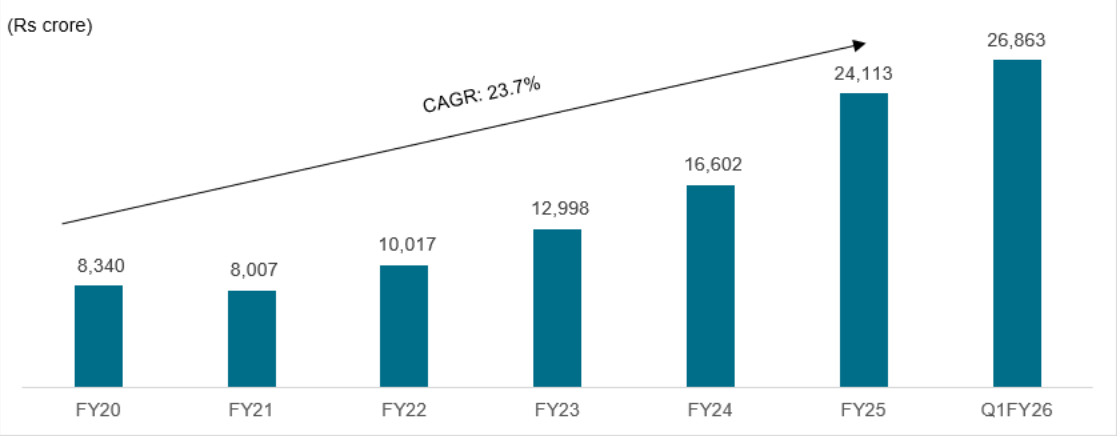
The monthly inflows through SIPs have demonstrated a consistent upward trend, rising from ₹8,055 crore in March 2019 to ₹27269 crore in June 2026. Over the longer term, the monthly average SIP inflows have grown at a compound annual growth rate (CAGR) of 23.7%, increasing from ₹8,340 crore in fiscal 2020 to ₹24,113 crore in Fiscal 2025.

Furthermore, the yearly SIP contributions have shown significant growth, with a 25.20% year-on-year increase in fiscal 2023, and this momentum has continued into fiscal 2025, which saw a 45.24% jump in yearly SIP contributions.

In the fiscal year 2025, inflows through Systematic Investment Plans (SIPs) surged to ₹2.89 trillion. As on March 2025, SIP assets totalled to ₹13.4 trillion, comprising over 20% of the industry's total assets. The number of SIP accounts also witnessed substantial growth, reaching nearly 100.5 million with an average monthly addition of around 1.7 million accounts. As per Crisil Intelligence, the average amount of SIP contribution (SIP contribution per average outstanding SIP accounts) is ₹31,366 as on Fiscal 2025. Systematic investment plans have gained increased traction among individual investors and contributed approximately 60% of total equity and equity-hybrid fund flows in the Indian mutual fund industry during FY25. From January 2025 to April 2025, total SIP contribution stood at ₹1,049.6 billion with average monthly SIP contribution at ₹262.4 billion.

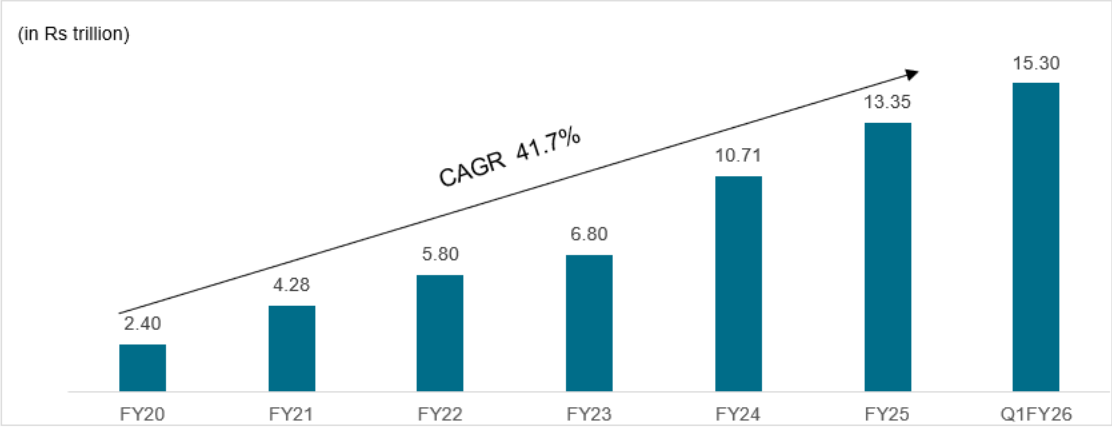
SIPs' stability has proven essential in directing industry flows and giving investors a methodical and disciplined approach. Popularity of equity funds, rising participation of investors, recent investor education initiatives, and apparent benefits of SIPs to households that traditionally did not invest in mutual funds indicate that growth in inflows from SIPs is expected to accelerate over the foreseeable future. This is expected to make SIPs an increasingly important component in overall AUM growth. Increase in retail AUM has been primarily on account of SIPs as they make it easier for retail investors to participate by allowing them to invest small, manageable sums regularly. This method not only draws in more retail investors but also boosts the overall retail contribution to SIP AUM, building a larger, more stable asset base over time. Further, SIP AUM is expected to grow at a CAGR of 25-27% over FY25 to FY30.

Monthly average SIP contribution clocked a CAGR of 23.7% between fiscal 2020 and fiscal 2025



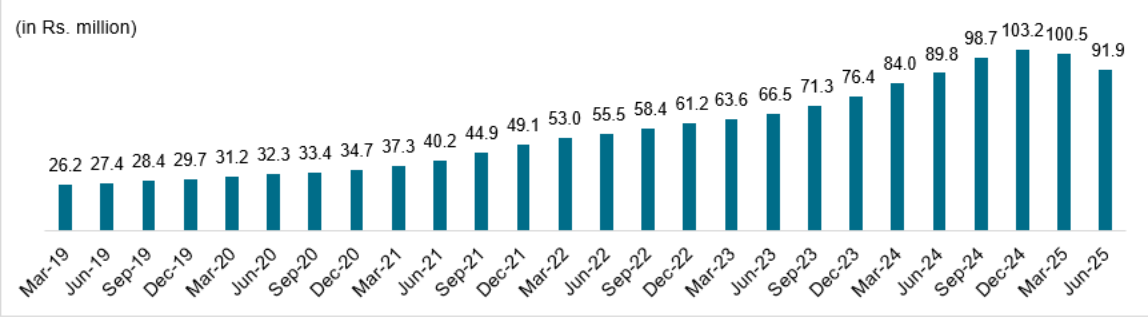
Source: AMFI, CRISIL Intelligence

SIP AUM stood at ₹15.3 trillion as of June 2025



Source: AMFI, CRISIL Intelligence

Total number of outstanding SIP accounts



Source: AMFI, CRISIL Intelligence

The number of SIP accounts has experienced a significant decline over the past months. As of December 2024, there were 103.2 million SIP accounts, which decreased to 100.5 million by March 2025 and further dropped to 91.9 million by June 2025. During March 2025 and June 2025, there is fall of 8.6 million of SIP accounts including of past/legacy data on account SEBI guidelines, revised on 14th May 2025.

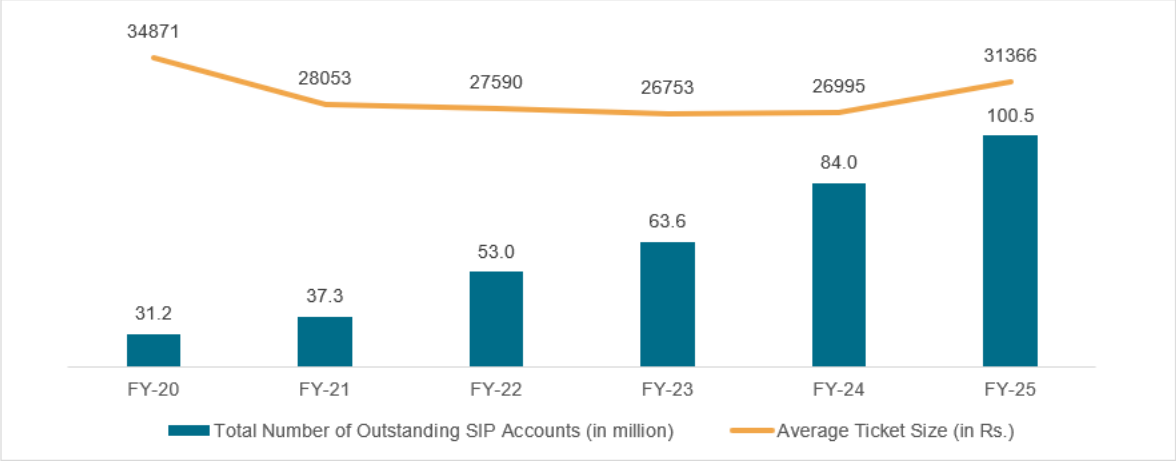
The primary reason is due to new SEBI guidelines, SIP is considered ceased or discontinued after a certain number of consecutive failed instalments: 3 consecutive failures for daily, weekly, fortnightly, and monthly SIPs, and 2 consecutive failures for quarterly and bimonthly SIPs. In addition to market volatility, tariff announced by US administration earlier in the year, have led to cautious investor sentiment and a subsequent liquidation or pausing of SIPs. This has resulted in decline in number of SIP accounts as a byproduct of new SEBI guidelines to bring more transparency and weak investors' confidence

Monthly SIP Contributions from FY20 to Q1FY26

in ₹Billions	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
Total during FY	1,000.8	960.8	1,245.7	1,559.7	1,992.2	2,893.5	805.9
March	86.4	91.8	123.3	142.8	192.7	259.3	
February	85.1	75.3	114.4	136.9	191.9	260.0	
January	85.3	80.2	115.2	138.6	188.4	264.0	
December	85.2	84.2	113.1	135.7	176.1	264.6	
November	82.7	73.0	110.1	133.1	170.7	253.2	

in ₹Billions	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
October	82.5	78.0	105.2	130.4	169.3	253.2	
September	82.6	77.9	103.5	129.8	160.4	245.1	
August	82.3	77.9	99.2	126.9	158.1	235.5	
July	83.2	78.3	96.1	121.4	152.5	233.3	
Jun	81.2	79.2	91.6	122.8	147.3	212.6	272.7
May	81.8	81.2	88.2	122.9	147.5	209.0	266.8
April	82.4	83.8	86.0	118.6	137.3	203.7	266.3

SIP average ticket size from FY20 to FY25



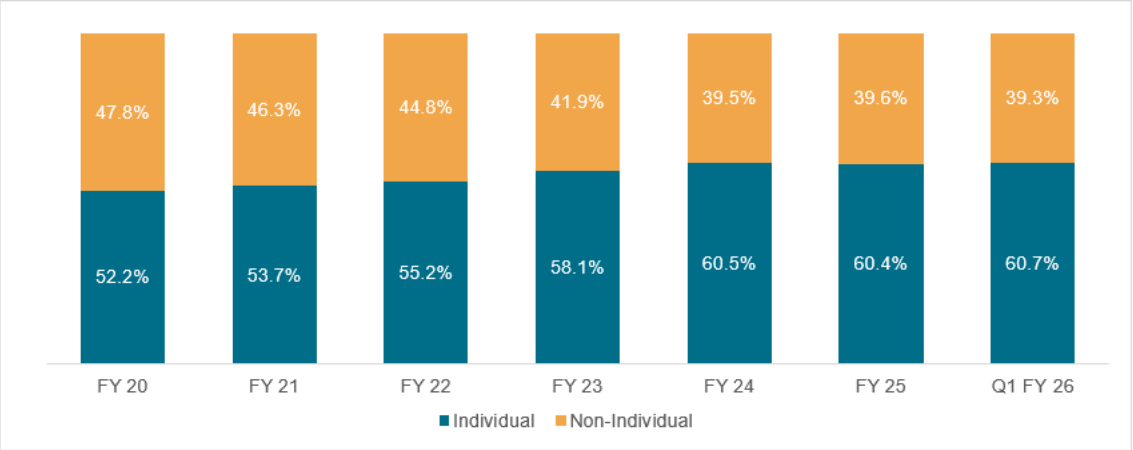
Note: Average Ticket Size calculated as Annual SIP contribution divided by average of Total number of outstanding SIP Accounts as of current Fiscal year and previous fiscal year.
Source: AMFI, CRISIL Intelligence

Investor Profile of the industry

Individuals outpace institutional investors in terms of AUM

Traditionally, the majority of the industry's assets were controlled by institutional investors, primarily comprising corporates. However, there has been a notable shift in recent years, with the share of institutional investors, including corporates, banks, financial institutions, foreign institutional investors and foreign portfolio investors, declining from 47.78% in March 2020 to approximately 37.8% in June 2025. Individual investors (retail and HNI investors) accounted for 62.2% of total mutual fund industry AUM as on June 30, 2025.The mutual fund industry has experienced a significant increase in participation from individual households in recent years, driven by factors such as growing financial awareness, improved financial inclusion, enhanced access to banking channels, and the increased adoption of technology by non-bank distributors.. Individual customers tend to favor equity-oriented schemes, which generally attract higher investment management fees in comparison to non-equity-oriented schemes. Individual Investors generally tend to have longer held periods, contributing to a more stable asset base.

Share of AUM by investor classification



Notes:
1) Average monthly AUM for the period considered, (2) Individual investors include retail and high net worth individuals ("HNI") investors. Institutional investors include corporates, banks/FIs, and FII/FPIs; Source: AMFI, Crisil Intelligence

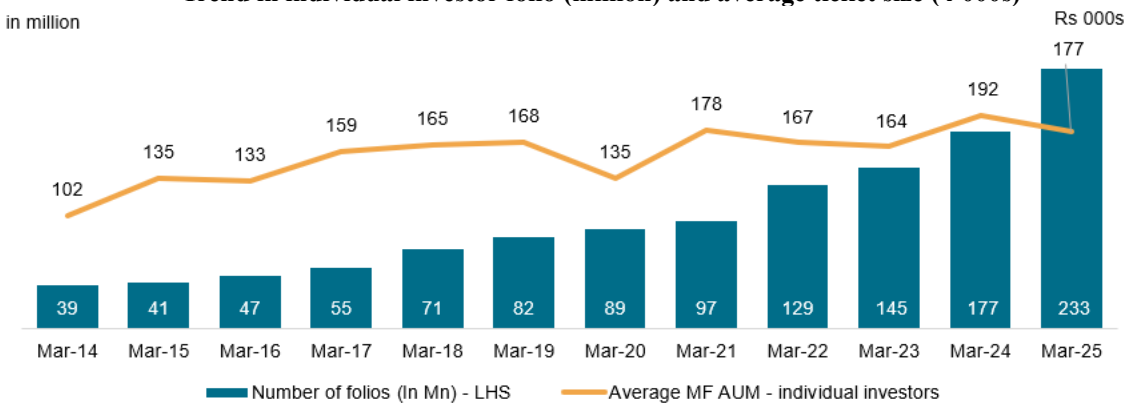
Share of AUM by investor classification reflects exponential growth of AUM held by individual investors

Category (Rs cr)	FY 20	FY 21	FY 22	FY 23	FY 24	FY 25	Q1 FY 26
Corporates	1,098,454	1,426,743	1,623,633	1,619,911	2,070,487	2,510,716	2,778,124
Banks/FIs	76,720	57,703	61,313	53,797	95,571	124,909	159,234
FIIs/FPIs	5,376	5,782	4,372	4,420	4,043	3,823	3,372
Institutional sub-total	**1,180,550**	**1,490,228**	**1,689,319**	**1,678,128**	**2,170,100**	**2,639,448**	**2,940,731**
Retail Investor	469,630	704,351	880,037	994,169	1,474,323	1,769,180	2,020,384
High-net worth individuals	820,703	1,022,616	1,200,940	1,332,341	1,856,304	2,261,558	2,518,041
Individual sub-total	**1,290,333**	**1,726,967**	**2,080,977**	**2,326,509**	**3,330,628**	**4,030,738**	**4,538,425**
Total	**2,470,883**	**3,217,195**	**3,770,296**	**4,004,638**	**5,500,728**	**6,670,186**	**7,479,156**

Notes: (1) Figures are in Rs crore; (2) Average monthly AUM for the period considered, (3) Individual investors include retail and high net worth individuals ("HNI") investors. Institutional investors include corporates, banks/FIs, and FII/FPIs; Source: AMFI, Crisil Intelligence

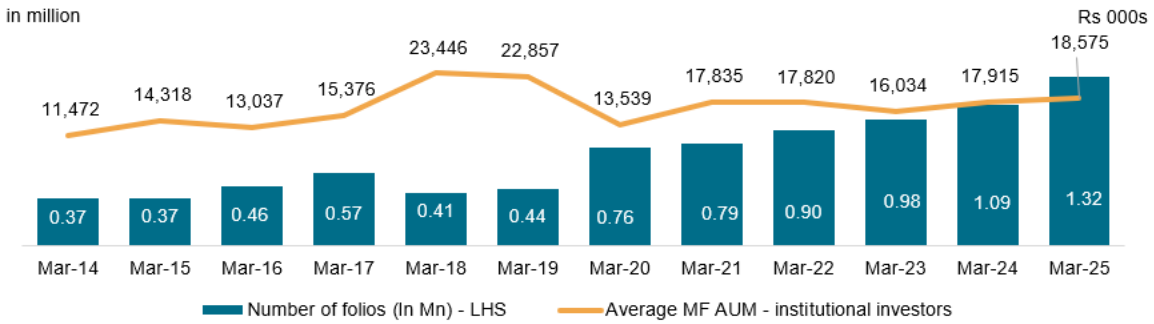
The mutual fund industry has seen increased participation from households in recent years, because of growing awareness, financial inclusion, and improved access to banking channels.

Trend in individual investor folio (million) and average ticket size (₹ 000s)



Note: Number of folios as on end of fiscal. Average ticket size is calculated as outstanding AUM divided by number of folios
Source: AMFI, Crisil Intelligence

Trend in institutional investor folio (million) and average ticket size (₹ 000s)



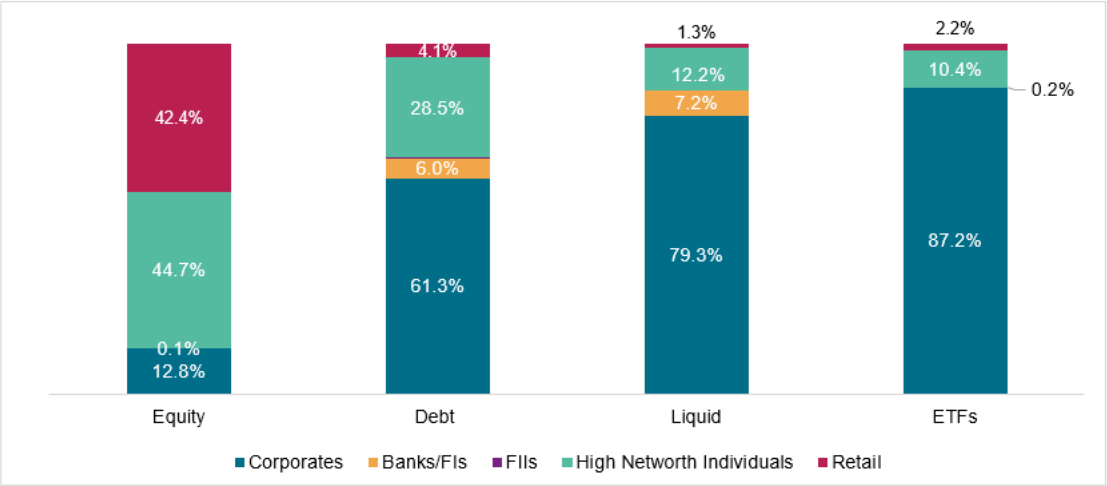
Note: Number of folios as on end of fiscal. Average ticket size is calculated as outstanding AUM divided by number of folios
Source: AMFI, Crisil Intelligence

Holding patterns suggests retail investors are at par with high net-worth individuals in equity AUM

High net-worth individuals are the highest contributor in equity mutual funds AUM as of 30th June 2025. Their share in equity AUM has increased from 43.7% as of March 2023 to 44.7% as of June 2025. This was because of a higher push of equity products by AMCs and distributors owing to their relatively higher profitability and expense ratios. The share of retail investors decreased from 43.4% as of March 2023 to 42.7% as of June 2025.
In terms of debt AUM, corporates emerged as the leaders having total share of 61.3%. The share of high net-worth individuals in debt mutual funds AUM has decreased from 40.7% as of March 2023 to 28.5% as of June 2025.

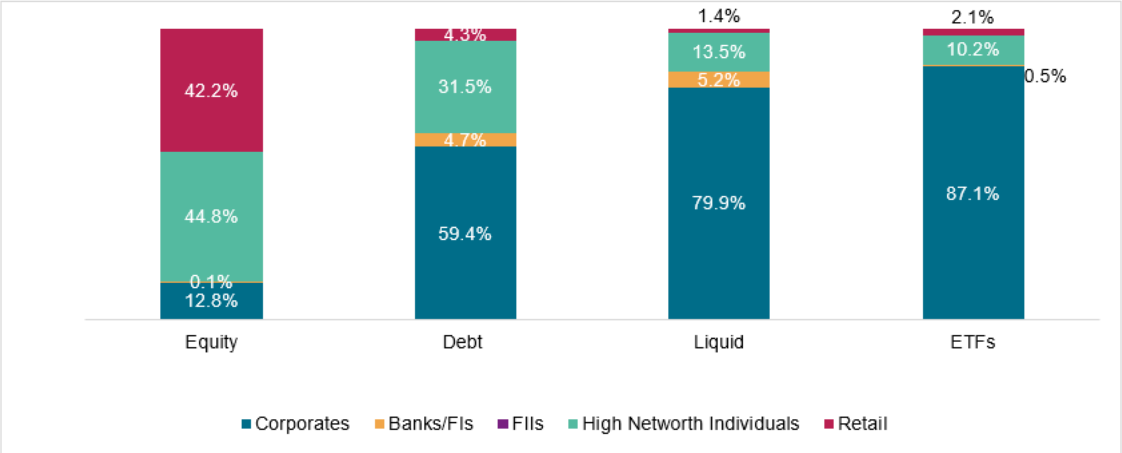
Corporates also had highest share in liquid funds AUM and ETFs AUM with 79.3% and 87.2% of holdings respectively, as of 30th June 2025. FIIs have the minimum holdings across all types of AUM.

Share of retail investors is at par with high net-worth individuals in equity AUM whereas corporates lead in debt, liquid and others' AUM (June 2025)



Notes: (1) As per quarterly AUM data. Equity includes equity funds, ELSS, index funds, Hybrid schemes, solution-oriented funds, and balanced funds. Debt funds include debt-oriented funds and FoFs investing overseas. ETF includes gold ETFs and other ETFs. Liquid/money market includes liquid funds, overnight funds, floater fund and money market funds, Source: AMFI, CRISIL Intelligence

Share of retail investors is at par with high net-worth individuals in equity AUM whereas corporates lead in debt, liquid and others' AUM (March 2025)



Note: As per quarterly aggregate AUM as of March 2025; Equity includes equity-oriented funds, hybrid funds, solution-oriented funds and index funds; Debt includes debt-oriented funds, guilt funds and funds of funds invested overseas; Liquid include liquid funds, money market funds and floater funds; ETFs include Gold ETF and other ETFs.
Source: AMFI, CRISIL Intelligence

T30-B30 analysis of mutual fund AUM

As of March 2025, the monthly average AUMs in the top 30 (T30) cities stood at ₹54.50 trillion compared with ₹12.2 trillion for beyond the top 30 (B30) cities as per AMFI data. T30 cities represent urban locations with higher income and greater mutual fund investment awareness, thereby having higher AUM. B30 includes other cities except those included in T30. SEBI has reclassified top 15 (T15) and beyond the top 15 (B15) as T30 and B30, respectively in April 2018, to encompass a wider set of cities that have lower penetration after seeing the share of B15 cities improve regularly in previous years.

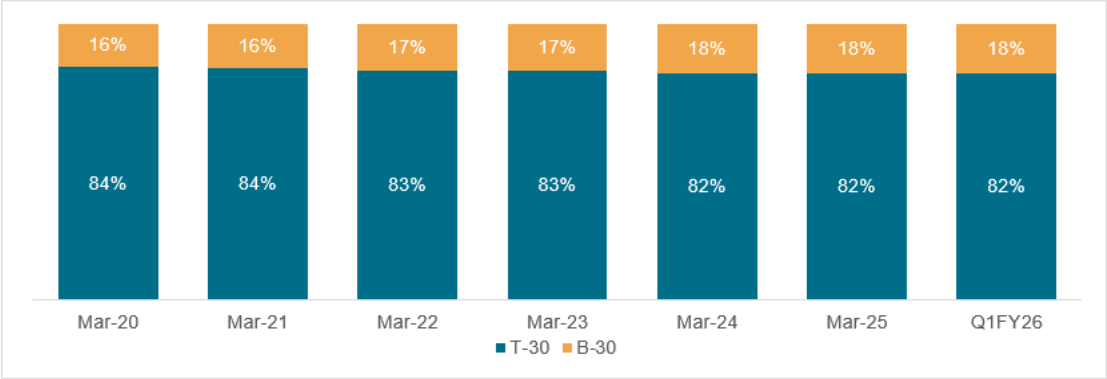
According to Crisil Intelligence, the share of T30 AUM as a proportion of aggregate industry AUM decreased to 82% in March 2025 from 85% in March 2019. Conversely, the share of B30 AUM increased to 18% from 15% over the same period, illustrating the rising importance of higher-growth B30 cities. Getting customers from B-30 geographies is advantageous for asset management companies as it helps them get access to a wider range of potential customers, develop an equity focused AUM, and manage cost ratios.

T-30 vs. B-30 MAAUM

In Rs. Bn	Mar-19	Mar-20	Mar-21	Mar-22	Mar-23	Mar-24	Mar-25	Jun-25	CAGR (FY19-FY25)
T-30	20,785	20,859	26,937	31,459	33,207	45,180	54,534	60,995	17%
B-30	3,796	3,850	5,235	6,244	6,839	9,827	12,168	13,796	21%

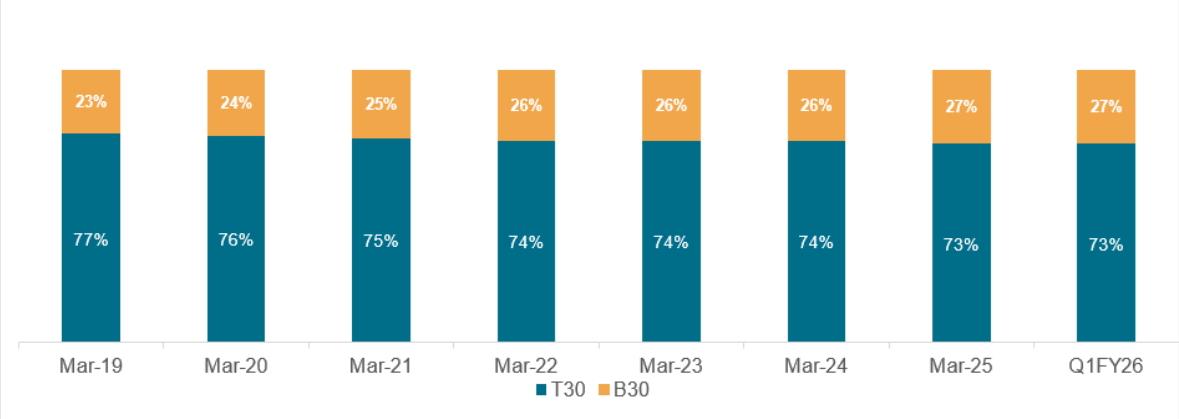
Note: *Based on MAAUM*
Source: AMFI, Crisil Intelligence

Composition trends of overall T30 and B30 AUMs



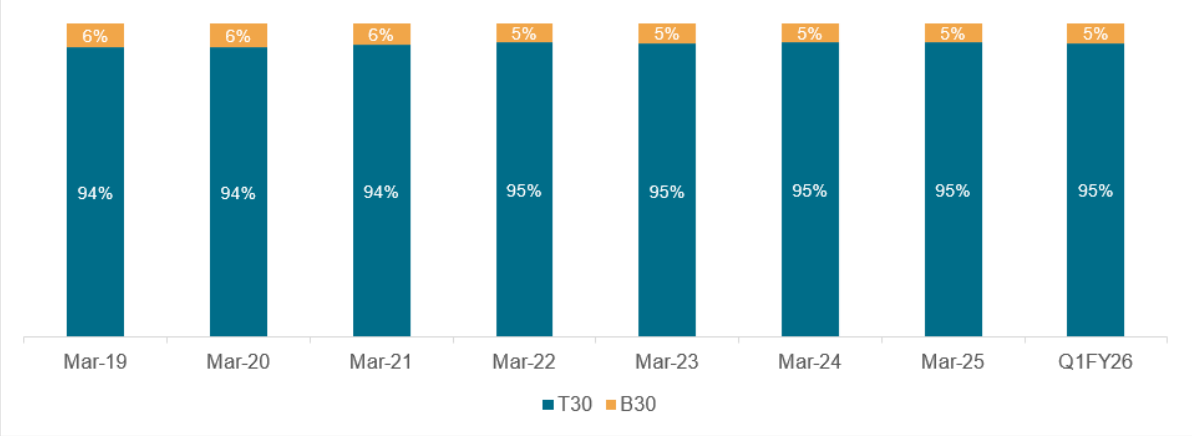
Note: Based on month end AUMs, T30 – Top 30.
Source: AMFI, CRISIL Intelligence

Composition trends of overall T30 and B30 AUMs Individual AUM



Note: Based on month-end AUM
Source: AMFI, Crisil Intelligence

Composition trends of overall T30 and B30 AUMs Institutional AUM



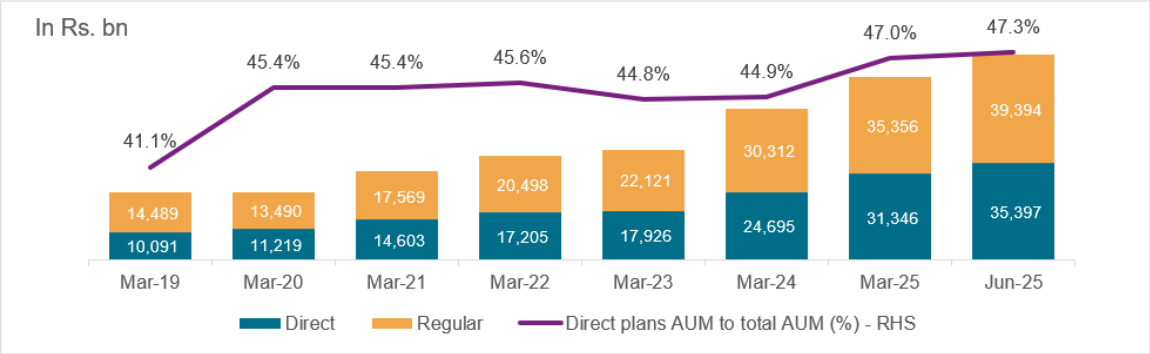
Note: Based on month-end AUM
Source: AMFI, Crisil Intelligence

Investment channels

Increasing share of direct sales in Mutual Funds

In September 2012, the SEBI mandated mutual fund houses to offer products through the direct route alongside distributors. Asset managers launched a slew of direct plan offerings from January 2013. Consequently, the share of direct plans in overall Mutual Fund AUM increased between March 2015 and June 2025. As of June 2025, AUMs under direct plans now represent 47.0% of aggregate industry AUM, up from 41.1% share as of March 2019. While the direct plans' share in retail has been increasing, regular plans still account for a 53.0% share of overall MF AUM and is expected to maintain its dominance owing to new investors gaining awareness about MFs and increased participation from B30 cities. Though the mix of direct channels has increased in both Retail and Institutional segments, an increase in retail participation has led to blended direct channel mix being rangebound.

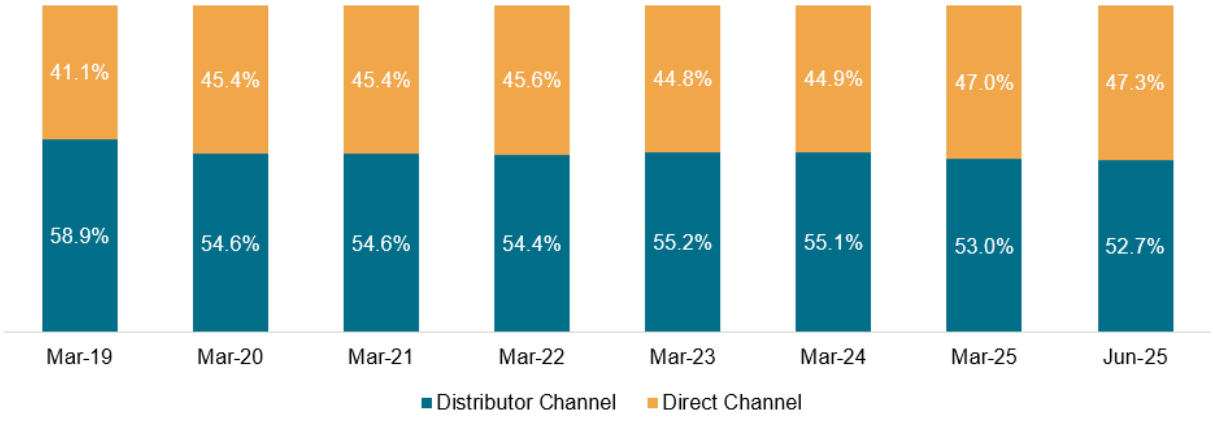
Direct plans gain traction; Regular plans continue to dominate mutual fund AUM



Note: Based on monthly average AUM
Source: AMFI, CRISIL Intelligence

Going forward, we expect increasing investor awareness and integration of user interfaces through digital channels to further growth in direct plan AUMs. Direct plans offer the benefit of lower expense ratios to investors compared with regular plans. They also allow AMCs to directly connect with investors without depending on intermediaries.

Direct plans gain traction, Regular plans continue to dominate mutual fund AUM



Note: Based on monthly average AUM
Source: AMFI, Crisil Intelligence

Rise in share of direct plans is across both individual and institutional investors

The rise in share of direct plans is attributed to various campaigns and investor education initiatives undertaken by the mutual industry, which has caused a shift towards direct plans. However, given the trend in the industry such as increasing presence of first-time investors, popularity of MFs beyond larger cities, low awareness of nuances of financial products amongst a large section of investors and need for guidance from a trusted intermediary in the wake of increasing market volatility, CRISIL Intelligence believes regular plans will continue to constitute a majority share in the overall individual mutual fund AUM.

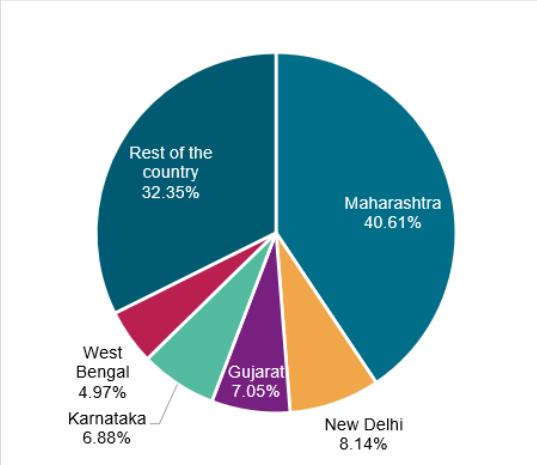
(Rs billion)	Mar'20				Jun'25			
	Regular plans	Direct plans	Total	Mix of Direct plan in total AUM	Regular plans	Direct plans	Total	Mix of Direct plan in total AUM
Individual investors	10,520	2,493	**13,013**	**19.2%**	32837	12547	45384	**27.6%**
Institutional investors	3,075	8,745	**11,820**	**74.0%**	6557	22850	29407	**77.7%**
Total	**13,595**	**11,238**	**24,833**	**45.4%**	39394	35397	74792	**47.3%**

Note: Based on monthly average AUM
Source: AMFI, Crisil Intelligence

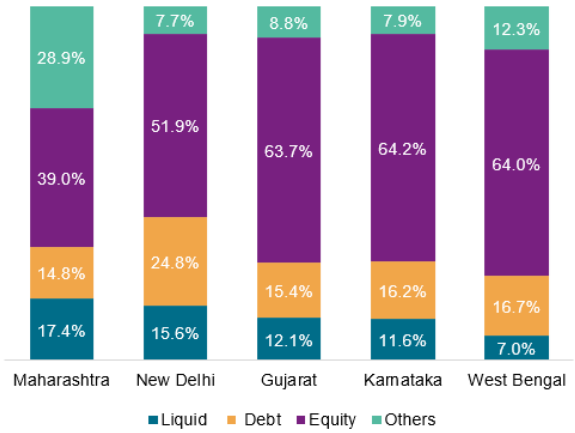
Maharashtra has the highest share in total mutual fund AUM in India

As per the state-wise/union territory-wise contribution to AAUM of category of schemes for June 2025, top 5 states having majority share of Indian mutual fund AUM are Maharashtra, New Delhi, Gujarat, Karnataka, and West Bengal. Maharashtra has the highest share at 40.6% of the total mutual fund AUM of the country with a total of ₹30,37,645 crore AUM, followed by New Delhi at 8.1% with a total of ₹6,08,575 crore AUM, Gujarat at 7.0% with ₹5,27,450 crore AUM, Karnataka at 6.8% with ₹5,14,452 crore AUM, and West Bengal at 4.9% with ₹3,71,741 crore AUM. Together, the top 5 states hold a massive 67.7% of the total mutual fund AUM of the country that amounts to ₹74,79,156 crore AUM. The states of Maharashtra, Karnataka, Gujarat, West Bengal and New Delhi which include cities such as Mumbai, Pune, Bengaluru, Ahmedabad, Kolkata, Vadodara, etc. serve as major hubs for mutual funds' investments as they are driven by factors such as financial prominence (presence of financial hubs, government entities), investor demographics (growth number of retail investors, presence of HNIs, growing investor awareness, greater technological penetration) and historical significance.

Share of top 5 states in mutual funds AUM in India (June 2025)



Category-wise distribution of schemes in top 5 states (June 2025)



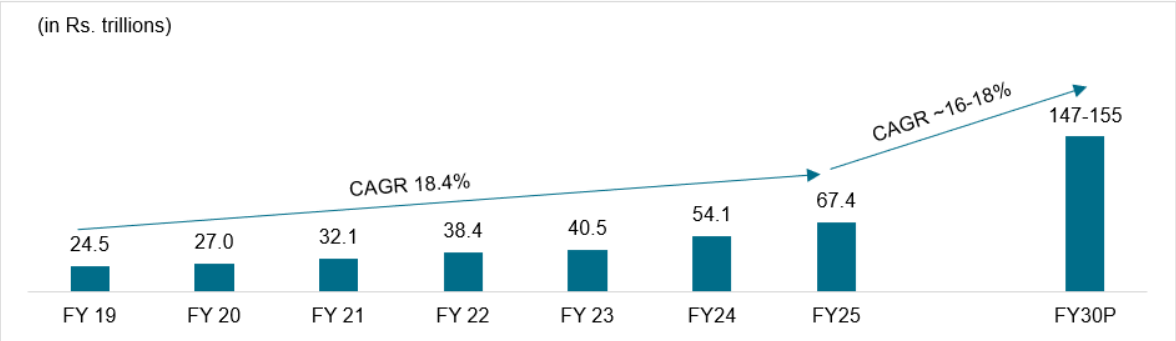
Note: Data pertains to AAUM for June 2025; 'Others' include balanced scheme, solution scheme, fund of funds investing overseas, Gold ETF and other ETF.
Source: AMFI, Crisil Intelligence

Growth of AUM to continue at a CAGR of 16-18% between Fiscal 2025 and Fiscal 2030

The Indian mutual fund market is expected to grow rapidly in the future. The sector is still strong because of the financialization of savings, rising financial literacy, structural initiatives by government and faster digital adoption have aided the expansion. The industry is well positioned for future success given the flexibility and resiliency demonstrated over the past year, even in the face of headwinds from the global economy. In the long term, i.e., between fiscal 2025 and fiscal 2030, the overall industry's AUM is projected to sustain a high growth trajectory of 16-18% CAGR, reaching approximately ₹147-155 trillion. This growth in the mutual-fund industry is expected to be driven by:

- Technological advancements, digitalization and rising internet and smartphone penetration facilitating ease of investments and distribution of mutual funds
- Rising popularity of SIPs with the majority of unique investors choosing SIP route for entering mutual funds market
- Rising inflows in thematic or sectoral mutual funds schemes with increased risk appetite of investors
- Higher disposable income and investable household surplus
- Increase in aggregate household share of financial savings within the savings pie
- Increase in per capita disposable income
- Deeper regional penetration as well as better awareness of mutual funds as an investment vehicle
- Perception of mutual funds as long-term wealth creators driven by 'Mutual Fund Sahi Hai' campaign

Mutual fund AUM expected to reach approximately ₹147-155 trillion in Fiscal 2030

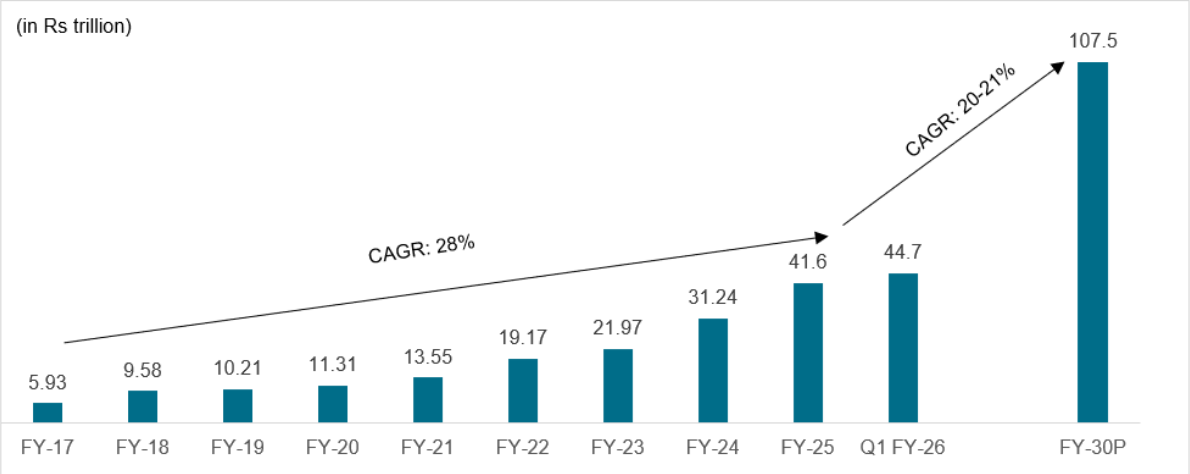


Note: P: Projected; AUM is the average of last quarter for each fiscal, AUM excluding FoFs – domestic but including FoFs– overseas.
Source: AMFI, Crisil Intelligence

Equity AUM to grow at 20-21% between fiscal 2025 and fiscal 2030

In fiscal 2025, quarterly average equity AUM grew by 33.1% on-year to reach ₹41.60 trillion. CRISIL Intelligence expects the Equity AUM to grow at 20-21% CAGR, the second fastest growth amongst all MF categories, over March 2025 to March 2030. ETFs are expected to grow fastest, clocking a ~22-23% CAGR over the next 5 years, as passive investing continues to grow in popularity.

Growth trend shows equity AUM to reach approximately ₹107 trillion in fiscal 2030

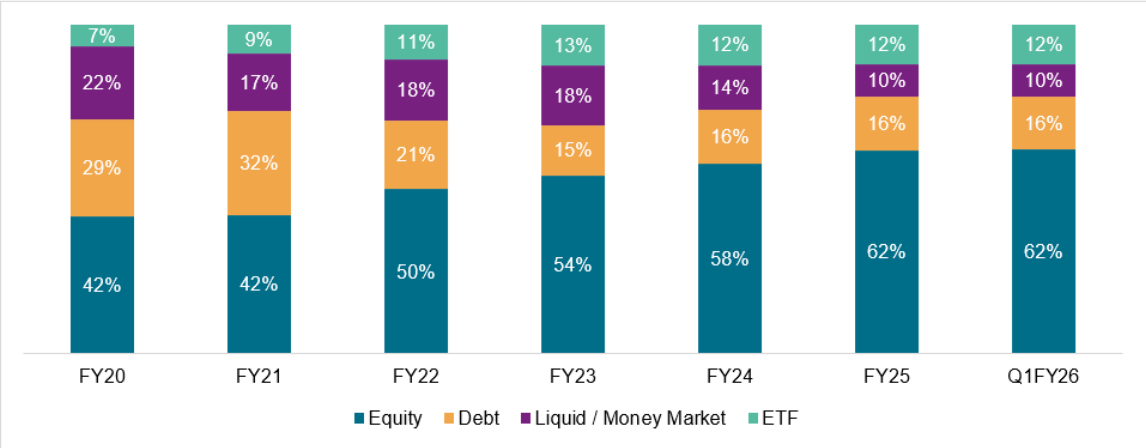


Note: P: Projected, as per quarterly average AUM; equity includes equity funds, ELSS, index funds, solution-oriented funds and balanced funds AUM excluding Fund of Funds – Domestic but including Fund of Funds – Overseas; Source: AMFI, CRISIL Intelligence

From March 2025 to March 2030, CRISIL Intelligence expects the debt mutual segment to grow at a slower rate of 10-11% CAGR as they will continue to get affected due to high-interest rate scenario in the medium term.

CRISIL Intelligence expects liquid/money market segment to grow at approximately 8-9% CAGR between March 2025 to March 2030.

Equity AUM projected to increase from 62% of overall AUM in Fiscal 2025



Note: P: Projected, the data is as per quarterly average AUM. Equity includes equity funds, ELSS, index funds, solution-oriented funds, and balanced funds. Debt funds include gilt, income, conservative hybrid, floater funds, and FoFs investing overseas. ETF includes gold ETFs and other ETFs. Liquid/ money market includes liquid funds, overnight funds, and money market funds. Source: AMFI, Crisil Intelligence

Evolving landscape of Mutual Funds

The advent of technology has revolutionized India's mutual fund industry, vastly expanding its reach, simplifying the investment process, and increasing transparency, thereby driving substantial growth.

The integration of technology has drastically reduced processing times, streamlining tasks that once required days, weeks, or multiple in-person visits into mere seconds, accessible through a smartphone. This paradigm shift has prompted Mutual Fund Distributors (MFDs) to recognize the vast potential of technology in revolutionizing their business models and driving expansion.

By embracing technology, MFDs have been able to boost efficiency, expand their customer base, and provide enhanced services. As a result, technology has become a key driver of growth in industry, bringing about a positive disruption that is propelling mutual funds towards substantial expansion and development.

The mutual fund industry is experiencing a seismic shift as technology continues to advance, revolutionizing the way investments are made. Digital platforms have made it easier for investors to access information and make informed decisions in real-time, while robo-advisors provide personalized investment guidance with ease. Additionally, artificial intelligence (AI) is transforming the fund management landscape by leveraging advanced data analysis and automation. By empowering investors with the knowledge and skills needed to thrive in this new environment, the industry can unlock the full potential of technology and foster a more informed and confident investor base.

Although this growth has introduced new risks, mutual fund companies are proactively mitigating them through ongoing system enhancements, robust security measures, and investor awareness initiatives. As technology continues to penetrate deeper into India, its positive influence on mutual fund investments and financial inclusion is expected to increase exponentially over the next decade.

Mutual Fund Industry sees growth in smaller cities

India's mutual fund industry is witnessing a notable shift, with smaller cities, referred to as Beyond 30 (B-30) cities, emerging as significant growth drivers, alongside the established Top 30 (T-30) cities such as Delhi, Mumbai, and Bengaluru. Historically, T-30 cities have accounted for approximately 75-80% of the total assets under management (AUM), owing to their mature financial markets and higher financial literacy.

However, B-30 cities, which are mid-sized and have limited financial infrastructure, are rapidly catching up. As of March 2025, while T-30 cities still dominate the MF landscape, B-30 cities are experiencing double-digit annual growth in AUM, surpassing their T-30 counterparts. Assets from B30 locations witnessed a 21% CAGR, rising from ₹3.80 trillion in March 2019 to ₹12.17 trillion in March 2025. Assets from B-30 and T-30 locations as of June 2025 is ₹13.70 trillion and ₹60.99 trillion respectively. This surge can be attributed to increasing financial awareness and enhanced distribution channels in these smaller cities, which are now making a significant contribution to the mutual fund sector According to AMFI data, as of June 2025, the mutual fund industry's assets from Beyond 30 (B30) locations accounted for 18.4% of the total assets.

Use of Artificial Intelligence and Data Analytics

Tailored guidance is a key driver of client satisfaction in the financial sector, and mutual funds are now able to offer bespoke investment solutions with the advancements in data analytics and artificial intelligence. AI and Data Analytics are used by mutual funds to help make improved investment decisions for its clients by analyzing large datasets and also offering personalized investment advice.

Passive Investing's Growth

Passive funds continued to see growth in assets; the segment continued to benefit from institutional investment flows into exchange traded funds (ETFs) from investors such as provident funds. Over the next few years, index funds and ETFs likely play a major role in passive investing. These funds are easy to invest, and hence consistently attract investors with their steady returns. As per AMFI data, In the Fiscal 2023-2024, this category saw inflows of ₹ 42,000 crore as opposed to the approximately ₹61,000 crore received by the entire passive funds category. By 2030, passive investing is expected to emerge as a leading trend, driven by the growing popularity of exchange-traded funds (ETFs) and index funds, which will likely prompt an increase in AUM share from 12% as of March 2024 to 15% as of Fiscal 2029. By 2030, passive investing is expected to emerge as a leading trend, driven by the growing popularity of exchange-traded funds (ETFs) and index funds, which will likely prompt an increase in its share in total MF AUM

Sustainability and ESG Investing

The mutual fund industry is poised to benefit from the growing trend of environmental, social, and governance (ESG) investing, as Indian investors increasingly seek to align their investments with their personal values and contribute to a more sustainable future. With the rising awareness of social and environmental issues, ESG funds that prioritize sustainability, ethics, and social responsibility are gaining traction, presenting a significant opportunity for the industry to expand its offerings and cater to this emerging demand. By introducing more ESG-focused products, mutual fund companies can tap into this trend, attract socially conscious investors, and capitalize on the growing interest in responsible investing.

Growing wave of enthusiasm from Millennials and Youth

The Indian mutual fund industry is witnessing a surge in interest from millennials and Gen Z, who are driving the adoption of digital investment platforms. As a tech-savvy generation, they are naturally drawn to online investing tools, mobile apps, and robo-advisors, creating a fertile ground for the industry to tap into. By leveraging digital channels and educational content, mutual fund companies can effectively engage with young investors, introducing them to a range of wealth-building products and services. With their long-term investment horizon, younger investors present a significant opportunity for the industry to build lasting relationships, foster loyalty, and shape their investment habits from an early stage, ultimately paving the way for sustained growth and success.

Pension and Retirement-themed Investment Fund

The demographic shift in India, characterized by an aging population and inadequate pension systems, creates a lucrative opportunity for mutual funds focused on retirement planning. By 2030, retirement funds are expected to play a vital role in catering to the financial requirements of the expanding elderly population. Long-term SIPs with tax incentives and age-based funds that adjust asset allocation as retirement approaches are likely to gain popularity.

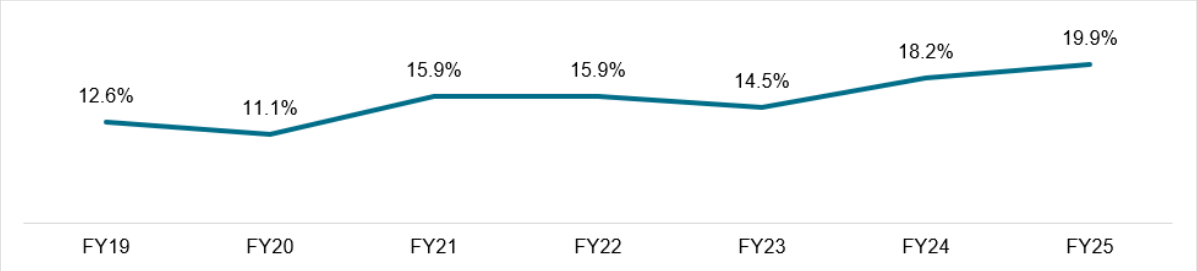
Key growth drivers & enablers for mutual fund industry

Mutual fund penetration

Mutual fund assets in India have seen robust growth, especially in recent years, driven by a growing investor base due to increasing penetration across geographies, strong growth of the capital markets, technological progress, and regulatory efforts aimed at making mutual fund products more transparent and investor friendly.

Although mutual fund AUM as a percentage of GDP has grown from 4.3% in Fiscal 2002 to 19.9% in Fiscal 2025, penetration levels remain well below those in other developed and fast-growing peers.

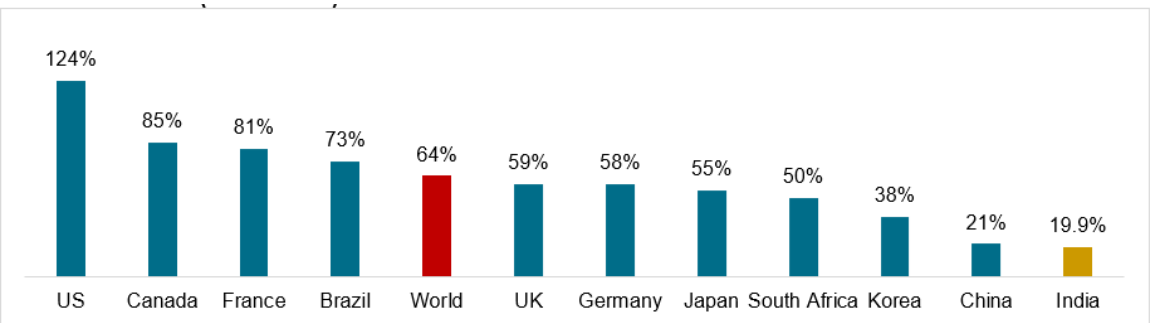
India's Mutual Fund AUM-to GDP ratio picked up to 19.9% in Fiscal 2025



Note: Net month-end AUM and nominal GDP at current prices have been considered
Source: AMFI, CRISIL Intelligence

India's mutual fund penetration (AUM to GDP) is significantly lower than the world average of 64% and lower than many developed economies such as the US (124%), France (81%), Canada (85%) and the UK (59%) and key emerging economies such as Brazil (73%) and South Africa (50%).

AUM as % of GDP (Q3 CY 2024)



Note: AUM data as on September 2024 for all countries; only open-ended funds have been considered. Includes, equity, debt and others, GDP taken from IMF (Gross Domestic Product at current prices). Penetration calculated as Mutual Fund AUM divided by GDP, For India the value is calculated as Mutual Fund AUM to GDP (at current prices).
Source: IMF, IIFA, RBI, AMFI, CRISIL Intelligence

Demographics profile to aid folio growth in capital markets

As of calendar year 2024, India has one of the largest young populations in the world, with a median age of 28 years. Of India's population, more than 60% is in the working age group, which is 19-59 years of age, and is expected to remain above 60% for one more decade. CRISIL Intelligence estimates that approximately 90% of Indians are still below the age of 60 in calendar year 2021 and that 63% of them are between 15 and 59 years. In comparison, in

calendar year 2020, the United States (US), China and Brazil had 77%, 83% and 86%, respectively, of their population below the age of 60.

Further with regards to long-term investment products, the increase in life expectancy and aspirations of the working population (for example, the need to build a strong corpus before retirement) is also increasing, leading to more focus on equity investments in capital markets.

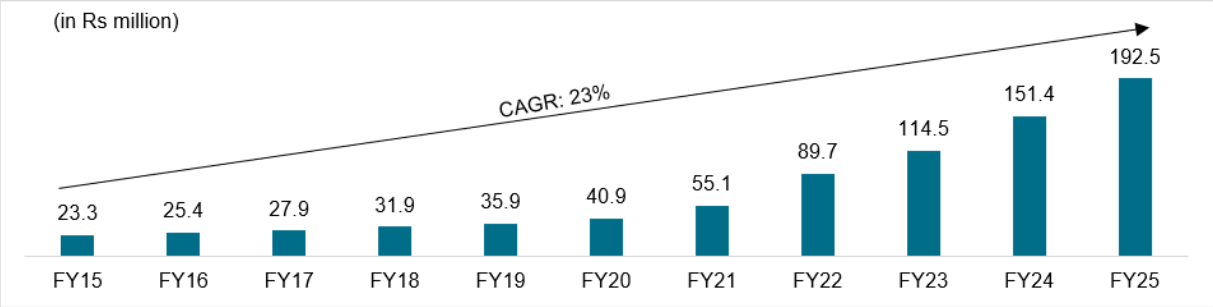
Rise in saving capacity of individuals

As per capita income of the country rises, so does the disposable income. The increase in disposable income can fuel growth in various investment assets such as mutual funds. The increase in number of ITR fillings also indicate the positive growth of the mutual fund industry. ITR filings require individuals to plan their taxes, which can lead to an increased awareness of tax-saving investments, such as ELSS (Equity-Linked Savings Scheme) mutual funds. As the level of financial literacy among investors increases, they are more likely to invest in safer asset classes such as mutual funds. Mutual funds have also started to invest in stocks listed outside the country thus helping individuals diversify their investments.

Increasing awareness about capital markets and growing market penetration among the population to aid Industry Growth

The Indian capital market penetration is low at ~13% with 192.5 million demat accounts as of March 2025. The total demat accounts increased from 23.3 million in March 2015 to 192.5 million in March 2025, growing at 23% CAGR during the period. The demat growth suggests the increasing awareness and willingness of the people to participate in capital markets for either trading or with long-term outlook. The young population of India is keen to learn the art of investing in the capital markets and has access to digital content for the same. This rising awareness and ease of investing is encouraging more individuals to participate in the capital markets. Crisil Intelligence expects this trend is likely to continue, as more individuals open demat accounts and thus expand their financial savings.

Growth in demat accounts since fiscal 2015



Source: CDSL, NSDL, Crisil Intelligence

Demand for wealth advisers is experiencing surge as wealth of the customers rises

As the wealth of customers and per capita income continues to rise, the demand for wealth advisers is experiencing a significant surge. This trend emphasizes the growing complexity of financial portfolios and the increasing need for personalized wealth management services. With higher net worth comes a greater array of investment opportunities, tax considerations, and estate planning intricacies, necessitating expert guidance to navigate effectively.

Wealth advisers play a pivotal role in assisting clients in optimizing their financial resources, mitigating risks, and achieving their long-term objectives. This rising demand highlights the importance of a skilled and knowledgeable advisory workforce capable of delivering tailored solutions to meet the evolving needs of affluent individuals and families.

Capital markets to remain an attractive part of financial savings

Between fiscal 2014 and fiscal 2024, the net financial savings increased at a CAGR of approximately 6.4 % as compared to approximately 10.2 % for saving in physical assets between the same period. This led to a decline in household savings in physical assets from 64% in fiscal 2014 to 71% in fiscal 2024. Due to an increase in financial literacy and awareness, the relative outperformance of financial assets over recent years, and the Indian government's efforts to fight the shadow economy, CRISIL Intelligence expects the share of financial assets as a proportion of net household savings to increase over the next five years. The rise in financial assets is expected to further boost the financial investments under mutual funds ("**MFs**"), equity, pension schemes, insurance, and alternate assets.

Gross domestic savings trend

Parameters (₹Billion)	Mar-14	Mar-15	Mar-16	Mar-17	Mar-18	Mar-19	Mar-20	Mar-21	Mar-22	Mar-23	Mar-24
GDS	36,082	40,200	42,823	48,251	54,807	60,004	59,411	57,869	73,631	82,440	92,592
Household sector savings (net financial savings, savings in physical assets and in the form of gold and silver ornaments)	22,853	24,391	24,749	27,871	32,966	38,446	38,452	45,056	47,423	50,105	54,613
Household sector savings as proportion of GDS (%)	63%	61%	58%	58%	60%	64%	65%	78%	64%	61%	59%
Gross financial savings	11,908	12,572	14,962	16,147	20,564	22,637	23,246	30,670	26,120	29,276	34,306
Gross financial savings (% of GDS)	33%	31%	35%	34%	38%	38%	39%	53%	36%	36%	37%
Financial liabilities	3,587	3,768	3,854	4,686	7,507	7,712	7,747	7,374	8,993	15,965	18,790
Savings in physical assets	14,164	15,131	13,176	15,946	19,442	23,095	22,522	21,355	29,683	36,149	38,445
Savings in physical assets as a proportion of GDS (%)	39%	38%	31%	33%	35%	38%	38%	37%	40%	44%	42%
Savings in the form of gold and silver ornaments	368	456	465	465	467	427	431	405	613	645	651

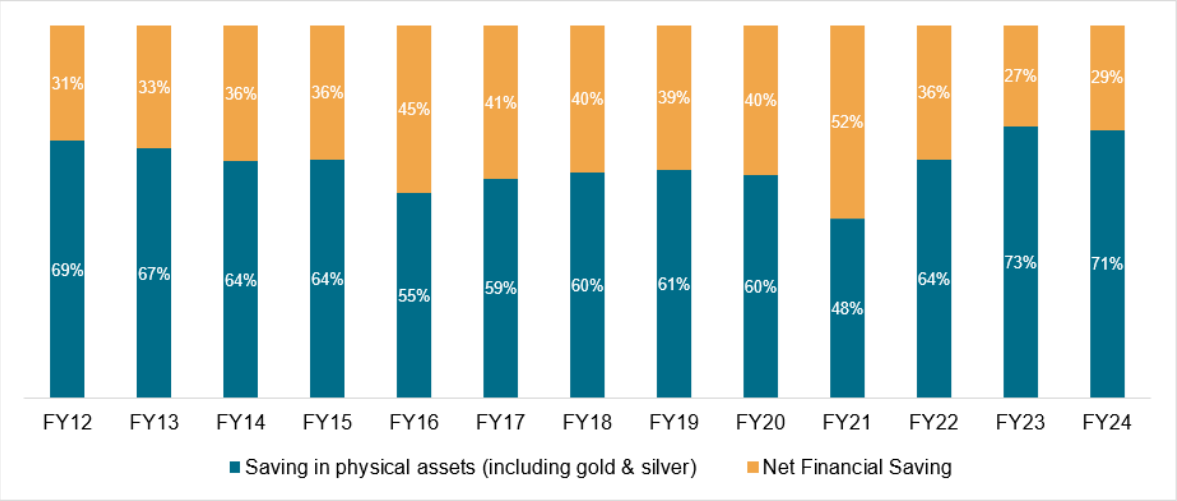
Note: The data is for financial year ending March 31. Physical assets are those held in physical form, such as real estate, etc.

Source: MOSPI, National Accounts Statistics, CRISIL Intelligence

Unlike most other countries, where financial savings account for a significant proportion of savings, physical assets including gold and silver account for most household savings in India. Household savings in physical assets witnessed an increase to 71% in FY24 from 64% in FY14. The share of savings in physical assets dipped during FY21 (covid pandemic year) to 48% due to nationwide lockdowns and slowdown in household construction. Post Covid, during FY22 with opening of lockdown's share increased significantly to 64% and further to 71% in FY24, due to rise in construction of houses.

Going forward, Crisil Intelligence expects the share of financial assets as a proportion of net household savings to increase over the next five years as elevated inflation after the pandemic could have further goaded investors to move to higher-yielding instruments in real terms.

Trend of household savings in India

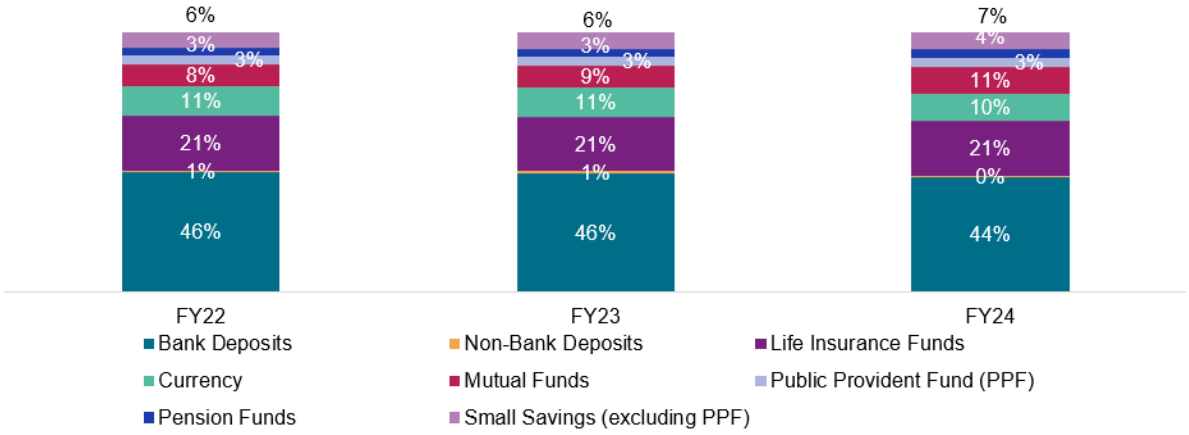


Note: The data is for financial years ending March 31, Source: Handbook of Statistics on Indian Economy 2023-24, RBI, MOSPI, Crisil Intelligence

Annual inflows of household savings into financial assets

As per the latest available data with RBI, annual inflows of household savings into financial assets had increased at CAGR of 40.3% between Fiscal 2020 to Fiscal 2024.

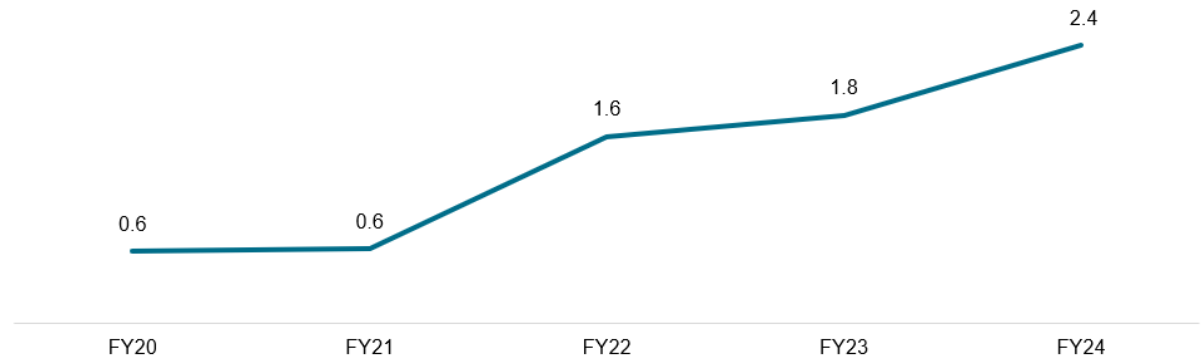
Share of mutual fund rises from 8% in Fiscal 2022 to 11% in Fiscal 2024 in stocks of Financial Assets of Household



Source: RBI, Crisil Intelligence

Inflow of financial savings into mutual funds in fiscal 2024 increased by 33.4%

(In Rs trillion)



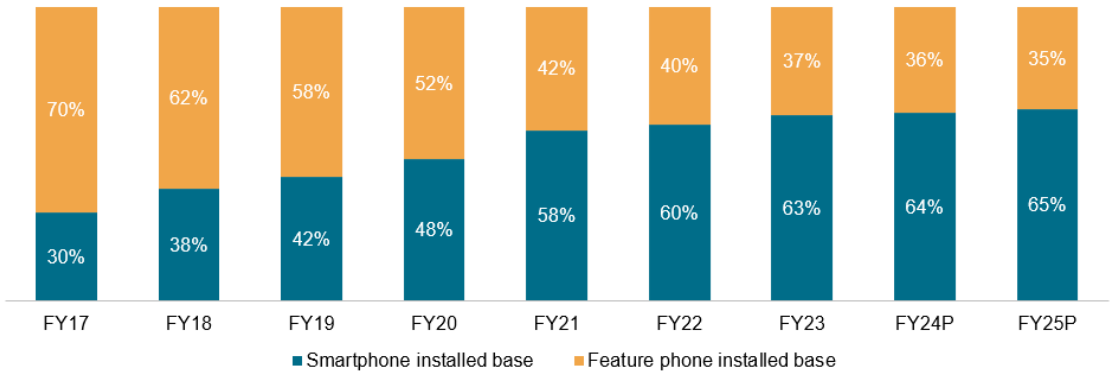
Note: Above dates represent annual data of financial assets
Source: RBI, Crisil Intelligence

Increased digitalization to support digital distribution of mutual funds

Technology is conducive for India, considering its demographic structure where the median age is less than 30 years. The young population is tech savvy and at ease with using it to conduct the entire gamut of financial transactions. With increasing smartphone penetration and faster data speed, consumers are now encouraging Digitalization as they find it more convenient. Digitalization is expected to help improve efficiency and optimize costs. Players with better mobile and digital platforms are expected to draw more customers and emerge as winners in the long term.

Mobile penetration: Higher mobile penetration, improved connectivity, and faster and cheaper data speed, supported by Aadhaar and bank account penetration, have led India to shift from being a cash-dominated economy to a digital one.

Data-savvy and younger users drive adoption of smartphones



Note: E - Estimated, P - projected
Source: Crisil Intelligence

Riding the digital wave – growth of new age fin-tech brokers and increasing mobile penetration to drive retail participation

The emergence of new age fin-tech brokers started gaining prominence from mid 2010s onwards as rising internet and smartphone penetration acted as a tailwind for the segment. These players have revolutionized the industry with their low-cost digital business model. New age fin-tech brokers due to their low cost of operations have been able to transfer this benefit to their clients by significantly bringing down the cost of investing for them with minimal brokerage fees. Supported by the India's robust digital public infrastructure, cost of onboarding has gone down for the new age fin-techs in addition to enabling them to build and scale their operation at a large scale. Therefore, rising financial literacy of India's young population (expecting to form a majority of the incremental clients for the brokers), coupled with their technological proficiency, almost zero brokerage feature and comfort of transacting through digital platforms is expected to further supplement the strong impact that technology has on the retail investors thereby enabling them to increase participation in the markets.

Inflows in mutual funds to strengthen with retail participation

Total AUM of retail investors stood at ₹20,63,965 crore as on 30th June 2025. It was mainly driven by the interest of retail investors in equity oriented, hybrid and Index fund mutual fund schemes. Total AUM of retail investors in equity schemes amounted to ₹17,39,670 crore and accounted for 84.3% of the total retail investors' AUM at the end of June 2025.

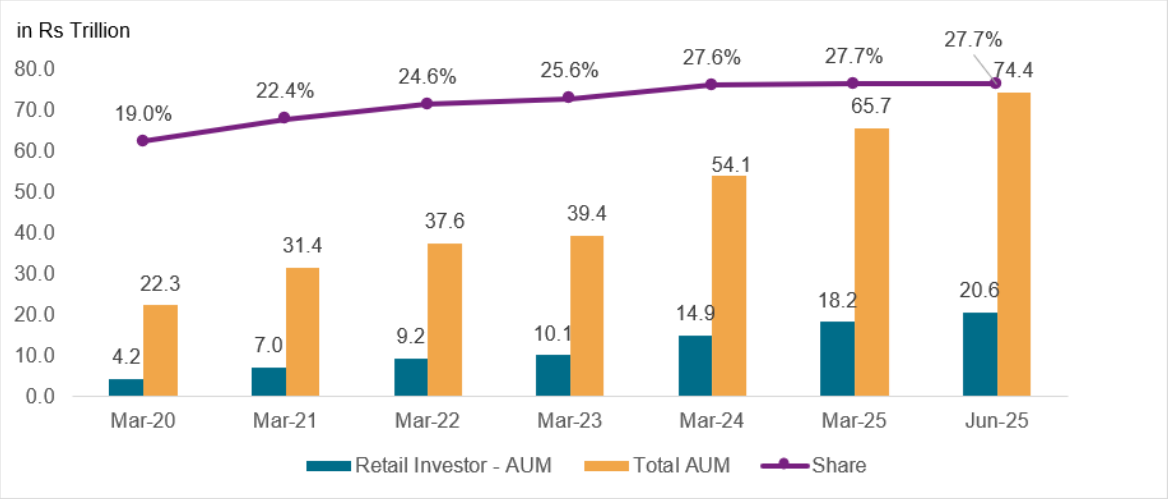
Scheme-wise distribution of aggregate AUM of retail investors and number of folios as of 30th June 2025

Type of Scheme	AUM (In ₹cr.)	% of total	No of Folios	% of total
Liquid Fund/Money Market Fund/ Floater Fund	10,445	0.5%	1,914,123	0.9%
Gilt Fund	1,903	0.1%	196,328	0.1%
Remaining Income/ Debt Oriented Schemes	27,260	1.3%	3,314,766	1.5%
Growth/ Equity Oriented Schemes	1,739,670	84.3%	156,068,049	70.8%
Hybrid Schemes	149,759	7.3%	12,124,862	5.5%
Solution Oriented Schemes	37,217	1.8%	5,955,437	2.7%
Index Funds	69,408	3.4%	12,790,547	5.8%
Gold ETF	5,188	0.3%	7,408,666	3.4%
ETFs (other than Gold)	14,816	0.7%	19,288,132	8.8%
Fund of Funds investing Overseas	8,300	0.4%	1,274,743	0.6%
Total	**20,63,965**	**100%**	**220,335,653**	**100.0%**

Note: Aggregate quarterly AUM data has been considered

Source: AMFI, Crisil Intelligence

Share of retail investors' AUM in total AUM of all investors has been rising since last three years and reached 27.7% as of June 2025



Source: AMFI, Crisil Intelligence

In the long term, with expectations of higher returns from the capital markets, the fund flow into equity funds is expected to be high. Increasing share of mutual funds in the financial savings of households, driven by expectations of higher and stable returns, is a key factor that is expected to contribute to fund inflows, especially into passive and equity fund categories.

Factors such as financial awareness and retirement planning to further contribute to the growth of Indian mutual fund industry

The low mutual fund penetration in India is largely due to the lack of awareness. However, penetration is increasing owing to various government initiatives towards investor education and awareness. SEBI has directed AMCs to annually set aside at least 2 basis points ("bps") of their daily net assets for spending on investor-education initiatives such as boosting awareness about capital market investment products. Such spending is expected to rise along with growing industry AUM, thereby helping deepen mutual fund penetration among new investors, particularly in B30 markets. Crisil Intelligence believes that investor education, coupled with better risk management and transparency within the mutual fund industry, will boost investor confidence and lead to increased investments and growth in the industry. Moreover, retirement has the potential to significantly improve penetration among households. EPFO's move to invest 15% of its fresh accretion into ETFs has boosted the industry, thereby illustrating how mutual funds can be promoted as a vehicle for retirement planning in India. The substantial proportion of the young population offers huge potential for retirement planning.

Threats and challenges for mutual fund industry

Market volatility

The sentiments surrounding elections, both at the national and state levels, can introduce significant volatility in the capital markets as investors react to the potential policy changes and their implications for different sectors and industries. Furthermore, geopolitical events, such as trade disputes, military conflicts, and diplomatic tensions, can also contribute to market instability. Persistently high inflation, which has been a significant challenge for India and global economies, can further exacerbate market volatility. This increased volatility highlights the importance of long-term investment strategies, diversification, and professional fund management to weather the market turbulence.

Increased competition from Exchange Traded Funds (ETFs)

ETFs are investment vehicles that trade on exchanges like equity stocks while offering diversification and are more economic as they charge lesser fees as compared to actively managed funds. ETFs are passively managed investments. If actively managed funds are not generating desired returns, investors shift to passively managed ETFs which are lower in cost. Shift towards ETFs can lead to slower overall topline growth for AMCs, as they may see a decline in AUM in actively managed funds and a corresponding increase in AUM in ETFs. Hence increase in passive investing might lead to slower growth of AMCs.

Increased competition with new players entering the market

Notably, the industry will see a few more players going forward including Old Bridge Capital Management, The Wealth Company Mutual Fund, Abakkus Mutual Fund, Unifi Capital and Choice Mutual Fund. Also, Jio Financial Services (JFS) joined hands with BlackRock has launched Jio Blackrock AMC for mutual fund business in India. The increased competition will drive fund managers to be more innovative and agile in their investment strategies, as they strive to attract and retain investors. This may lead to the introduction of new fund categories, specialized investment products, and enhanced digital platforms to provide a more seamless and personalized investment experience**.**

Technological shifts in Indian mutual fund industry

India has been witnessing increased use of automated technology such as artificial intelligence and AI-based services, chat bots, intelligent agents, digital assistants and many other app-driven services across all industries. Increasingly, we are witnessing a rising number of do it yourself (DIY) investors, some of whom prefer to directly invest in the markets instead of opting for the mutual fund route. The asset management companies of India will have to cope with this technological and attitudinal shift and reduce costs, develop new and innovative products, alpha generation and provide ease of investing to investors. However, it is also feared that increased implementation and usage of advanced technologies such as robo-advisors may disrupt the industry leading to loss of jobs and losing out the relevance of fund managers. It is important to strike a balance so that use technology can stimulate growth and bring in more efficiencies in the industry rather than disruptions.

Removal of indexation benefits on debt mutual funds

The government in Budget 2023 brought amendments as per which no Long-term Capital Gains (LTCG) tax benefits will be applicable to several investment vehicles such as debt mutual funds, gold funds, exchange-traded funds, international funds and certain category of hybrid mutual funds. With effect from 1st April 2023, capital gains made on such mutual funds will be added to income and taxed as per the slab rates applicable. Consequently, the removal of the indexation benefit for debt mutual funds is likely to diminish their appeal to long-term investors. Additionally, there is an increased likelihood that investors may shift their focus towards bank deposits due to these changes.

High interest rates will continue to pose a challenge for debt mutual funds in India

Interest rate hikes affect both debt and equity markets. The Reserve Bank of India’s (RBI’s) Monetary Policy Committee (MPC) kept raised policy rates by 40 bps in May 2022. This was followed by 50 bps in June 2022, 50 bps in August 2022, 50 bps in September 2022, 35 bps in December 2022 and another hike of 25 bps in February 2023, thus bringing the repo rate to 6.5%. The Reserve Bank of India's (RBI) MPC in its February 2025 meeting unanimously voted to cut the policy rates by 25 basis points, a first since May 2020. Further Monetary Policy Committee (MPC) had cut key policy rates by 25 basis points (bps) for the policy meeting in April 2025, and by 50 bps in June 2025 meeting, bringing the repo rate at 5.50%.

Low financial literacy keeps clogging the growth of Indian mutual fund industry

The mutual fund industry in India continues to face hindrances arising for the country wide lack of financial literacy. The deficiency of understanding about mutual fund products, schemes and investments impedes potential investors from making informed decisions, thereby restricting the flow of new capital into the sector. Limited channels of information about financial literacy hinder the mutual funds industry from capitalizing the wider populus. Development of newer distribution channels, education initiatives, regular interactions within the wider investor

community in English and vernacular languages will play a critical role in building trust, retaining investors and increasing penetration of products.

Competition from other financial instruments such as Direct Equity investments and ULIPs

Investors have been gradually reallocating their savings to mutual funds in recent years. However, insurance products such as unit-linked investment products (ULIPs), which provide dual benefits of protection and long-term savings, are competing for market share with mutual funds. But ULIPs have higher costs due to the insurance component and returns may be potentially lower and subjected to market risks. Direct equity investments offer higher potential returns at the risk of higher volatility, higher requirement of product understanding and higher risk appetite. Mutual funds, with their professional management, diversification, wide product choice and risk diversification continue to be competitive with other investment vehicles.

Developing Investor Faith

Despite the significant expansion of the mutual fund industry, many individuals remain uncertain about investment options. As of 2023, a mere 8% of India's population invests in mutual funds, a relatively low percentage compared to developed nations, where traditional investments like fixed deposits and gold are still preferred. A major obstacle for industry is changing this mindset and establishing trust. Although awareness is increasing in urban areas, rural regions and smaller towns continue to lack knowledge about mutual funds. Residents in these areas often have a limited understanding of the benefits and potential of mutual funds, leading to hesitation. To address this, the mutual fund sector must focus on educating investors about the inner workings of mutual funds, their capacity for long-term growth, and the security of investing in funds managed by professionals.

Regulatory Challenges

The Indian mutual fund industry operates within a regulatory framework that, while important, can sometimes impede progress. Alterations to tax laws, investment rules, and compliance standards can perplex investors and complicate the investment process. To foster ongoing investor trust, the industry must stay abreast of these regulatory changes while maintaining transparency.

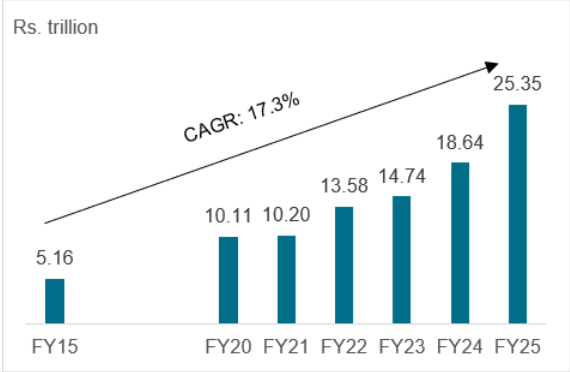
Competition

Online AI platforms and AI advisors are one of the challenges in the mutual fund industry. These services provide direct advice at lower costs than traditional distributors. For instance, robo-advisors offer low priced, automated investment advice. This shift creates tough competition for independent distributors. Banks and large firms, with their resources, can easily match these services. They use aggressive marketing and sophisticated technology to offer better prices. This might make it hard for independent distributors to compete with the big names.

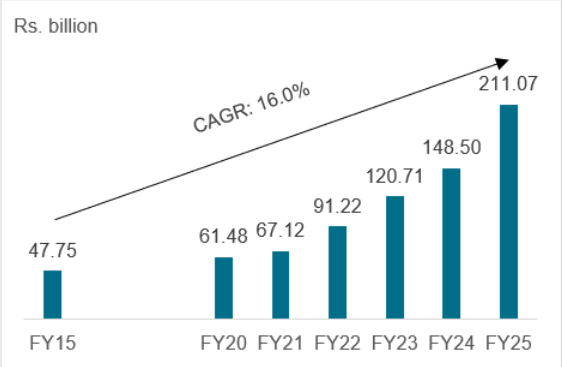
MUTUAL FUNDS DISTRIBUTION INDUSTRY IN INDIA

Market size of Mutual fund distribution industry

Distributors AAUM recorded a 17.3% CAGR over FY15-FY25



Distributors Commission grew at 16.0% CAGR over FY15-FY25

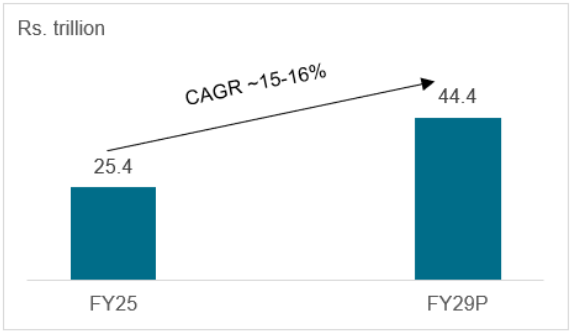


Source: AMFI, Crisil Intelligence

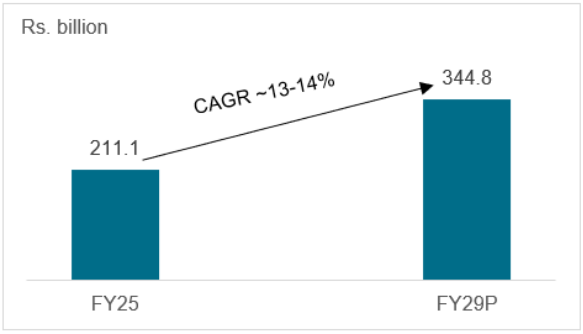
As per AMFI data, Mutual funds distributors average AUM witnessed a healthy growth of ~17.3% CAGR over fiscal 2015 to fiscal 2025 and reached ₹25.35 trillion in fiscal 2025. The gross commission paid to distributors increased to ₹211.07 billion with a CAGR of 16.0% between fiscals 2015 and 2025. While there was a decline in overall commission for the top mutual fund distributors in fiscals 2020 and 2021 due to regulatory changes related to expense ratio and volatile market conditions towards the end of the year due to Covid-19 pandemic, there was high Y-o-Y growth in distributor's commission in fiscals 2024 and 2025, which can be attributed to rise inflows in SIPs which boosted the share of distributors in mutual fund AUM.

AUM and Commission Revenue for MF Distributors – Outlook

AUM growth outlook for MF distributors



Commission revenue outlook for MF distributors



Note: P: Projected
Source: AMFI, Crisil Intelligence

Going forward, Crisil Intelligence expects distributor AUM to grow at an overall CAGR of 15-16% between Fiscal 2025 and Fiscal 2029 owing to increasing penetration of IFAs and NDs in B30 cities and strong growth coming from rising customers confidence towards equity funds. During the same time commission revenue is also projected to grow at a 13-14% CAGR between Fiscal 2025 and Fiscal 2029 to reach approximately ₹344.8 billion.

Regulatory scenario in mutual funds and mutual fund distribution industry

Segregation of Advisory and Distribution Activities

In September 2020, SEBI implemented the following changes:

- No person involved in distribution of securities shall use the nomenclature "Independent Financial Adviser" or "Wealth Adviser" or any other similar name unless registered with SEBI as investment adviser

- An individual investment adviser shall not provide distribution services
- Investment adviser shall, wherever available, advice direct plans (non-commission based) of products only
- A non-individual investment adviser shall have client level segregation at group level for investment advisory and distribution services
- The same client cannot be offered both advisory and distribution services within the group company

The segregation of advisory and distribution activities is likely to impact the prospects of few fintech platforms which provide advisory services to its clients through robo-advisory services or other curated products and also distribute 'regular' mutual fund products to earn revenue through commission fees. The revised SEBI Regulations would force such platforms to choose between distribution and advisory and either charge fees for advisory or act only as distributor platform.

SEBI mandates inter-operable platform across RTAs

In a circular dated July 26, 2021, SEBI proposed a common transaction platform across Registrar and Transfer Agents (**RTAs**) for the purpose to streamline and ease mutual funds transaction taking place across different forums. The platform will –

- Provide one stop solution for investors to undertake any non-financial transaction such as KYC updation
- Provide services related to report generation to the MF investors
- Provide financial transactions services to MF investors

The implementation of platform is likely to ease the overall processes for MF investors and also act as a one stop solution especially for DIY investors. Over the long run, the platform can also provide its API for integration with fintechs.
The Securities and Exchange Board of India (SEBI) has proposed key measures for the mutual fund (MF) industry. The capital market regulator, in its annual report for 2022-23, said the measures could be introduced in the forthcoming years to adapt to the dynamic changes in the mutual fund asset management ecosystem.

One of the key changes proposed by SEBI is the amendment to the rules governing the Total Expense Ratio (TER) charged by mutual funds. The primary objectives behind these proposed changes are to increase transparency and exert greater control over the costs borne by investors in mutual fund schemes. The regulator is considering lowering the maximum permissible TER levels, which would directly impact on the profitability of fund management operations for AMCs. As a result, industry players will need to carefully review their expense structures and fund management practices to ensure compliance with the upcoming TER regulations.

In addition, the regulator has encouraged the launch of simplified and more affordable mutual fund products, commonly referred to as "MF Lite" or "Mutual Fund Lite." These MF Lite funds typically have lower minimum investment requirements and simpler investment strategies compared to traditional mutual fund schemes. The goal is to make mutual fund investment more accessible to retail investors, especially those with smaller investment amounts. This presents both challenges and opportunities for AMCs, as they evaluate the viability of introducing MF Lite options to cater to this emerging investor segment and diversify their product offerings.

These MF Lite funds typically have the following salient features:

- Lower minimum investment requirements, often as low as ₹500 or ₹1,000.
- Simpler investment strategies focused on broad market index tracking or basic asset allocation.
- Lower management fees and other charges compared to traditional mutual fund schemes.

These regulatory changes pose significant implications for the mutual fund industry as a whole. Asset management companies will have to closely monitor the developments and take proactive measures to adapt their products, services, and operations to comply with the evolving industry landscape.

Other regulatory updates

SEBI has issued various circulars from time to time for effective regulation of the Mutual Funds Industry in India. Some of the recent regulatory actions taken by SEBI are provided hereunder:

- Considering the emergence of passive funds as an investment product for retail investors and various advantages associated with passive investing, SEBI issued a circular on Development of Passive Funds in May 2022. In the said circular, SEBI introduced norms for Debt Exchange Traded Funds (Debt ETFs) / Index Funds which provided that the AMCs shall ensure that the constituents of the index are aggregated at the issuer level, the constituents of the index have a credit rating, defined maturity, adequate liquidity, diversification, etc. Norms related to Corporate, G-sec and Hybrid Debt ETFs/Index Funds were provided. SEBI also made it mandatory for all AMCs to appoint at least two Market Makers (MMs) for ETFs who provide continuous liquidity on the stock exchange platform. The said circular also provided credit risk based single issuer limits for debt ETFs/ Index Funds in order to effectively manage the risk associated with such investments, and rebalancing period and disclosure norms for Equity ETFs/Index Funds.
- In November 2022, SEBI introduced a similar credit rating based single issuer limit for actively managed mutual fund schemes to avoid any inconsistencies in investment by mutual funds in debt instruments of an issuer.
- In April 2023, SEBI made it compulsory for all AMCs to file all final offer documents only digitally to the dedicated email id, as part of its go green initiatives.
- In May 2023, SEBI issued a circular on mutual funds investment in the name of minor through legal guardian. As per the said circular, SEBI made it mandatory for all AMCs that all the redemption proceeds shall be credited only in the verified bank account of the minor (the account that the minor may hold with the parent/legal guardian after completing all KYC formalities, irrespective of the source of payment for subscription. In May 2023, SEBI also issued a consultation paper on review of total expense ratio charged by Asset Management Companies to help increase transparency to its unitholders.
- In June 2023, SEBI allowed mutual funds to participate in repo transactions on listed AA and above rated corporate debt securities, Commercial Papers and Certificate of Deposits.
- In June 2023, SEBI issued circulars for online platforms such as Paytm and Groww, which offer direct mutual funds schemes under single platform. The new regulations require that these platforms should register as an agent of AMCs or as stockbrokers. But in both cases, these platforms are allowed to handle only direct mutual fund schemes.
- In August 2023, Zerodha and Helios Capital received SEBI's nod for launching mutual fund business in India.
- In February 2024, SEBI released a consultation paper to seek comments from stakeholders on proposed ease of doing business initiatives for Mutual Funds. The paper aims to simplify and streamline the processes, reducing the regulatory burden and enhancing the overall efficiency of the mutual fund industry. The feedback sought from the industry and the stakeholders would be useful for SEBI to frame fresh policies, so as to simplify the processes of compliance and operational issues.
- In May 2024, SEBI has released a consultation paper to seek comments from stakeholders on proposals to facilitate investments by Indian Mutual Funds in overseas mutual funds or unit trusts that invest a portion of their assets in Indian securities. The paper aims to provide a framework for Indian Mutual Funds to invest in overseas funds, while ensuring that the investments are made in a transparent and regulated manner.
- In June 2024, SEBI released several key papers aimed at improving mutual fund operations and transparency. On June 07, it proposed more flexibility for mutual funds to participate in Credit Default Swaps allowing better risk management and potential returns. Later on, June 11, SEBI issued a settlement order related to Canara Robeco Mutual Fund's compliance lapses during April 2020-March 2021, leading to improved oversight. Finally on June 28, SEBI issued a consultation paper mandating mutual funds to disclose risk-adjusted returns, helping investors understand the balance between risk and returns for better decision making.
- In July 2024, SEBI notified the Securities and Exchange Board of India (Mutual Funds) (Amendment) Regulations, 2024 to amend the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996. Earlier, Clause 9(c) of the Seventh Schedule stated that no mutual fund [scheme] shall make any investment in the listed securities of group companies of the sponsor which is in excess of 25 percent of the net assets. After the 2024 regulations amendment, an exception to the above provision has been added which provides that investments by equity-oriented exchange traded funds and index funds may be done which may be subject to the conditions specified by the Board.
- In December 2024, SEBI announced the launch of the Mutual Funds Lite (MF Lite) framework for passively managed mutual fund schemes. MF Lite is a mutual fund that consists only of index funds, exchange-traded

funds (ETFs), or funds of funds (FoFs) and other mutual funds. The current regulatory provisions for mutual funds do not distinguish between active and passive schemes, leading to unnecessary barriers and costs for entities focused solely on passive funds. The MF Lite framework is set to address these issues by offering a flexible and less strict system, promoting ease of entry and increased market liquidity.

- SEBI has stipulated that effective from financial year Fiscal 2023 to Fiscal 2024, all the Indian mutual funds will have to follow Indian Account Standards (IND AS). This will ensure standardization of the valuation of portfolios, disclosures and also provisions made by mutual funds.
- In January 2025, SEBI mandated all the AMCs for disclosure of Risk Adjusted Return - Information ratio on their website along with performance disclosure on daily basis, this step will bring more transparency and aid investors to make better informed decisions.
- In February 2025, SEBI facilitated MITRA (Mutual Fund Investment Tracing and Retrieval Assistant); In order to address the aforesaid concerns, MITRA platform is developed by RTAs to provide investors with a searchable database of inactive and unclaimed mutual funds. This will enable investors to identify the overlooked investments made by any other person for which he/she may be rightful legal claimant. The MITRA platform will lead to reduction in the unclaimed Mutual Fund folios and contribute towards building a transparent financial ecosystem.
- In August 2025, SEBI mandated all AMCs to pay to the distributor transaction charges, subject to a minimum subscription amount of ₹10,000/ brought in by such distributors.

SEBI has issued a circular for mutual funds in 2011 with respect to transaction charges charged by mutual fund distributors.

WEALTH MANAGEMENT

Industry Overview

Depending on goals and constraints of clients, the wealth management industry provides professional investment advice, financial planning and management services that best suits their requirement. It also provides value-added services, such as investing in art and antiques, and helps clients in philanthropic activities. The wealth management industry has seen robust growth over a low base, because of fresh investments from household savings going into organized financial assets, and increasing need for customization, with clients typically asking advice for asset management, financial planning, tax planning, estate planning, and succession planning.

Type of wealth management services

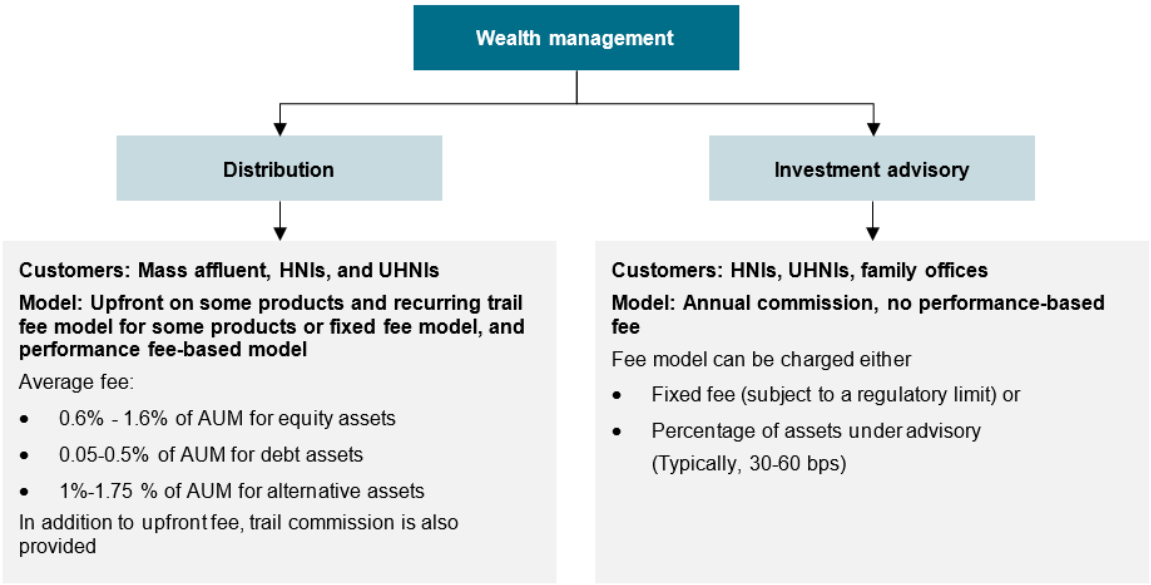
Advisory: In this type of service, investment decisions can be at the wealth management company's discretion or solely taken by the client. This is typically for HNIs and UHNIs. As the smaller investors are not accustomed to paying a fee for wealth management advice, the fee-based advisory model has not yet matured in India. Many wealth managers refrain from offering fee-based advisory services, instead focusing on commission from transactions.

Distribution: This type of service is primarily transaction-oriented, where the client assigns the wealth manager to execute specific transactions related to his/her wealth management. However, investment planning, decisions and further management remain vested with the client. This service is offered for products, such as mutual funds, ETFs, portfolio management services, alternative investment funds, tax-free bonds, and fixed deposits. These services are also offered by brokerage firms, apart from the wealth management firms.

Custody, servicing, and safekeeping of assets: A wealth manager is only entrusted with management, administration, and oversight of the process of investment. All investment planning, investment decisions, and execution are done by the client.

Family office: Family office services provide large businesses and families with customized solutions to manage their wealth better, and aid in succession planning. It offers services, such as tax planning and wealth management, philanthropy, will execution, and estate planning. Family offices charge fees based on the percentage of assets managed above the fixed amount of fees. Approximately 25-30 bps is the typical yield charged. Family offices is ideal if the portfolio is over ₹ 1 billion.

Revenue model in wealth management services



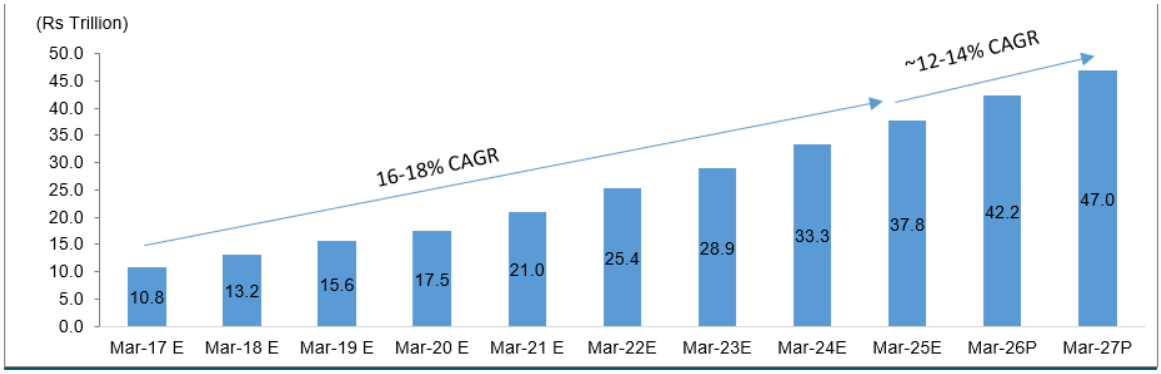
Source: Crisil Intelligence

Industry outlook for Wealth Management in India

The wealth management industry in India is still at a very nascent stage. It has huge potential to become a high-growth market supported by a young affluent investor base, improving wealth levels, strengthening regulatory environment, and an increasing share of organized players, including banks, independent wealth advisors, and brokers, who act as financial advisors. The thrust on customization, technology dependence, rising awareness, and thrust on financial assets as against physical assets is expected to create large opportunities for the wealth management industry in India. In terms of offerings, family office solutions and estate planning have been seeing increasing demand in recent years.

Crisil Intelligence estimates India's wealth management industry, including banks and broking companies offering such services, assets to be at around ₹ 37.8 trillion in Fiscal 2025. Crisil Intelligence projects the market to grow at a CAGR of 12-14% over March 2026 to March 2027 and to be around ₹ 47.0 trillion by Fiscal 2027. This is expected to be supported by significant under penetration compared to other developed economies, increasing population of affluent clients, increase shift from physical assets to financial assets and increasing complexity of assets amid rising competition.

Wealth management industry AUM to grow at 12-14% CAGR over Fiscals 2025 to Fiscal 2027



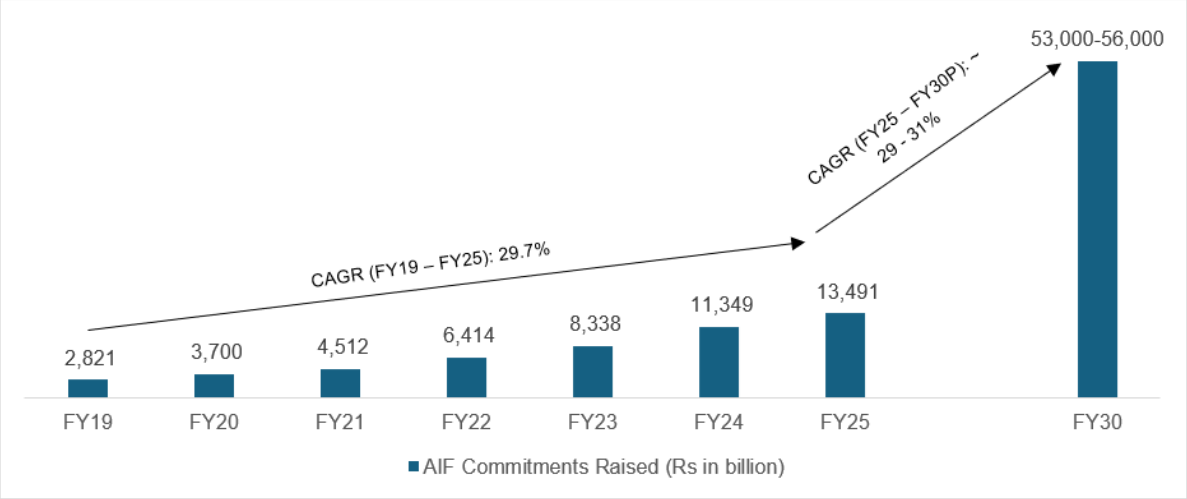
E: Estimated; P: Projected. Source: Crisil Intelligence

The AIF Industry has displayed a strong growth trajectory between Fiscal 2019 and Fiscal 2025

Over the past five years, AIF has become one of the key segments in private markets in India. AIF commitments have been growing at a steady pace seeing a 30% CAGR between March 2019 and March 2025, with a total commitment of ₹13,491 billion as on March 31, 2025. The segment is expected to remain one of the fastest growing managed products categories over the next few years as more and more high net worth individuals (HNIs), ultra-HNIs and institutional investors seek out differentiated products that give them an option to diversify and generate better returns on their investments.
As of March 31, 2025, the AUM for alternative investments in India stood at ₹13.4 trillion and is expected to grow at ~29-31% between March 2025 and March 2030 and reach ~₹53 - 56 trillion by March 2030.
Category II AIFs have been at the forefront in the AIF space, contributing to 76% of AIF commitments raised, 65% of the funds raised, and 62% of the investments made by the end of March 2025. This denotes their prominence and influence within the AIF market. Moreover, the registration of 243 new AIFs during fiscal 2025 further magnifies the growing interest and participation in this sector, bringing the total number of registered AIFs to 1,526 by the end of Fiscal 2025. This indicates a robust and expanding landscape for alternative investments in India.

Investments made refer to the amount invested by the AIFs. Investments made as a percentage of funds raised rose from 82% as of March 2017 to 96% as of March 2025. The increase was steady over the past five years, which would generally mean that after the fundraising process is completed, the investment managers and AIFs have been deploying the capital and making investments for the investors.

AIF commitments to grow at approximately 29-31% in the long-term



Source: SEBI, Crisil Intelligence

Growth drivers for AIFs in India

AIFs have become widely popular in India because they offer investors a wide range of alternative assets, including private equity, real estate and infrastructure. They provide diversification beyond traditional asset classes such as listed equities, bonds, currencies, or gold and also offer potential for higher returns. Further, the experience of established managers, growing pool of UHNI and HNI and the increase in domestic capital flow and regulatory support are expected to aid the growth of this industry.

Indians have traditionally invested in fixed income instruments, especially bank fixed deposits. However, with investors becoming more aware, there has been a slow but steady change in investor attitude with their focus shifting towards capital market products. They are finding these products more attractive. AIFs are becoming more attractive for HNIs, ultra- HNI's and institutional investors because the SEBI has been proactively trying to bring in more transparency in the industry.

- **Diversification Benefits**
  AIFs offer diversification benefit beyond traditional asset classes and may generate higher returns due to their exposure to a wider range of assets and specialized investment strategies.

- **Emergence of experienced managers**
  Experienced and established managers offer a proven ability to navigate different market conditions. Their operational expertise and acumen along with a consistent track record across multiple funds and business cycles enhances their reputation and helps scale investments across asset classes.

- **Growing pool of eligible investors including UHNIs, HNIs and institutions**
  Over the past couple of years, the number of ultra-high net worth individuals/high net worth individuals (UHNI/HNI) and domestic capital flow from institutions in India have increased significantly. The increase in UHNI/HNIs and rise in awareness along with the availability of AIFs have led to a surge in demand. This has also resulted in increased requirement for professional advice.

- **Domestic capital flow increasing**
  SEBI's proactiveness in bringing in many regulatory changes are expected to help reverse the investment mix in favour of domestic investors in the coming years. In recent years domestic institutional investors, such as retirement funds and insurance companies, have been allowed to invest in AIFs. This will be a major growth driver for the industry.

- **Supply surplus**
  Over the last few years, the start-up culture in India has been thriving. As per the government data, since the launch of startup India initiative in 2016 the total number of recognised start-ups in the country stands at over 159,157 entities as on January 15, 2025. The PE industry has shown strong growth over the last decade with new investors rushing to invest in start-ups in India. The dynamic nature of the underlying supply will also ensure there are enough exit options which will also boost investor confidence.

- **Financial Deepening**
  Along with the advantage of demographics in the country, there is a flourishing financial ecosystem as well. Increasing credit penetration encourages growth in startups and MSMEs thereby creating opportunities for alternative investment funds to facilitate investment and infuse capital into these sectors thereby leading to overall economic expansion.

- **RBI allowance of foreign investment**
  Category III AIF with foreign investment are permitted to make portfolio investments in only those securities or instruments in which an FPI can invest under the Foreign Exchange Management Act rules or regulations made thereunder. In May 2021, SEBI, in consultation with RBI, doubled the overseas investment limit for AIFs from USD750 million to USD1500 million.

- **Increasing investment opportunities in cities beyond Tier 1**
  Tier 1 cities are usually the hub for majority of the VC and PE investments in India as they have well developed infrastructure, stable and growing economy, better technology, and many other advantages. While AIFs have preferred Tier 1 cities for making investments, lately, they have started shifting their focus to cities beyond Tier 1 as the activity has increased considerably mainly due to rise in entrepreneurship and talent in these cities and towns.

PEER BENCHMARKING

Below is the analysis of the top 20 AMCs in India based on quarterly average AUM as of June 2025. SBI Mutual Fund is the largest player, followed by, ICICI Prudential Mutual Fund, HDFC Mutual Fund, Nippon India Mutual Fund, Kotak Mahindra Mutual Fund, Aditya Birla Sun Life Mutual Fund, UTI Mutual Fund, Axis Mutual Fund, Mirae Asset Mutual Fund, DSP Mutual Fund, Tata Mutual Fund, Bandhan Mutual Fund, Edelweiss Mutual Fund, HSBC Mutual Fund, Invesco Mutual Fund, PPFAS Mutual Fund, Franklin Templeton Mutual Fund, Canara Robeco Mutual

Fund, Motilal Oswal Mutual Fund and Quant Mutual Fund. Canara Robeco Asset Management Company is the second oldest AMC in India, incorporated in March 1993, after SBI Mutual Fund.

Canara Robeco Mutual Fund has the 11th highest CAGR growth rate of 28.60% among top 20 AMCs between Fiscal 2023 – Fiscal 2025

As of June 2025, SBI Mutual Fund has the largest average AUM of ₹11,401 billion followed by ICICI Prudential Mutual Fund with Average AUM of ₹9,422 billion. Canara Robeco has the 18th largest average AUM of ₹1,111 billion. Between fiscal 2023 and fiscal 2025, Canara Robeco has the 11th highest CAGR growth rate of 28.60% compared to top 20 AMCs.

Average Asset under management and growth

AMCs	QAAUM (₹ billion)					
	Mar'23	Mar'24	Mar'25	Jun'24	Jun'25	CAGR (FY23-25)
SBI Mutual Fund	7,172	9,144	10,729	9,883	11,401	22.32%
ICICI Prudential Mutual Fund	4,996	6,831	8,794	7,474	9,442	32.67%
HDFC Mutual Fund	4,498	6,129	7,740	6,716	8,286	31.18%
Nippon India Mutual Fund	2,932	4,313	5,572	4,838	6,127	37.86%
Kotak Mahindra Mutual Fund	2,893	3,810	4,825	4,185	5,193	29.14%
Aditya Birla Sun Life Mutual Fund	2,754	3,319	3,819	3,528	4,037	17.77%
UTI Mutual Fund	2,388	2,909	3,397	3,107	3,609	19.28%
Axis Mutual Fund	2,414	2,743	3,215	2,920	3,356	15.40%
Mirae Asset Mutual Fund	1,163	1,617	1,863	1,714	1,983	26.57%
DSP Mutual Fund	1,147	1,480	1,873	1,564	1,975	27.82%
Tata Mutual Fund	984	1,472	1,877	1,536	1,962	38.09%
Bandhan Mutual Fund	1,169	1,372	1,672	1,448	1,769	19.58%
Edelweiss Mutual Fund	1,006	1,251	1,428	1,319	1,482	19.16%
HSBC Mutual Fund*	833	1,098	1,244	1,169	1,296	22.18%
Invesco Mutual Fund	464	743	1066	836	1165	51.49%
PPFAS Mutual Fund	337	643	1017	749	1161	73.68%
Franklin Templeton Mutual Fund	631	879	1069	953	1143	30.14%
Canara Robeco Mutual Fund	625	871	1033	947	1111	28.60%
Motilal Oswal Mutual Fund	296	460	930	537	1043	77.30%
Quant Mutual Fund	188	589	886	812	936	117.36%
Top 20 AMCs	38,889	51,674	64,051	56,233	68,477	28.34%
Total AMC Industry	40,506	54,133	67,425	58,967	72,140	29.02%

*Notes: Players are arranged in the descending order based on quarterly average AUM. * HSBC acquired L&T in FY'23 which spiked their AUM. Based on quarterly average AUM for the last quarter of the respective financial year. The data is taken from AMFI as on 11th of September 2025.*

Source: Company reports, AMFI, Crisil Intelligence

Market Share of AMCs as % of Overall QAAUM

AMCs	Market Share as % of Total QAAUM				
	March 2023	March 2024	March 2025	June 2024	June 2025
SBI Mutual Fund	17.70%	16.89%	15.91%	16.76%	15.80%

AMCs	Market Share as % of Total QAAUM				
	March 2023	March 2024	March 2025	June 2024	June 2025
ICICI Prudential Mutual Fund	12.33%	12.62%	13.04%	12.67%	13.09%
HDFC Mutual Fund	11.10%	11.32%	11.48%	11.39%	11.49%
Nippon India Mutual Fund	7.24%	7.97%	8.26%	8.20%	8.49%
Kotak Mahindra Mutual Fund	7.14%	7.04%	7.16%	7.10%	7.20%
Aditya Birla Sun Life Mutual Fund	6.80%	6.13%	5.66%	5.98%	5.60%
UTI Mutual Fund	5.90%	5.37%	5.04%	5.27%	5.00%
Axis Mutual Fund	5.96%	5.07%	4.77%	4.95%	4.65%
Mirae Asset Mutual Fund	2.87%	2.99%	2.76%	2.91%	2.75%
DSP Mutual Fund	2.83%	2.73%	2.78%	2.65%	2.74%
Tata Mutual Fund	2.43%	2.72%	2.78%	2.61%	2.72%
Bandhan Mutual Fund	2.89%	2.53%	2.48%	2.46%	2.45%
Edelweiss Mutual Fund	2.48%	2.31%	2.12%	2.24%	2.05%
HSBC Mutual Fund	2.06%	2.03%	1.84%	1.98%	1.80%
Invesco Mutual Fund	1.15%	1.37%	1.58%	1.42%	1.61%
PPFAS Mutual Fund	0.83%	1.19%	1.51%	1.27%	1.61%
Franklin Templeton Mutual Fund	1.56%	1.62%	1.59%	1.62%	1.58%
Canara Robeco Mutual Fund	1.54%	1.61%	1.53%	1.61%	1.54%
Motilal Oswal Mutual Fund	0.73%	0.85%	1.38%	0.91%	1.45%
Quant Mutual Fund	0.46%	1.09%	1.31%	1.38%	1.30%
Top 20 AMCs	96.01%	95.46%	95.00%	95.36%	94.92%
Total AMC Industry	100.00%	100.00%	100.00%	100.00%	100.00%

*Note: Players are arranged in the descending order based on quarterly average AUM. * HSBC acquired L&T in FY'23 which spiked their AUM. Based on quarterly average AUM for the last quarter of the respective financial year. The data is taken from AMFI as on 11th of September 2025.*

Source: Company reports, AMFI, Crisil Intelligence

Canara Robeco Mutual Fund has the second highest share of B30 AUM of 23.98% as of June 2025 as compared to top 20 AMCs and highest share of B30 AUM as compared to the top 10 AMCs

As of June 2025, Quant Mutual Fund has the highest share of B30 AUM of 31.62% (₹307 billion) followed by Canara Robeco Mutual Fund with B30 AUM share of 23.98% (₹ 279 billion).

Split of AUM (B30)

AMCs	B30 AAUM (₹ billion)					
	March 2023	March 2024	March 2025	June 2024	June 2025	CAGR (FY23-25)
SBI Mutual Fund	1,464	2,012	2,447	2,285	2,733	29.27%
ICICI Prudential Mutual Fund	771	1,123	1,387	1,249	1,553	34.17%
HDFC Mutual Fund	792	1,190	1,453	1,357	1,660	35.45%
Nippon India Mutual Fund	557	862	1,114	999	1,256	41.46%
Kotak Mahindra Mutual Fund	306	443	564	515	646	35.90%
Aditya Birla Sun Life Mutual Fund	448	578	645	642	722	19.96%
UTI Mutual Fund	526	663	670	652	739	12.90%

AMCs	B30 AAUM (₹ billion)					
	March 2023	March 2024	March 2025	June 2024	June 2025	CAGR (FY23-25)
Axis Mutual Fund	427	536	607	595	678	19.29%
Mirae Asset Mutual Fund	169	252	291	278	329	31.29%
DSP Mutual Fund	167	232	282	266	319	29.75%
Tata Mutual Fund	169	244	314	278	355	36.11%
Bandhan Mutual Fund	99	134	178	154	206	34.39%
Edelweiss Mutual Fund	43	64	92	72	108	46.10%
HSBC Mutual Fund	105	144	158	169	187	22.84%
Invesco Mutual Fund	61	86	117	101	139	38.98%
PPFAS Mutual Fund	73	146	243	174	291	82.86%
Franklin Templeton Mutual Fund	125	179	213	203	241	30.57%
Canara Robeco Mutual Fund	134	202	243	231	279	34.76%
Motilal Oswal Mutual Fund	46	78	207	99	269	112.99%
Quant Mutual Fund	49	177	266	249	307	133.34%
Top 20	6,529	9,345	11,492	10,568	13,018	32.67%

Notes: Players are arranged in the descending order based on quarterly average AUM. Based on monthly average AUM for the last month of the respective financial year.

Source: Company reports, AMFI, Crisil Intelligence

Share of B30 AAUM in Overall AAUM (%)

AMC	Share of B30 AAUM in Overall AAUM (%)				
	March 2023	March 2024	March 2025	June 2024	June 2025
SBI Mutual Fund	20.77%	21.64%	23.04%	22.37%	23.18%
ICICI Prudential Mutual Fund	15.60%	16.12%	15.86%	16.15%	15.89%
HDFC Mutual Fund	17.79%	19.07%	19.05%	19.38%	19.41%
Nippon India Mutual Fund	19.01%	19.50%	20.02%	19.61%	19.65%
Kotak Mahindra Mutual Fund	10.56%	11.44%	11.81%	11.79%	11.98%
Aditya Birla Sun Life Mutual Fund	16.76%	17.50%	17.05%	17.74%	17.42%
UTI Mutual Fund	22.41%	22.62%	19.81%	20.13%	19.87%
Axis Mutual Fund	17.99%	19.35%	19.30%	20.01%	19.71%
Mirae Asset Mutual Fund	14.67%	15.47%	15.95%	15.70%	15.92%
DSP Mutual Fund	14.98%	15.83%	15.38%	16.03%	15.57%
Tata Mutual Fund	17.14%	16.55%	16.87%	17.14%	17.54%
Bandhan Mutual Fund	8.63%	9.57%	10.82%	10.48%	11.33%
Edelweiss Mutual Fund	4.25%	5.02%	6.46%	5.32%	7.07%
HSBC Mutual Fund	12.72%	13.19%	13.29%	14.05%	13.67%
Invesco Mutual Fund	13.41%	11.14%	11.25%	11.52%	11.25%
PPFAS Mutual Fund	20.95%	21.68%	23.46%	22.00%	23.60%
Franklin Templeton Mutual Fund	20.05%	20.05%	20.37%	20.30%	20.23%
Canara Robeco Mutual Fund	21.56%	22.93%	23.86%	23.35%	23.98%
Motilal Oswal Mutual Fund	15.43%	16.25%	22.56%	17.02%	23.79%

AMC	Share of B30 AAUM in Overall AAUM (%)				
	March 2023	March 2024	March 2025	June 2024	June 2025
Quant Mutual Fund	25.01%	27.36%	30.88%	27.75%	31.62%

Notes: Players are arranged in the descending order based on quarterly average AUM. Based on monthly average AUM for the last month of the respective financial year.

Source: Company reports, AMFI, Crisil Intelligence

Canara Robeco Mutual Fund has the second highest share (73.45%) of AUM through Regular plan after Franklin Templeton Mutual Fund as of June 2025

As of Q1 FY26, Franklin Templeton Mutual Fund has the highest share of AUM (79.0%) through regular plan followed by Canara Robeco Mutual Fund (73.45%), UTI Mutual Fund (72.11%) and Edelweiss Mutual Fund (71.43%).

Split of Direct & Regular Plans (June 2025)

AMCs	June 2025 (₹ billion)			
	Direct Plan	Regular Plan	Direct Plan (Share %)	Regular Plan (Share %)
SBI Mutual Fund	6722	5068	57.02%	42.98%
ICICI Prudential Mutual Fund	4775	4998	48.86%	51.14%
HDFC Mutual Fund	3655	4896	42.74%	57.26%
Nippon India Mutual Fund	3614	2778	56.54%	43.46%
Kotak Mahindra Mutual Fund	2690	2704	49.87%	50.13%
Aditya Birla Sun Life Mutual Fund	2180	1966	52.57%	47.43%
UTI Mutual Fund	1037	2681	27.89%	72.11%
Axis Mutual Fund	1678	1765	48.74%	51.26%
Mirae Asset Mutual Fund	786	1280	38.03%	61.97%
DSP Mutual Fund	865	1185	42.18%	57.82%
Tata Mutual Fund	1027	998	50.71%	49.29%
Bandhan Mutual Fund	965	853	53.09%	46.91%
Edelweiss Mutual Fund	435	1089	28.57%	71.43%
HSBC Mutual Fund	579	790	42.32%	57.68%
Invesco Mutual Fund	612	623	49.56%	50.44%
PPFAS Mutual Fund	818	414	66.42%	33.58%
Franklin Templeton Mutual Fund	250	939	21.00%	79.00%
Canara Robeco Mutual Fund	309	855	26.55%	73.45%
Motilal Oswal Mutual Fund	522	607	46.25%	53.75%
Quant Mutual Fund	553	419	56.88%	43.12%

Note: Players are arranged in the descending order based on quarterly average AUM. Based on monthly average AUM, Regular plan include AUM through associate / non associate at Mar25 and Jun'25.

Source: Company reports, AMFI, Crisil Intelligence

Split of Direct & Regular Plans (March 2025)

AMCs	March 2025 (₹ billion)			
	Direct Plan	Regular Plan	Direct Plan (Share %)	Regular Plan (Share %)
SBI Mutual Fund	5,982	4,637	56.33%	43.67%
ICICI Prudential Mutual Fund	4,217	4,526	48.23%	51.77%
HDFC Mutual Fund	3,227	4,398	42.32%	57.68%
Nippon India Mutual Fund	3,138	2,428	56.38%	43.62%
Kotak Mahindra Mutual Fund	2,384	2,393	49.91%	50.09%
Aditya Birla Sun Life Mutual Fund	1,975	1,810	52.17%	47.83%

AMCs	March 2025 (₹ billion)			
	Direct Plan	Regular Plan	Direct Plan (Share %)	Regular Plan (Share %)
UTI Mutual Fund	971	2,413	28.70%	71.30%
Axis Mutual Fund	1,522	1,623	48.40%	51.60%
Mirae Asset Mutual Fund	688	1,139	37.64%	62.36%
DSP Mutual Fund	778	1,055	42.44%	57.56%
Tata Mutual Fund	962	898	51.72%	48.28%
Bandhan Mutual Fund	877	770	53.24%	46.76%
Edelweiss Mutual Fund	384	1,044	26.86%	73.14%
HSBC Mutual Fund	492	699	41.30%	58.70%
Invesco Mutual Fund	509	533	48.82%	51.18%
PPFAS Mutual Fund	680	355	65.70%	34.30%
Franklin Templeton Mutual Fund	214	830	20.53%	79.47%
Canara Robeco Mutual Fund	269	750	26.37%	73.63%
Motilal Oswal Mutual Fund	416	501	45.39%	54.61%
Quant Mutual Fund	481	379	55.97%	44.03%

Note: Players are arranged in the descending order based on quarterly average AUM. Based on monthly average AUM, Regular plan include AUM through associate / non associate at Mar25 and Jun'25.

Source: Company reports, AMFI, Crisil Intelligence

As on June 2025, Canara Robeco Mutual Fund has the third highest share (91.17%) of equity (including equity-oriented hybrid Funds) AUM after Quant Mutual fund and PPFAS Mutual Fund

As on June 2025, Canara Robeco Mutual Fund has the third highest share (91.17%) of equity-oriented AUM after Quant Mutual fund and PPFAS Mutual Fund with equity-oriented share of 97.89% and 94.91% respectively. The higher share of equity-oriented AUM aids in the margins for the AMCs. As compared to the Top 10 AMCs, Canara Robeco Mutual Fund has the highest share of equity-oriented AUM.

Category-wise share mix and share of peers (June 2025)

AMCs	June 2025 (₹ billion)				June 2025 (Share %)			
	Equity	Debt	Liquid/ Money Market	ETFs and Index	Equity	Debt	Liquid/ Money Market	ETFs and Index
SBI Mutual Fund	5323	1231	1232	3615	46.69%	10.80%	10.81%	31.70%
ICICI Prudential Mutual Fund	5547	1459	1025	1411	58.75%	15.45%	10.86%	14.94%
HDFC Mutual Fund	5166	1205	1306	609	62.34%	14.55%	15.76%	7.35%
Nippon India Mutual Fund	2906	573	737	1911	47.43%	9.35%	12.02%	31.19%
Kotak Mahindra Mutual Fund	3125	872	818	378	60.18%	16.79%	15.75%	7.28%
Aditya Birla Sun Life Mutual Fund	1777	889	1043	328	44.01%	22.03%	25.83%	8.13%
UTI Mutual Fund	1332	210	517	1551	36.90%	5.81%	14.32%	42.97%
Axis Mutual Fund	2015	507	708	125	60.05%	15.12%	21.11%	3.72%
Mirae Asset Mutual Fund	1600	47	177	160	80.70%	2.36%	8.90%	8.04%
DSP Mutual Fund	1269	276	271	159	64.25%	13.96%	13.72%	8.07%
Tata Mutual Fund	1140	160	583	78	58.11%	8.17%	29.73%	3.98%
Bandhan Mutual Fund	720	596	275	178	40.72%	33.67%	15.52%	10.09%

AMCs	June 2025 (₹ billion)				June 2025 (Share %)			
	Equity	Debt	Liquid/ Money Market	ETFs and Index	Equity	Debt	Liquid/ Money Market	ETFs and Index
Edelweiss Mutual Fund	616	59	94	713	41.56%	4.01%	6.33%	48.11%
HSBC Mutual Fund	798	198	274	26	61.55%	15.30%	21.16%	1.99%
Invesco Mutual Fund	829	122	209	5	71.15%	10.51%	17.92%	0.42%
PPFAS Mutual Fund	1102	26	33	0	94.91%	2.25%	2.84%	0.00%
Franklin Templeton Mutual Fund	999	61	75	7	87.45%	5.34%	6.57%	0.64%
Canara Robeco Mutual Fund	1013	39	59	0	91.17%	3.51%	5.31%	0.00%
Motilal Oswal Mutual Fund	732	6	11	294	70.22%	0.56%	1.05%	28.16%
Quant Mutual Fund	916	1	18	0	97.89%	0.15%	1.97%	0.00%

Note: Players are arranged in the descending order based on quarterly average AUM. Based on quarterly average AUM. Equity includes equity-oriented schemes and balanced schemes; Debt includes debt-oriented schemes - Gilt, FMP, debt (assured return), infrastructure debt funds, other debt funds and funds of funds investing overseas, ETFs includes gold ETF and other ETFs. The data is taken from AMFI as on 11th of September 2025.

Source: Company reports, AMFI, Crisil Intelligence

Category-wise share mix and share of peers (March 2025)

AMCs	March 2025 (₹ billion)				March 2025 (Share %)			
	Equity	Debt	Liquid/ Money Market	ETFs and Index	Equity	Debt	Liquid/ Money Market	ETFs and Index
SBI Mutual Fund	5,016	1,121	1,176	3,417	46.75%	10.45%	10.96%	31.85%
ICICI Prudential Mutual Fund	5,132	1,379	1,042	1,242	58.35%	15.68%	11.85%	14.12%
HDFC Mutual Fund	4,788	1,130	1,276	546	61.86%	14.59%	16.48%	7.06%
Nippon India Mutual Fund	2,677	527	670	1,697	48.05%	9.46%	12.03%	30.46%
Kotak Mahindra Mutual Fund	2,897	819	777	332	60.03%	16.98%	16.10%	6.89%
Aditya Birla Sun Life Mutual Fund	1,670	832	1,008	311	43.71%	21.77%	26.38%	8.14%
UTI Mutual Fund	1,272	192	518	1,415	37.45%	5.65%	15.26%	41.65%
Axis Mutual Fund	1,923	472	702	118	59.82%	14.67%	21.82%	3.68%
Mirae Asset Mutual Fund	1,508	40	168	147	80.94%	2.17%	9.02%	7.87%
DSP Mutual Fund	1,185	250	296	142	63.26%	13.37%	15.82%	7.56%
Tata Mutual Fund	1,079	143	586	69	57.47%	7.61%	31.24%	3.68%
Bandhan Mutual Fund	657	568	274	173	39.29%	33.97%	16.37%	10.37%
Edelweiss Mutual Fund	562	56	83	728	39.37%	3.90%	5.78%	50.94%
HSBC Mutual Fund	762	189	268	25	61.27%	15.16%	21.57%	2.01%
Invesco Mutual Fund	749	115	198	4	70.28%	10.75%	18.56%	0.41%
PPFAS Mutual Fund	969	24	24	0	95.30%	2.36%	2.34%	0.00%
Franklin Templeton Mutual Fund	943	60	59	7	88.26%	5.61%	5.50%	0.63%
Canara Robeco Mutual Fund	948	34	52	0	91.69%	3.26%	5.05%	0.00%
Motilal Oswal Mutual Fund	646	5	10	269	69.48%	0.58%	1.03%	28.91%
Quant Mutual Fund	867	1	18	0	97.81%	0.14%	2.05%	0.00%

Note: Players are arranged in the descending order based on quarterly average AUM. Based on quarterly average AUM. Equity includes equity-oriented schemes and balanced schemes; Debt includes debt-oriented schemes - Gilt, FMP, debt (assured return), infrastructure debt funds, other debt funds and funds of funds investing overseas, ETFs includes gold ETF and other ETFs. The data is taken from AMFI as on 11th of September 2025.

Source: Company reports, AMFI, Crisil Intelligence

As on June 2025, Canara Robeco Mutual Fund has the second highest share (49.96%) of retail AUM after Quant Mutual Fund

As on June 2025, Canara Robeco Mutual Fund has the second highest share (49.96%) of retail AUM after Quant Mutual Fund with retail AUM share of 57.81%. As of June 2025, Canara Robeco Mutual Fund has highest share of retail AUM compared to top 10 AMCs (basis AUM). This shows AMCs constant focus on catering to the retail segment and creating granular customer base.

Investor category and retail AUM % (June 2025)

AMCs	June 2025 (₹ billion)					Share of Retail AUM (%)
	Banks/FIs	Corporates	FIIs/FPIs	High Net Worth Individuals	Retail Investor	
SBI Mutual Fund	331	5,769	4	3,482	2,205	18.70%
ICICI Prudential Mutual Fund	133	3,698	10	3,958	1,974	20.20%
HDFC Mutual Fund	107	2,487	1	3,547	2,408	28.16%
Nippon India Mutual Fund	75	2,532	5	1,899	1,880	29.41%
Kotak Mahindra Mutual Fund	117	2,208	4	2,082	982	18.21%
Aditya Birla Sun Life Mutual Fund	161	1,940	7	1,006	1,032	24.89%
UTI Mutual Fund	78	1,967	0	655	1,017	27.36%
Axis Mutual Fund	100	1,146	0	921	1,276	37.06%
Mirae Asset Mutual Fund	42	425	0	678	922	44.64%
DSP Mutual Fund	43	588	0	716	704	34.31%
Tata Mutual Fund	71	835	0	563	556	27.45%
Bandhan Mutual Fund	48	794	0	634	341	18.74%
Edelweiss Mutual Fund	28	807	0	496	194	12.74%
HSBC Mutual Fund	37	457	0	428	447	32.66%
Invesco Mutual Fund	35	498	0	420	282	22.86%
PPFAS Mutual Fund	0	119	0	527	585	47.46%
Franklin Templeton Mutual Fund	13	127	0	461	588	49.47%
Canara Robeco Mutual Fund	23	130	0	430	582	49.96%
Motilal Oswal Mutual Fund	0	210	0	444	476	42.14%
Quant Mutual Fund	0	66	0	344	562	57.81%

Note: Players are arranged in the descending order based on quarterly average AUM. Based on monthly average AUM.

Source: Company reports, AMFI, Crisil Intelligence

Investor category and retail AUM % (March 2025)

AMCs	March 2025 (₹ billion)					Share of Retail AUM (%)
	Banks/FIs	Corporates	FIIs/FPIs	High Net Worth Individuals	Retail Investor	
SBI Mutual Fund	271	5,181	5	3,203	1,960	18.45%
ICICI Prudential Mutual Fund	99	3,296	7	3,588	1,753	20.05%
HDFC Mutual Fund	75	2,235	8	3,200	2,107	27.63%
Nippon India Mutual Fund	42	2,221	4	1,662	1,636	29.40%
Kotak Mahindra Mutual Fund	88	1,972	4	1,869	844	17.66%
Aditya Birla Sun Life Mutual Fund	151	1,783	7	922	922	24.37%
UTI Mutual Fund	73	1,812	0	583	916	27.07%
Axis Mutual Fund	77	1,082	0	842	1,144	36.39%
Mirae Asset Mutual Fund	33	372	1	605	815	44.63%

DSP Mutual Fund	35	533	1	643	620	33.86%
Tata Mutual Fund	58	813	0	504	486	26.13%
Bandhan Mutual Fund	25	749	0	579	293	17.81%
Edelweiss Mutual Fund	18	795	0	453	162	11.35%
HSBC Mutual Fund	25	394	0	385	386	32.43%
Invesco Mutual Fund	31	420	0	351	240	22.99%
PPFAS Mutual Fund	0	92	0	445	498	48.13%
Franklin Templeton Mutual Fund	10	103	0	409	522	50.02%
Canara Robeco Mutual Fund	17	114	0	380	508	49.81%
Motilal Oswal Mutual Fund	0	182	0	364	372	40.50%
Quant Mutual Fund	0	60	0	321	479	55.67%

Note: Players are arranged in the descending order based on quarterly average AUM. Based on monthly average AUM.

Source: Company reports, AMFI, Crisil Intelligence

Cost to income ratio (FY23, FY24, FY25, and Q1FY26)

AMC	Total Cost to Income Ratio				
	March 2023	March 2024	March 2025	June 2024	June 2025
SBI Mutual Fund	26.5%	21.9%	20.4%	NA	NA
ICICI Prudential Mutual Fund	29.3%	28.3%	29.1%	NA	NA
HDFC Mutual Fund	24.7%	21.6%	19.0%	20.7%	17.9%
Nippon India Mutual Fund	35.9%	31.0%	29.5%	28.2%	27.0%
Kotak Mahindra Mutual Fund	38.0%	32.6%	31.3%	NA	NA
Aditya Birla Sun Life Mutual Fund	40.8%	38.0%	36.8%	36.3%	33.5%
UTI Mutual Fund	49.7%	42.9%	40.0%	36.3%	35.1%
Axis Mutual Fund	43.6%	44.0%	43.1%	NA	NA
Mirae Asset Mutual Fund*	35.2%	35.7%	NA	NA	NA
DSP Mutual Fund	44.6%	51.1%	47.7%	NA	NA
Tata Mutual Fund	61.2%	52.7%	45.9%	NA	NA
Bandhan Mutual Fund	68.6%	61.6%	72.5%	NA	NA
Edelweiss Mutual Fund	91.8%	85.2%	74.3%	NA	NA
HSBC Mutual Fund	82.6%	53.6%	45.3%	NA	NA
Invesco Mutual Fund	77.1%	66.3%	55.9%	NA	NA
PPFAS Mutual Fund	29.5%	33.4%	22.7%	NA	NA
Franklin Templeton Mutual Fund##	49.0%	35.7%	NA	NA	NA
Canara Robeco Mutual Fund	47.7%	38.8%	36.2%	NA	NA
Motilal Oswal Mutual Fund#	59.8%	37.2%	39.3%	NA	NA
Quant Mutual Fund	38.7%	18.3%	9.8%	NA	NA

Note: Players are arranged in the descending order based on quarterly average AUM. Data ending in March is for the entire fiscal year, while the data ending in June is for the first quarter of the fiscal year. * Data is as of December of respective calendar years. # Motilal Oswal AMC have relatively higher proportion of business coming from AIFs and PMS services. ## Data is as of September of respective calendar years.

Formula: Cost to Income= Total Expense / Total Income

Source: Company reports, AMFI, Crisil Intelligence

Employee cost as % of total revenue (FY23, FY24, FY25, and Q1FY26)

AMC	Employee Cost as a % of Total Revenue				
	March 2023	March 2024	March 2025	June 2024	June 2025
SBI Mutual Fund	13.5%	10.8%	9.9%	NA	NA
ICICI Prudential Mutual Fund	14.1%	13.9%	12.3%	NA	NA
HDFC Mutual Fund	12.6%	11.2%	9.6%	10.6%	9.1%

AMC	Employee Cost as a % of Total Revenue				
	March 2023	March 2024	March 2025	June 2024	June 2025
Nippon India Mutual Fund	19.2%	16.0%	15.9%	15.8%	15.0%
Kotak Mahindra Mutual Fund	19.2%	15.9%	15.5%	NA	NA
Aditya Birla Sun Life Mutual Fund	19.7%	19.0%	17.9%	17.9%	16.0%
UTI Mutual Fund	32.5%	27.5%	25.0%	23.5%	22.9%
Axis Mutual Fund	19.0%	21.7%	21.9%	NA	NA
Mirae Asset Mutual Fund*	23.4%	19.1%	NA	NA	NA
DSP Mutual Fund	24.4%	35.3%	30.9%	NA	NA
Tata Mutual Fund	33.9%	28.4%	23.4%	NA	NA
Bandhan Mutual Fund	36.7%	29.6%	38.6%	NA	NA
Edelweiss Mutual Fund	33.7%	38.5%	41.9%	NA	NA
HSBC Mutual Fund	38.9%	25.6%	22.0%	NA	NA
Invesco Mutual Fund	46.3%	39.5%	31.4%	NA	NA
PPFAS Mutual Fund	18.9%	23.3%	14.1%	NA	NA
Franklin Templeton Mutual Fund##	24.5%	19.1%	NA	NA	NA
Canara Robeco Mutual Fund	29.1%	23.8%	21.9%	NA	NA
Motilal Oswal Mutual Fund#	16.3%	9.9%	9.0%	NA	NA
Quant Mutual Fund	7.5%	5.5%	4.2%	NA	NA

Note: Players are arranged in the descending order based on quarterly average AUM, Data ending in March is for the entire fiscal year, while the data ending in June is for the first quarter of the fiscal year. * Data is as of December of respective calendar years, # Motilal Oswal AMC have relatively higher proportion of business coming from AIFs and PMS services. ## Data is as of September of respective calendar years.

Formula = (Employee expense) / Total revenue

Source: Company reports, AMFI, Crisil Intelligence

Revenue from operation as % of AAAUM (FY23, FY24, FY25, and Q1FY26)

AMC	Revenue From Operations as % of AAAUM				
	March 2023	March 2024	March 2025	June 2024	June 2025
SBI Mutual Fund	0.33%	0.39%	0.38%	NA	NA
ICICI Prudential Mutual Fund	0.59%	0.62%	0.60%	NA	NA
HDFC Mutual Fund	0.50%	0.48%	0.47%	0.12%	0.12%
Nippon India Mutual Fund	0.44%	0.41%	0.38%	0.10%	0.09%
Kotak Mahindra Mutual Fund	0.31%	0.33%	0.32%	NA	NA
Aditya Birla Sun Life Mutual Fund	0.43%	0.43%	0.44%	0.11%	0.11%
UTI Mutual Fund	0.47%	0.50%	0.43%	0.12%	0.12%
Axis Mutual Fund	0.42%	0.48%	0.46%	NA	NA
Mirae Asset Mutual Fund*	0.43%	0.46%	NA	NA	NA
DSP Mutual Fund	0.58%	0.62%	0.55%	NA	NA
Tata Mutual Fund	0.40%	0.42%	0.40%	NA	NA
Bandhan Mutual Fund	0.31%	0.30%	0.31%	NA	NA
Edelweiss Mutual Fund	0.24%	0.22%	0.18%	NA	NA
HSBC Mutual Fund	0.45%	0.51%	0.51%	NA	NA
Invesco Mutual Fund	0.44%	0.39%	0.40%	NA	NA
PPFAS Mutual Fund	0.49%	0.40%	0.47%	NA	NA
Franklin Templeton Mutual Fund##	0.71%	0.70%	NA	NA	NA
Canara Robeco Mutual Fund	0.36%	0.41%	0.39%	NA	NA
Motilal Oswal Mutual Fund#	1.91%	2.87%	1.80%	NA	NA

Quant Mutual Fund	0.40%	0.33%	0.43%	NA	NA

Note: Players are arranged in the descending order based on quarterly average AUM. Data ending in March is for the entire fiscal year, while the data ending in June is for the first quarter of the respective fiscal year. * Data is as of December of respective calendar years,# Motilal Oswal AMC have relatively higher proportion of business coming from AIFs and PMS services, ## Data is as of September of respective calendar years.

Formula = Total Revenue from Operations / Average Annual AUM. (Total Revenue from Operations is taken as given in the financial statement of respective AMCs)

Source: Company reports, AMFI, Crisil Intelligence

Total cost as % of AAAUM (FY23, FY24, FY25, and Q1FY26)

AMC	Total Cost as % of AAAUM				
	March 2023	March 2024	March 2025	June 2024	June 2025
SBI Mutual Fund	0.09%	0.09%	0.08%	NA	NA
ICICI Prudential Mutual Fund	0.17%	0.18%	0.17%	NA	NA
HDFC Mutual Fund	0.14%	0.13%	0.10%	0.03%	0.03%
Nippon India Mutual Fund	0.18%	0.16%	0.13%	0.03%	0.03%
Kotak Mahindra Mutual Fund	0.12%	0.11%	0.10%	NA	NA
Aditya Birla Sun Life Mutual Fund	0.19%	0.20%	0.19%	0.05%	0.05%
UTI Mutual Fund	0.23%	0.21%	0.17%	0.05%	0.04%
Axis Mutual Fund	0.18%	0.21%	0.20%	NA	NA
Mirae Asset Mutual Fund*	0.15%	0.21%	NA	NA	NA
DSP Mutual Fund	0.26%	0.32%	0.26%	NA	NA
Tata Mutual Fund	0.25%	0.22%	0.19%	NA	NA
Bandhan Mutual Fund	0.22%	0.23%	0.23%	NA	NA
Edelweiss Mutual Fund	0.22%	0.19%	0.13%	NA	NA
HSBC Mutual Fund	0.37%	0.28%	0.23%	NA	NA
Invesco Mutual Fund	0.35%	0.29%	0.23%	NA	NA
PPFAS Mutual Fund	0.14%	0.14%	0.11%	NA	NA
Franklin Templeton Mutual Fund##	0.43%	0.32%	NA	NA	NA
Canara Robeco Mutual Fund	0.17%	0.16%	0.14%	NA	NA
Motilal Oswal Mutual Fund#	1.14%	1.07%	0.71%	NA	NA
Quant Mutual Fund	0.20%	0.10%	0.04%	NA	NA

Note: Players are arranged in the descending order based on quarterly average AUM, Data ending in March is for the entire fiscal year, while the data ending in June is for the first quarter of the respective fiscal year. * Data is as of December of respective calendar years, # Motilal Oswal AMC have relatively higher proportion of business coming from AIFs and PMS services, ## Data is as of September of respective calendar years.

Formula = Total Expense / Average Annual AUM

Source: Company reports, AMFI, Crisil Intelligence

Total profit as % of AAAUM (FY23, FY24, FY25, and Q1FY26)

AMC	Profit as % AAAUM				
	March 2023	March 2024	March 2025	June 2024	June 2025
SBI Mutual Fund	0.19%	0.25%	0.24%	NA	NA
ICICI Prudential Mutual Fund	0.31%	0.34%	0.32%	NA	NA
HDFC Mutual Fund	0.33%	0.36%	0.33%	0.09%	0.09%
Nippon India Mutual Fund	0.25%	0.28%	0.23%	0.07%	0.06%
Kotak Mahindra Mutual Fund	0.15%	0.17%	0.17%	NA	NA
Aditya Birla Sun Life Mutual Fund	0.21%	0.25%	0.25%	0.07%	0.07%
UTI Mutual Fund	0.18%	0.22%	0.19%	0.06%	0.06%

AMC	Profit as % AAAUM				
	March 2023	March 2024	March 2025	June 2024	June 2025
Axis Mutual Fund	0.17%	0.21%	0.20%	NA	NA
Mirae Asset Mutual Fund*	0.21%	0.30%	NA	NA	NA
DSP Mutual Fund	0.25%	0.23%	0.22%	NA	NA
Tata Mutual Fund	0.12%	0.15%	0.17%	NA	NA
Bandhan Mutual Fund	0.07%	0.11%	0.07%	NA	NA
Edelweiss Mutual Fund	0.02%	0.03%	0.04%	NA	NA
HSBC Mutual Fund	0.03%	0.19%	0.21%	NA	NA
Invesco Mutual Fund	0.10%	0.15%	0.13%	NA	NA
PPFAS Mutual Fund	0.26%	0.20%	0.27%	NA	NA
Franklin Templeton Mutual Fund##	0.33%	0.47%	NA	NA	NA
Canara Robeco Mutual Fund	0.14%	0.20%	0.18%	NA	NA
Motilal Oswal Mutual Fund#	0.58%	1.51%	0.86%	NA	NA
Quant Mutual Fund	0.19%	0.22%	0.29%	NA	NA

Note: Players are arranged in the descending order based on quarterly average AUM, Data ending in March is for the entire fiscal year, while the data ending in June is for the first quarter of the respective fiscal year. * Data is as of December of respective calendar years, # Motilal Oswal AMC have relatively higher proportion of business coming from AIFs and PMS services, ## Data is as of September of respective calendar years.

Formula = (Total profit for the year) / Average Annual AUM

Source: Company reports, AMFI, Crisil Intelligence

Return on Equity (FY23, FY24, FY25, and Q1FY26)

As of March 2025, Canara Robeco Mutual Fund has seventh highest return on equity (36.3%) as compared to top 20 AMCs whereas it has the third highest return on equity as compared to top 10 AMCs (basis AUM).

AMC	Return on Equity				
	March 2023	March 2024	March 2025	June 2024	June 2025
SBI Mutual Fund	31.9%	35.8%	37.4%	NA	NA
ICICI Prudential Mutual Fund	70.0%	78.9%	82.9%	NA	NA
HDFC Mutual Fund	24.5%	29.5%	32.4%	9.1%	9.9%
Nippon India Mutual Fund	21.1%	29.0%	32.0%	NA	NA
Kotak Mahindra Mutual Fund	27.1%	29.3%	30.7%	NA	NA
Aditya Birla Sun Life Mutual Fund	25.1%	27.3%	27.0%	7.1%	7.2%
UTI Mutual Fund	13.0%	17.1%	17.5%	4.9%	5.6%
Axis Mutual Fund	33.2%	31.2%	26.1%	NA	NA
Mirae Asset Mutual Fund*	43.3%	44.1%	NA	NA	NA
DSP Mutual Fund	37.3%	29.8%	28.6%	NA	NA
Tata Mutual Fund	26.2%	37.3%	42.0%	NA	NA
Bandhan Mutual Fund	41.8%	51.3%	26.5%	NA	NA
Edelweiss Mutual Fund	9.3%	17.2%	23.7%	NA	NA
HSBC Mutual Fund	0.7%	5.2%	6.6%	NA	NA
Invesco Mutual Fund	26.1%	38.1%	40.3%	NA	NA
PPFAS Mutual Fund	51.5%	44.2%	53.7%	NA	NA
Franklin Templeton Mutual Fund##	12.9%	21.2%	NA	NA	NA
Canara Robeco Mutual Fund	26.3%	38.6%	36.3%	NA	NA
Motilal Oswal Mutual Fund#	9.6%	19.9%	17.5%	NA	NA
Quant Mutual Fund	32.9%	62.1%	86.8%	NA	NA

Note: Players are arranged in the descending order based on quarterly average AUM, Data ending in March is for the entire fiscal year, while the data ending in June is for the first quarter of the fiscal year. * Data is as of December of respective calendar years, # Motilal Oswal AMC have relatively higher proportion of business coming from AIFs and PMS services, ## Data is as of September of respective calendar years.

Formula = (Total profit for the year)/ Average Total Equity

Source: Company reports, AMFI, Crisil Intelligence

Net worth (FY23, FY24, FY25, and Q1FY26)

AMC	Net worth (₹ billion)				
	March 2023	March 2024	March 2025	June 2024	June 2025
SBI Mutual Fund	47.70	67.60	82.82	NA	NA
ICICI Prudential Mutual Fund	23.10	28.80	35.17	NA	NA
HDFC Mutual Fund	61.10	70.80	81.34	62.08	69.83
Nippon India Mutual Fund	34.10	38.20	40.14	NA	NA
Kotak Mahindra Mutual Fund	17.70	22.50	29.37	NA	NA
Aditya Birla Sun Life Mutual Fund	25.10	31.50	37.04	34.08	40.10
UTI Mutual Fund	33.50	36.90	37.86	38.83	39.77
Axis Mutual Fund	15.10	20.70	26.85	NA	NA
Mirae Asset Mutual Fund*	7.80	11.83	NA	NA	NA
DSP Mutual Fund	8.80	11.90	15.84	NA	NA
Tata Mutual Fund	4.50	5.90	8.08	NA	NA
Bandhan Mutual Fund	2.00	3.50	4.68	NA	NA
Edelweiss Mutual Fund	2.00	2.40	2.05	NA	NA
HSBC Mutual Fund	36.50	38.50	41.09	NA	NA
Invesco Mutual Fund	1.90	2.90	3.67	NA	NA
PPFAS Mutual Fund	1.80	2.80	6.38	NA	NA
Franklin Templeton Mutual Fund##	18.30	22.50	NA	NA	NA
Canara Robeco Mutual Fund	3.30	4.50	6.00	NA	NA
Motilal Oswal Mutual Fund#	5.60	10.83	13.70	NA	NA
Quant Mutual Fund	0.90	1.80	4.36	NA	NA

Note: Players are arranged in the descending order based on quarterly average AUM, Data ending in March is for the entire fiscal year, while the data ending in June is for the first quarter of the fiscal year. * Data is as of December of respective calendar years, # Motilal Oswal AMC have relatively higher proportion of business coming from AIFs and PMS services,## Data is as of September of respective calendar years.

Source: Company reports, AMFI, Crisil Intelligence

As of June 2025, out of all the equity-oriented schemes of Canara Robeco Mutual Fund which have been in existence for more than 10 years, a total of 7 equity -oriented schemes outperformed their respective benchmark indices in a 10-year return horizon (for direct).

Equity Oriented schemes include equity schemes and hybrid schemes excluding conservative hybrid schemes.

Scheme-wise performance details of equity schemes (June 2025)

Scheme Name	Canara Robeco Large Cap Fund	Canara Robeco Large and Mid Cap Fund	Canara Robeco Flexi Cap Fund
Benchmark	BSE 100 Total Return Index	NIFTY Large Midcap 250 Total Return Index	BSE 500 Total Return Index
Risko meter Scheme	Very High	Very High	Very High
Risko meter Benchmark	Very High	Very High	Very High
NAV Date	6/30/2025	6/30/2025	6/30/2025
NAV Regular	64.19	261.62	345.93
NAV Direct	74.11	299.40	387.71
Return 1 Year (%) Regular	8.20	6.95	7.73

Scheme Name	Canara Robeco Large Cap Fund	Canara Robeco Large and Mid Cap Fund	Canara Robeco Flexi Cap Fund
Return 1 Year (%) Direct	9.48	8.07	8.96
Return 1 Year (%) Benchmark	6.85	6.00	5.09
Return 3 Year (%) Regular	20.17	21.97	20.27
Return 3 Year (%) Direct	21.67	23.28	21.71
Return 3 Year (%) Benchmark	20.22	24.96	21.67
Return 5 Year (%) Regular	20.59	24.43	21.52
Return 5 Year (%) Direct	22.23	25.83	23.05
Return 5 Year (%) Benchmark	22.41	26.88	24.02
Return 10 Year (%) Regular	13.88	16.05	13.78
Return 10 Year (%) Direct	15.33	17.39	14.94
Return 10 Year (%) Benchmark	13.69	16.15	14.43
Return Since Launch Regular	13.32	17.43	17.65
Return Since Launch Direct	15.60	20.93	15.45
Return Since Launch Benchmark	12.47	-	-
Daily AUM (₹billion)	166.17	261.18	135.88

Note: Names of Canara Robeco Large and Mid Cap Fund and Canara Robeco Large Cap Fund has been changed recently from Canara Robeco Emerging Equities and Canara Robeco Bluechip Equity Fund respectively, effective from June 20, 2025.

Source: AMFI

Scheme Name	Canara Robeco Multi Cap Fund	Canara Robeco Mid Cap Fund	Canara Robeco Small Cap Fund	Canara Robeco Value Fund
Benchmark	Nifty 500 Multicap 50:25:25 Total Return Index	BSE 150 MidCap Total Return Index	NIFTY Smallcap 250 Total Return Index	BSE 500 Total Return Index
Risko meter Scheme	Very High	Very High	Very High	Very High
Risko meter Benchmark	Very High	Very High	Very High	Very High
NAV Date	30/6/2025	30/6/2025	30/6/2025	30/6/2025
NAV Regular	14.77	17.46	39.79	18.59
NAV Direct	15.19	18.12	43.93	19.75
Return 1 Year (%) Regular	7.69	7.21	1.65	5.18
Return 1 Year (%) Direct	9.23	8.71	2.89	6.72
Return 1 Year (%) Benchmark	5.73	3.96	4.59	5.09
Return 3 Year (%) Regular	-	-	22.41	23.93
Return 3 Year (%) Direct	-	-	24.07	25.86
Return 3 Year (%) Benchmark	-	-	30.95	21.67
Return 5 Year (%) Regular	-	-	32.09	-
Return 5 Year (%) Direct	-	-	36.13	-
Return 5 Year (%) Benchmark	-	-	35.36	-
Return 10 Year (%) Regular	-	-	-	-
Return 10 Year (%) Direct	-	-	-	-
Return 10 Year (%) Benchmark	-	-	-	-
Return Since Launch Regular	22.45	24.13	24.19	17.60
Return Since Launch Direct	24.24	25.93	25.13	19.48
Return Since Launch Benchmark	22.83	25.37	24.13	14.05
Daily AUM (₹billion)	45.42	31.54	131.03	13.25

Source: AMFI

Scheme Name	Canara Robeco ELSS Tax Saver	Canara Robeco Focused Fund	Canara Robeco Consumer Trends Fund	Canara Robeco Infrastructure Fund
Benchmark	BSE 500 Total Return Index	BSE 500 Total Return Index	BSE 100 Total Return Index	BSE India Infrastructure Total Return Index
Risko meter Scheme	Very High	Very High	Very High	Very High
Risko meter Benchmark	Very High	Very High	Very High	Very High
NAV Date	30/6/2025	30/6/2025	30/6/2025	30/6/2025
NAV Regular	178.70	20.26	111.95	162.20

Scheme Name	Canara Robeco ELSS Tax Saver	Canara Robeco Focused Fund	Canara Robeco Consumer Trends Fund	Canara Robeco Infrastructure Fund
NAV Direct	199.58	21.61	128.62	183.35
Return 1 Year (%) Regular	6.28	11.31	7.28	0.59
Return 1 Year (%) Direct	7.50	12.89	8.63	1.99
Return 1 Year (%) Benchmark	5.09	5.09	6.65	-5.22
Return 3 Year (%) Regular	20.35	23.08	22.97	32.46
Return 3 Year (%) Direct	21.80	24.92	24.54	34.12
Return 3 Year (%) Benchmark	21.67	21.67	20.22	36.73
Return 5 Year (%) Regular	23.17	-	23.82	33.11
Return 5 Year (%) Direct	24.68	-	25.43	32.66
Return 5 Year (%) Benchmark	24.02	-	22.41	38.01
Return 10 Year (%) Regular	14.49	-	15.78	15.82
Return 10 Year (%) Direct	15.64	-	16.20	17.01
Return 10 Year (%) Benchmark	14.43	-	13.69	15.76
Return Since Launch Regular	18.90	20.55	16.52	15.32
Return Since Launch Direct	16.34	17.36	17.81	18.06
Return Since Launch Benchmark	17.38	17.36	12.85	-
Daily AUM (₹billion)	91.03	27.43	19.25	9.32

Note: Name of Canara Robeco Focused Fund has been recently changed from Canara Robeco Focused Equity Fund, effective from June 20, 2025.

Source: AMFI

Scheme-wise performance details of hybrid schemes (June 2025)

Scheme Name	Canara Robeco Equity Hybrid Fund	Canara Robeco Conservative Hybrid Fund	Canara Robeco Balance Advantage Fund	Canara Robeco Multi Asset Allocation Fund
Benchmark	CRISIL Hybrid 35+65 Aggressive Index	CRISIL Hybrid 85+15 Conservative Index	CRISIL Hybrid 50+50 Moderate Index	65% BSE 200 TRI + 20% NIFTY Short Duration Debt Index + 10% Domestic Price of Gold + 5% Domestic Price of Silve
Risko meter Scheme	Very High	Moderately High	Very High	Very High
Risko meter Benchmark	High	Moderate	Moderate High	High
NAV Date	30/6/2025	30/6/2025	30/6/2025	30/6/2025
NAV Regular	365.20	97.13	10.36	-
NAV Direct	412.91	111.41	10.50	-
Return 1 Year (%) Regular	8.31	7.91	-	-
Return 1 Year (%) Direct	9.55	9.17	-	-
Return 1 Year (%) Benchmark	7.06	8.74	-	-
Return 3 Year (%) Regular	17.61	9.69	-	-
Return 3 Year (%) Direct	18.96	10.99	-	-
Return 3 Year (%) Benchmark	16.60	10.31	-	-
Return 5 Year (%) Regular	17.72	9.27	-	-
Return 5 Year (%) Direct	19.10	10.60	-	-
Return 5 Year (%) Benchmark	17.22	8.72	-	-
Return 10 Year (%) Regular	12.61	8.09	-	-

Scheme Name	Canara Robeco Equity Hybrid Fund	Canara Robeco Conservative Hybrid Fund	Canara Robeco Balance Advantage Fund	Canara Robeco Multi Asset Allocation Fund
Return 10 Year (%) Direct	13.93	9.34	-	-
Return 10 Year (%) Benchmark	12.31	8.95	-	-
Return Since Launch Regular	15.84	9.68	-	-
Return Since Launch Direct	14.99	9.93	-	-
Return Since Launch Benchmark	12.67	9.13	-	-
Daily AUM (₹billion)	112.43	9.55	1506.98	NA

Note: Scheme performance details of Canara Robeco Balanced Advantage Fund and Multi Asset Allocation Fund are not available on the AMFI website as they were recently launched

Source: AMFI

Scheme-wise performance Details of debt-oriented schemes (June 2025)

Scheme Name	Canara Robeco Income Fund	Canara Robeco Short Duration Fund	Canara Robeco Savings Fund	Canara Robeco Ultra Short-Term Fund	Canara Robeco Liquid Fund
Benchmark	CRISIL Medium to Long Duration Debt A-III Index	CRISIL Short Duration Debt A-II Index	CRISIL Low Duration Debt A-I Index	CRISIL Ultra Short Duration Debt A-I Index	CRISIL Liquid Debt A-I Index
Riskometer Scheme	Moderate	Moderate	Low to Moderate	Low to Moderate	Low to Moderate
Riskometer Benchmark	Moderate	Low to Moderate	Low to Moderate	Low to Moderate	Low to Moderate
NAV Date	30/6/2025	30/6/2025	30/6/2025	30/6/2025	30/6/2025
NAV Regular	53.39	25.45	42.23	3802.69	3143.07
NAV Direct	62.12	27.76	43.40	4044.18	3160.82
Return 1 Year (%) Regular	7.10	8.22	7.94	7.11	7.20
Return 1 Year (%) Direct	8.31	8.87	8.26	7.71	7.29
Return 1 Year (%) Benchmark	9.92	9.00	8.00	7.61	7.07
Return 3 Year (%) Regular	6.56	6.82	7.10	6.47	6.98
Return 3 Year (%) Direct	7.77	7.46	7.40	7.05	7.06
Return 3 Year (%) Benchmark	8.48	7.72	7.43	7.34	6.96
Return 5 Year (%) Regular	4.61	5.35	5.59	4.98	5.51
Return 5 Year (%) Direct	5.80	5.99	5.98	5.56	5.57
Return 5 Year (%) Benchmark	6.19	6.13	6.04	6.98	5.60
Return 10 Year (%) Regular	6.51	6.61	6.63	5.74	6.12
Return 10 Year (%) Direct	7.59	7.31	6.88	6.36	6.17
Return 10 Year (%) Benchmark	7.96	7.34	7.06	6.77	6.21
Return Since Launch Regular	7.80	6.81	7.34	6.82	6.95

Scheme Name	Canara Robeco Income Fund	Canara Robeco Short Duration Fund	Canara Robeco Savings Fund	Canara Robeco Ultra Short-Term Fund	Canara Robeco Liquid Fund
Return Since Launch Direct	7.85	7.30	7.33	6.95	6.75
Return Since Launch Benchmark	7.73	7.84	7.26	7.44	6.82
Daily AUM (Cr.)	125.81	465.62	1342.26	583.17	*5779.16

Note: * Previous month average AUM, Source: AMFI

Scheme Name	Canara Robeco Overnight Fund	Canara Robeco Corporate Bond Fund	Canara Robeco Banking and PSU Debt Fund	Canara Robeco Gilt Fund	Canara Robeco Dynamic Bond Fund
Benchmark	CRISIL Liquid Overnight Index	CRISIL Corporate Debt A-II Index	CRISIL Banking and PSU Debt A-II Index	CRISIL Dynamic Gilt Index	CRISIL Dynamic Bond A-III Index
Riskometer Scheme	Low	Moderate	Moderate	Moderate	Moderate
Riskometer Benchmark	Low	Low to Moderate	Low to Moderate	Moderate	Moderate
NAV Date	30/6/2025	30/6/2025	30/6/2025	30/6/2025	30/6/2025
NAV Regular	1336.08	21.76	12.08	75.30	29.29
NAV Direct	1337.38	23.31	12.19	81.09	32.31
Return 1 Year (%) Regular	6.29	7.90	8.11	7.23	6.53
Return 1 Year (%) Direct	6.30	8.59	8.43	7.89	7.70
Return 1 Year (%) Benchmark	6.41	8.98	8.46	10.01	9.36
Return 3 Year (%) Regular	6.35	6.73	-	7.25	6.56
Return 3 Year (%) Direct	6.36	7.41	-	8.01	7.73
Return 3 Year (%) Benchmark	6.48	7.71	-	9.14	8.44
Return 5 Year (%) Regular	5.10	5.35	-	5.06	4.55
Return 5 Year (%) Direct	5.12	6.02	-	5.81	5.67
Return 5 Year (%) Benchmark	5.22	6.27	-	6.22	6.12
Return 10 Year (%) Regular	-	6.61	-	7.17	6.40
Return 10 Year (%) Direct	-	7.33	-	7.88	7.34
Return 10 Year (%) Benchmark	-	7.90	-	7.76	7.86
Return Since Launch Regular	5.00	7.06	6.86	8.24	6.90
Return Since Launch Direct	5.01	7.71	7.18	8.14	7.85
Return Since Launch Benchmark	5.09	8.32	7.40	8.54	7.89
Daily AUM (Cr.)	*204.96	115.92	229.25	157.22	124.31

*Note: * Previous month average AUM, Source: AMFI*

OUR BUSINESS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below before making an investment in our Equity Shares. For more details on our business and operations, see "Industry Overview", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 154 and 390, respectively, as well as other financial information included elsewhere in this Red Herring Prospectus.

*Unless otherwise specified in this section, references to "our assets under management ("**AUM**")" / "our quarterly average assets under management ("**QAAUM**")" / "our monthly average assets under management ("**MAAUM**")" or words of similar import refers to the AUM/QAAUM/MAAUM of the schemes of Canara Robeco Mutual Fund that we manage. Unless otherwise specified in this section, references to "our schemes" or words of similar import refers to the schemes of Canara Robeco Mutual Fund. Unless otherwise specified in this section, references to "equity-oriented AUM"/ "equity-oriented QAAUM" or words of similar import refers to AUM/QAAUM of equity-oriented schemes of Canara Robeco Mutual Fund.*

Unless otherwise specified in this section, reference to QAAUM and MAAUM as of a given date refers to the average assets under management of our mutual fund schemes, for the quarter or month ended on the specified date, respectively. QAAUM is defined as the quarterly average assets under management for the three-month period ending on the relevant dates across our schemes. MAAUM is defined as the monthly average assets under management for the month ending on the relevant dates across our schemes.

Unless otherwise indicated or unless context requires otherwise, the financial information in this section has been derived from the Restated Financial Information included in this Red Herring Prospectus. For further information, see "Restated Financial Information" on page 328. Our financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year. Financial information for the three months ended June 30, 2025 and June 30, 2024 are not indicative of our financial results for the full financial year and is not comparable with our financial information for Fiscals 2025, 2024 and 2023.

Some of the information in the following section, especially information with respect to our plans and strategies consists of certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below and elsewhere in this Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 31.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled, "**Assessment of Mutual Fund industry in India**" ("**CRISIL Report**") dated September 2025, prepared and issued by CRISIL Intelligence, which has been commissioned and exclusively paid for by us pursuant to an engagement letter dated February 4, 2025 and prepared exclusively in connection with the Offer. The CRISIL Report is available at the following web-link: https://www.canararobeco.com/company/shareholder-corner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant year. For further information, see "Risk Factors – Internal Risks - This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL Intelligence, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks." on page 68. Our Company, our Promoters, entities forming part of our Promoter Group, our Directors, Key Managerial Personnel and members of the Senior Management are not related to CRISIL Intelligence as a consequence of this engagement.*

Overview

We are India's second oldest asset management company ("**AMC**") *(Source: CRISIL Report on page 216)*. Our primary activities include managing mutual funds and providing investment advice on Indian equities to Robeco Hong Kong Limited ("**Robeco HK**"), a member of our Promoter Group. As of June 30, 2025, we managed 26 schemes comprising 12 equity schemes, 10 debt schemes and four (4) hybrid schemes with a quarterly average asset under management ("**QAAUM**") of ₹ 1,110.52 billion as of June 30, 2025.

We were incorporated in 1993 as Canbank Investment Management Services Limited to manage the assets of Canbank Mutual Fund, with the entire equity share capital held by Canara Bank. Subsequently, in 2007, we

became Canara Robeco Asset Management Company Limited, a joint venture, when Canara Bank entered into an agreement with ORIX Corporation Europe N.V. (previously known as Robeco Groep N.V. ("**Robeco**")) ("**OCE**"), whereby Robeco acquired a 49% stake in our Company while the remaining 51% was retained by Canara Bank.

We have witnessed a robust growth in our QAAUM growing at a CAGR of 28.60% between March 31, 2023, to March 31, 2025. According to the CRISIL Report (*page 217, table 1*), our market share as a percentage of QAAUM remained steady, increasing from 1.54% as at March 31, 2023 to 1.61% as at March 31, 2024, and was 1.53% as at March 31, 2025, 1.61% as at June 30, 2024, and 1.54% as at June 30, 2025.

The table below sets forth details of our QAAUM as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024, and March 31, 2023:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
QAAUM (in ₹ billion)	1,110.52	946.85	1,033.44	870.70	624.85

Our profit for the year/period tax and profit after tax margin have grown during the three months ended June 30, 2025, and June 30, 2024, and the last three Fiscals primarily on account of an increase in our assets under management ("**AUM**"). The table below sets forth details of our AUM, revenue from operations, profit for the year/period and profit after tax margin as of/for the relevant period/year:

Particulars	As of/For the three months ended June 30, 2025	As of/For the three months ended June 30, 2024	As of / For Fiscal March 31, 2025	As of / For Fiscal March 31, 2024	As of / For Fiscal March 31, 2023
AUM (in ₹ billion)	1,175.13	1,013.93	1,032.77	887.64	625.44
Total Revenue from operations (₹ million)	1,210.69	1,017.96	4,036.95	3,180.90	2,045.95
Profit for the Period/Year (₹ million)	609.77	510.71	1,907.04	1,509.95	790.01
Profit After Tax Margin[(1)] (%)	50.37	50.17	47.24	47.47	38.61

Note:

(1) Profit after tax margin is calculated as profit for the period/year divided by revenue from operations.

We have a wide retail customer base and as of June 30, 2025, the total Monthly Average Assets Under Management ("**MAAUM**") generated from retail investors (inclusive of retail and high-net worth individual investors) were ₹ 1,011.70 billion, accounting for 86.87% of our total MAAUM. Furthermore, as of June 30, 2025, the total folios invested in our schemes were 5.05 million out of which 5.00 million were individual customer folios, representing 99.01% of our total folios. According to the CRISIL Report (*page 222, paragraph 1*), as of June 30, 2025, we had the second highest share of retail AUM amongst the top 20 AMCs in India and the highest share of retail AUM compared to top 10 AMCs (basis AUM).

The table below sets forth details of our total folios as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Individual Customer Folios (in million)	5.00	4.69	4.97	4.66	4.26
Institutional Folios (in million)	0.05	0.05	0.05	0.05	0.05
Total Folios	**5.05**	**4.74**	**5.02**	**4.71**	**4.31**
Individual Customer Folios as a % of Total Folios (%)	**99.01**	**98.95**	**99.00**	98.94	98.84
Institutional	0.99	1.05	1.00	1.06	1.16

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Folios as a % of Total Folios (%)					
Total (%)	**100.00**	**100.00**	**100.00**	**100.00**	**100.00**

As of June 30, 2025, out of the 26 schemes that we managed, 15 are equity-oriented schemes (inclusive of 12 equity schemes and three (3) hybrid schemes) while remaining 11 are debt-oriented schemes (inclusive of 10 debt schemes and one (1) hybrid scheme).The share of our equity-oriented QAAUM to our total QAAUM has increased from 88.43% as of March 31, 2023 to 91.69% as of March 31, 2025. This resulted from a strong CAGR of 30.96% in our QAAUM generated from equity-oriented schemes from ₹ 552.53 billion as of March 31, 2023 to ₹ 947.57 billion as of March 31, 2025. According to the CRISIL Report (*page 220, paragraph 2*), we had the third highest share of equity (including equity-oriented hybrid) AUM as of June 30, 2025 amongst the top 20 AMCs in India and the highest share of equity-oriented AUM compared to top 10 AMCs.

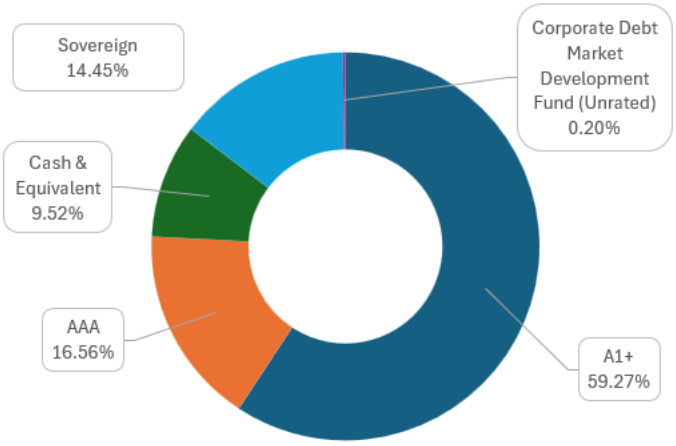
The table below sets forth details of our QAAUM split by asset type, i.e., equity-oriented, and debt-oriented schemes as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023	CAGR (March 31, 2023 to March 31, 2025) (%)
	(in ₹ billion)					
QAAUM	**1,110.52**	**946.85**	**1,033.44**	**870.70**	**624.85**	**28.60**
- Equity-Oriented	1,012.51	874.29	947.57	798.11	552.53	30.96
- Debt-Oriented	98.01	72.56	85.87	72.59	72.32	8.97

We have a strategic investment process for our equity-oriented and debt-oriented schemes whereby in our equity-oriented schemes we focus on investing in companies with competent management, robust business fundamentals, growth-oriented businesses and reasonable valuations, while focusing on safety, liquidity and return, with an endeavour to deliver risk adjusted returns for our debt-oriented schemes. Our scheme performance track record has been acknowledged through several industry awards, including Best Fund House (Equity) at the Morningstar Fund Awards 2021.

Our portfolio of equity-oriented schemes includes a large and mid-cap fund, a large cap fund, a flexi cap fund, a small cap fund, an aggressive hybrid fund, an equity-linked saving scheme (ELSS) tax saver fund, a multi-cap fund, a mid-cap fund, a focused fund, three sectoral funds (which includes consumer trends, infrastructure and manufacturing funds); a balanced advantage, a multi asset allocation fund and value fund. As of June 30, 2025, seven out of our 15 equity-oriented schemes have been managed for more than 10 years. For further information on our mutual fund schemes, see " – *Mutual Fund Schemes*" on page 247.

Our debt portfolio amongst others includes an overnight fund, a banking and public sector undertaking debt fund, a corporate bond fund, a dynamic bond fund, a gilt fund, a medium to long duration fund, a low duration fund, a liquid fund, an ultra-short duration, a short- duration fund and a conservative hybrid fund. As of June 30, 2025, 75.83% our debt portfolio was invested in AAA/A1+ rated instruments in India while remaining were invested across cash and cash equivalent, sovereign funds and corporate debt market development fund as highlighted in the chart below:



In line with our investment strategy, which avoids complex and volatile instruments, we maintain zero exposure to structured debt and Additional Tier 1 bonds ("**AT1**"). These are often considered complex and volatile. By adhering to this approach, we focus on liquid investment opportunities, thus reducing risk and safeguarding our customers from potential market uncertainties associated with structured debt and AT1 bonds.

We have been able to grow our brand, business presence and expertise by leveraging our parentage. We utilize the brand name associated with Canara Bank to promote and distribute our schemes through its extensive branch network. Meanwhile OCE provides our Company with guidance on disciplined capital stewardship.

Canara Bank is a scheduled public sector commercial bank, which was originally founded in 1906 as a private entity and became a nationalized bank in the year 1969. Canara Bank, as on June 30, 2025, had an established presence with a network of 9,861 branches and over 10,847 ATMs/recyclers and also operated four international branches located in New York (United States of America), London (United Kingdom), Dubai (UAE) and International Business Unit in Gujarat International Finance Tec-City.

OCE is a 100% owned subsidiary of ORIX Corporation, a Japanese conglomerate listed on the Tokyo Stock Exchange and New York Stock Exchange and operating in financing and investment, insurance, life insurance, banking, asset management, real estate, concession, environment and energy, automobile related services, industrial/ICT equipment, ships and aircraft. ORIX Corporation acquired Robeco in two steps in 2013 and 2016, and Robeco changed its name to ORIX Corporation Europe N.V. on January 1, 2018.

We have a pan India geographical presence serving customers directly in more than 23 cities across 14 states and two (2) union territories with a network of 25 branches as of June 30, 2025. Our branch presence across India is also supported by our third-party distribution partners. As of June 30, 2025, we had 52,343 empanelled distribution partners across India, including Canara Bank, 44 other banks, 548 national distributors ("**ND**") and 51,750 mutual fund distributors ("**MFDs**").

We have also witnessed a growth in investments from B-30 cities (i.e., cities beyond the top 30 cities in India), highlighting our strategic focus on penetrating these emerging markets and potential to further grow our presence. As of June 30, 2025, we had the second highest share of B-30 AUM amongst the top 20 AMCs (in terms of AUM) and the highest share of B-30 AUM as compared to the top 10 AMCs in India (in terms of AUM). *(CRISIL Report, page 217, paragraph 2)*

Our MAAUM from B-30 cities as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023 were ₹279.24 billion, ₹231.28 billion, ₹243.14 billion, ₹201.98 billion and ₹ 133.88 billion, representing 23.98%, 23.35%, 23.86%, 22.93% and 21.56% of our total MAAUM, respectively.

Our diverse set of product mix, brand name, diverse presence, legacy of consistent returns, focusing on developing a digital platform which provides an ease of customer onboarding, and our customer centric focus has helped us to attract new customers across various risk profiles.

Furthermore, to offer convenience and ease of access to both our customers and distributors, we have launched several digital initiatives such as customer onboarding, online payments, fund tracking, customer services, and distributor empanelment through our website and mobile application. Additionally, we have partnered with digital platforms in India, enabling their users to invest in our schemes directly through their platform.

We have witnessed a consistent growth in our revenue from operations, and operating ratios during the three months ended June 30, 2025 and June 30, 2024 and the last three Fiscals, driven by the growth in our total AUM demonstrating our effective management strategies. According to the CRISIL Report (*page 226, paragraph 2*), as of March 2025, we had the seventh highest return on equity as compared to top 20 AMCs whereas we had the third highest return on equity as compared to top 10 AMCs (basis AUM).

The table below sets forth certain key metrics of our financial and operational performance as of / for the relevant periods/Fiscals:

Particulars	As of / For the three months ended June 30, 2025	As of / For the three months ended June 30, 2024	As of / For the year ended March 31, 2025	As of / For the year ended March 31, 2024	As of / For the year ended March 31, 2023
Total Income (₹ million)	1,213.39	1,018.49	4,039.95	3,187.84	2,047.99
Cost to Income Ratio[(1)] (%)	34.17	32.49	36.23	38.77	47.74
Return on Net Worth[(2)] (%)	9.23*	10.11*	31.78	33.22	24.05

** non-annualized basis.*

Notes:

(1) *Cost to income ratio is calculated as total expense (before taxes and other comprehensive income) divided by total income.*

(2) *Return on net worth is calculated as net income divided by shareholders equity.*

Our Competitive Strengths

The following infographics lists our key competitive strengths that helps us to compete with our competitors and grow our business and operations:

- Recognized brand with legacy of operations and established parentage;
- Operations led by professional management team and established corporate governance standards;
- Well-diversified equity products mix backed by research-driven investment process;
- Pan-India multi-channel sales and distribution network;
- Expanding proportion of AUM contributed by individual investors and SIP contributions; and
- Integrated technology-led operations with a well-established digital eco-system.

Recognized brand with legacy of operations and established parentage

We are a joint venture company with a shareholding structure where Canara Bank owns 51% and OCE holds 49%. With more than three decades of operational experience, we were incorporated in 1993 and are the second-oldest asset management company in India. *(Source: CRISIL Report, paragraph 1 on page 216)*

Canara Bank, a scheduled public sector commercial bank, was founded in the year 1906 as a private entity and became a nationalized bank in 1969. As on June 30, 2025, Canara Bank has a pan-India presence with 9,861 branches and 7,907 ATMs, spread across all the Indian states and union territories. Canara Bank operates four international branches in New York (United States of America), London (United Kingdom), Dubai (UAE) and International Business Unit in Gujarat International Finance Tec-City. Furthermore, Canara Bank also has a representative office at Sharjah, United Arab Emirates, and a wholly owned subsidiary, Canara Bank (Tanzania) Limited at Dar Es Salaam, Tanzania. Canara Bank is a financial conglomerate in India, with 13 subsidiaries / sponsored institutions in India and abroad, as of June 30, 2025. The Government of India held 62.93% shareholding in Canara Bank as of June 30, 2025.

We have leveraged Canara Bank's brand and its extensive network of branches and broad customer base. Under a distribution agreement with Canara Bank, we sell our products through its branches. As of June 30, 2025, the total MAAUM generated through Canara Bank branches was ₹93.22 billion, which represents 8.00% of our total MAAUM.

We also benefit from OCE's global expertise in investment management, product management, risk management, and other operational departments, which helps us to build strong corporate governance standards, risk mitigation strategy, and diversification of product portfolio.

Operations led by professional management team and established corporate governance standards

Our business is professionally managed by a management team with extensive experience in overseeing operations and driving business growth. Their strategic guidance underpins our Company's success and resilience in a competitive market landscape. The employee value proposition offered by our Company is evident in the long-standing association of our investment and the senior management teams, with the average tenure of our investment team being 5.85 years, while the senior management team boasts an average tenure of 8.67 years, as of June 30, 2025, reflecting their long-standing dedication and contribution to our Company's growth. This continuity ensures a deep understanding of our organisational culture, strategic goals, and market dynamics, allowing for informed and consistent leadership.

The experience of our senior management enables us to navigate challenges and leverage opportunities for sustainable growth. Complementing our management capabilities is our skilled investment team, consisting of consisting of 26 members who collectively boast 408.07 years of experience.

Our equity investment team comprises industry veterans with an average of over 15.54 years of experience, while our debt investment team has an average of over 16.12 years of experience. Our equity and debt investment teams have on average, worked for our Company for 4.41 years and 9.74 years, respectively, as of June 30, 2025. Our investment teams comprise of people from diverse background and experience. This helps in decision making process as fund managers and analysts provide us with diverse investment perspective based on their experience. Their depth of expertise allows them to interpret market movements and trends, positioning our business to capitalise on emerging opportunities and effectively manage risks. This experienced team is a vital component of our ability to adapt to market changes and drive our business forward.

Over the years, our Company and investment team have received numerous industry awards and accreditations, which serves as the testament of the capabilities of our investment team. Certain of such awards and accreditations include, *Best Fund House (Equity)* at the Morningstar Fund Awards 2021, Best Fund over three years (Mixed Asset INR Conservative) for Canara Robeco Conservative Hybrid – Growth at Refinitiv Lipper Fund Awards 2021, Best Fund over 10 years for Canara Robeco Large and Mid Cap Fund – Regular Plan – Growth Option at Lipper Fund Awards 2019 from Refinitiv, Canara Robeco Bluechip Equity Fund as winner in the Large-Cap Equity Category at the Morningstar Fund Awards 2021 and Shridatta Bhandwaldar being mentioned amongst the Best Fund Managers by Economic Times for 2022, 2023 and 2024.

Furthermore, as an asset management company, we place strict importance on maintaining established corporate governance standards which ensures transparency, accountability, and integrity in our operations thereby promoting trust among our customers. We are guided by a robust framework that includes clear policies for risk management, and compliance with regulatory requirements. Our governance approach not only protects the interests of our stakeholders but also supports our strategic objectives by promoting ethical behaviour and informed decision-making which enables us to manage our mutual fund with a focus on delivering sustainable, long-term value to our customers.

Well-diversified equity products mix backed by research-driven investment process

As of June 30, 2025, out of 15 equity-oriented schemes, we managed seven equity-oriented schemes that have been managed for more than 10 years. We have witnessed a significant increase in our equity-oriented QAAUM which grew at a CAGR of 30.96% between March 31, 2023 and March 31, 2025. According to the CRISIL Report (*page 220, paragraph 2*), we had the third highest share of equity (including equity-oriented hybrid) AUM as of June 30, 2025 amongst the top 20 AMCs in India and the highest share of equity-oriented AUM compared to top 10 AMCs.

The table below sets forth details of our QAAUM split by asset type, i.e., equity-oriented, and debt-oriented schemes as of March 31, 2025, March 31, 2024 and March 31, 2023:

Asset Class	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of total QAAUM (%)	Amount (₹ billion)	Percentage of total QAAUM (%)	Amount (₹ billion)	Percentage of total QAAUM (%)
Equity-Oriented	947.57	91.69	798.11	91.66	552.53	88.43
Debt-Oriented	85.87	8.31	72.59	8.34	72.32	11.57
Total	**1,033.44**	**100.00**	**870.70**	**100.00**	**624.85**	**100.00**

The table below sets forth details of our QAAUM split by asset type, i.e., equity-oriented, and debt-oriented schemes as of June 30, 2025 and June 30, 2024:

Asset Class	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of total QAAUM (%)	Amount (₹ billion)	Percentage of total QAAUM (%)
Equity-Oriented	1,012.51	91.17	874.29	92.34
Debt-Oriented	98.01	8.83	72.56	7.66
Total	**1,110.52**	**100.00**	**946.85**	**100.00**

We follow a research-driven investment process that includes macro research of the sector, identification of themes, tracking business cycles, in-house fundamental research at the stock level, assessing strength of the management team and management meetings, reasonable valuations as well as input from research and sector specialists. This approach has led to the robust performance of the various schemes under our management and delivered risk-adjusted returns. According to the CRISIL Report (*page 227, paragraph 2*), as of June 30, 2025, all seven (7) of our equity-oriented schemes which have been managed for more than 10 years have outperformed their respective benchmark indices in a 10-year return horizon (for direct plans).

The table below provides details of the performance of our equity-oriented schemes managed for more than 10 years relative to their respective benchmark index as of June 30, 2025[(1)]:

Scheme Name	Canara Robeco Blue-chip Equity Fund	Canara Robeco Large and Mid Cap Fund	Canara Robeco Flexi Cap Fund	Canara Robeco ELSS Tax Saver	Canara Robeco Consumer Trends Fund	Canara Robeco Infrastructure Fund	Canara Robeco Equity Hybrid Fund
Benchmark	*BSE 100 Total Return Index*	*NIFTY Large Midcap 250 Total Return Index*	*BSE 500 Total Return Index*	*BSE 500 Total Return Index*	*BSE 100 Total Return Index*	*BSE India Infrastructure Total Return Index*	*CRISIL Hybrid 35+65 Aggressive Index*
Return 1 Year (%) Regular	8.20	6.95	7.73	6.28	7.28	0.59	8.31
Return 1 Year (%) Direct	9.48	8.07	8.96	7.50	8.63	1.99	9.55
Return 1 Year (%) Benchmark	6.85	6.00	5.09	5.09	6.65	(5.22)	7.06
Return 3 Year (%) Regular	20.17	21.97	20.27	20.35	22.97	32.46	17.61
Return 3 Year (%) Direct	21.67	23.28	21.71	21.80	24.54	34.12	18.96
Return 3 Year (%) Benchmark	20.22	24.96	21.67	21.67	20.22	36.73	16.60
Return 5 Year (%) Regular	20.59	24.43	21.52	23.17	23.82	33.11	17.72
Return 5 Year (%) Direct	22.23	25.83	23.05	24.68	25.43	32.66	19.10
Return 5 Year (%) Benchmark	22.41	26.88	24.02	24.02	22.41	38.01	17.22
Return 10 Year (%) Regular	13.88	16.05	13.78	14.49	15.78	15.82	12.61
Return 10 Year (%) Direct	15.33	17.39	14.94	15.64	16.20	17.01	13.93

Scheme Name	Canara Robeco Blue-chip Equity Fund	Canara Robeco Large and Mid Cap Fund	Canara Robeco Flexi Cap Fund	Canara Robeco ELSS Tax Saver	Canara Robeco Consumer Trends Fund	Canara Robeco Infrastructure Fund	Canara Robeco Equity Hybrid Fund
Return 10 Year (%) Benchmark	13.69	16.15	14.43	14.43	13.69	15.76	12.31
Return Since Launch Regular	13.32	17.43	17.65	18.90	16.52	15.32	15.84
Return Since Launch Direct	15.60	20.93	15.45	16.34	17.81	18.06	14.99
Return Since Launch Benchmark	12.47	-	-	17.38	12.85	-	12.67

(1) *Source: CRISIL Report (pages 227 and 228, last paragraph)*

Pan-India multi-channel sales and distribution network

We have a multi-channel sales and distribution network that allows us to offer products and services to our customers. This network includes third-party distributors, sales through our branches, and digital platforms.

As of June 30, 2025, we had 52,343 distribution partners across India, including Canara Bank, 44 other banks, 548 ND and 51,750 MFDs.

The table below provides split of our distributor wise MAAUM as of March 31, 2025, March 31, 2024, and March 31, 2023:

Category of Distributor	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Canara Bank	80.36	7.89	70.83	8.04	55.68	8.97
Other Banks	44.48	4.37	47.38	5.38	37.74	6.08
National Distributors	281.18	27.60	243.57	27.65	174.84	28.16
Mutual fund distributors	344.23	33.77	309.73	35.17	216.32	34.84
Total	**750.25**	**73.63**	**671.51**	**76.24**	**484.58**	**78.04**

The table below provides split of our distributor wise MAAUM as of June 30, 2025 and June 30, 2024:

Category of Distributor	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Canara Bank	93.22	8.00	81.60	8.24
Other Banks	48.60	4.18	48.87	4.93
National Distributors	322.91	27.73	273.00	27.56
Mutual fund distributors	390.61	33.54	347.46	35.09
Total	**855.34**	**73.45**	**750.93**	**75.82**

As of June 30, 2025, we had a pan India geographical presence serving customers directly in more than 23 cities across 14 states and two (2) union territories with a network of 25 branches as of June 30, 2025, as well as a sales team of 142 employees and a customer services team of 52 employees. We have also partnered with digital platforms which provide access to the users of such platforms to our products.

While a substantial part of our MAAUM historically has been, and still is, comprised of investments made through third-party distributors, we have nevertheless witnessed significant growth in the MAAUM invested in our direct plans. The table below provides split of our MAAUM generated from third-party distributors (i.e. regular plans) and direct plans as at March 31, 2025, March 31, 2024 and March 31, 2023:

Category of Distributor	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Distribution Partners (i.e. regular plans)	750.25	73.63	671.51	76.24	484.58	78.04
Direct	268.70	26.37	209.27	23.76	136.39	21.96
Total	**1,018.95**	**100.00**	**880.78**	**100.00**	**620.97**	**100.00**

The table below provides split of our MAAUM generated from third-party distributors (i.e. regular plans) and direct plans as at June 30, 2025 and June 30, 2024:

Category of Distributor	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Distribution Partners (i.e. regular plans)	855.34	73.45	750.93	75.82
Direct	309.21	26.55	239.47	24.18
Total	**1,164.55**	**100.00**	**990.40**	**100.00**

According to the CRISIL Report (*page 198, last paragraph*), India's mutual fund industry is witnessing a notable shift, with smaller cities, referred to as Beyond 30 (B-30) cities, emerging as significant growth drivers, alongside the established Top 30 (T-30) cities such as Delhi, Mumbai, and Bengaluru. Furthermore, while T-30 cities still dominate the mutual fund landscape, B-30 cities are experiencing double-digit annual growth in AUM, surpassing their T-30 counterparts. This surge can be attributed to increasing financial awareness and enhanced distribution channels in these smaller cities, which are now making a significant contribution to the mutual fund sector *(Source: CRISIL Report, page 199, first paragraph)*.

To take advantage of the growth opportunities in B-30 cities, we have increased empaneling third-party distributors as well increased our direct presence. As a result, our MAAUM from B-30 cities increased from ₹ 133.88 billion as of March 31, 2023 to ₹ 201.98 billion as of March 31, 2024 which further increased to ₹ 243.14 billion as of March 31, 2025. Our total MAAUM from B-30 cities as of June 30, 2025, and June 30, 2024 were ₹ 279.24 billion and ₹ 231.28 billion, respectively.

Expanding proportion of AUM contributed by individual investors and SIP contributions

Our growing emphasis on acquiring new customers has boosted the portion of our MAAUM from individual investors. Our MAAUM from individual retail and HNI investors increased from ₹ 545.51 billion as of March 31, 2023 to ₹ 784.20 billion as of March 31, 2024, which further grew to ₹ 887.57 billion as of March 31, 2025, reflecting a CAGR of 27.56%, and contributed 87.85%, 89.03%, and 87.11% of our total MAAUM as of the respective dates. Our MAAUM from individual retail and HNI investors as of June 30, 2025 and June 30, 2024 was ₹ 1,011.70 billion and ₹ 880.49 billion, contributing 86.87% and 88.90% of our total MAAUM, respectively.

As of June 30, 2025, the total folios invested in our schemes were 5.05 million out of which 5.00 million were individual customer folios, representing 99.01% of our total customer folios. According to the CRISIL Report (*page 222, paragraph 2*), as of June 30, 2025, we had the second highest share of retail AUM amongst the top 20 AMCs in India and the highest share of retail AUM compared to top 10 AMCs (basis AUM).

We have witnessed an increase in our total SIP count, total SIP folio count and SIP contribution during the last three Fiscals. The table below sets forth details of our total SIP count, the total SIP folio count and SIP monthly contribution as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024, and March 31, 2023:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Total SIP count (in million)*	2.14	2.22	2.37	2.29	2.32
Total SIP folio count (in million)	1.80	1.37	1.69	1.52	1.14
SIP monthly contribution (SIP	7.47	7.75	7.51	7.64	8.13

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
includes STP) (₹ billion)					

Notes:

**As per SEBI guidelines, the SIPs where:*

- *3 consecutive instalments with respect to daily, weekly, fortnightly, and monthly intervals and*
- *2 consecutive instalments with respect to others are failed, are treated as ceased/discontinued.*

Data as on June 30, 2025, includes correction in the past/legacy data on account of above reason, revised in first quarter of Fiscal 2026.

Integrated technology-led operations with a well-established digital eco-system

We have an integrated digital eco-system covering various aspects of our operations. Our automation and digitalization initiatives are targeted to improve customer convenience, accessibility, digital payment options, customer service and engagement.

Our digital initiatives to attract new customers include an investor mobile application available on android and iOS platforms, direct investment opportunity though "smarTInvestor – Canara Robeco" available on our website; and initiation of eKYC. We also market our schemes online though our website and mobile application. Our "Canara Robeco Mutual Fund App" has more than 700,000 downloads across android and iOS platforms, as of June 30, 2025.

The infographic below sets forth a user-interface of our mobile application:



Our digital marketing ecosystem enables us to reach out to our customers through multiple channels, such as email, WhatsApp, rich communication services, and short message service. We use these channels to promote our schemes and services. We offer messaging services to ensure our customers remain informed with the latest updates. Furthermore, through WhatsApp, our customers can request statements by providing their registered permanent account number and the statement of account is delivered on the registered email id. Besides these platforms, we also leverage our social media presence to run multiple campaigns to promote our schemes and further investor education. Additionally, existing customers can use SMS to access the latest Net Asset Values ("**NAVs**") and check their current balance within respective folios, enhancing accessibility and customer satisfaction.

While we remain focused on enhancing our customer experience, we are also committed to improving convenience for our mutual fund distributors, both individual and corporate. We offer a paperless online empanelment process for our distributors. Once empanelled, distributors gain access to the smarT MFD portal which is a digital platform that provides transaction handling, real-time transaction status tracking, and full access to investor information which they have onboarded. This initiative emphasizes our attention to supporting our distributors, ensuring their operations are as efficient and user-friendly as possible.

We also utilize advanced digital tools for a variety of strategic purposes, including social listening and online reputation management, as well as comprehensive brand monitoring. Social listening allows us to track and analyse online conversations about our brand, helping us understand consumer sentiment and engage proactively with our customers to maintain our brand reputation.

Our Growth Strategies

The strategies described below have been approved by way of board resolutions passed by our Board at their meetings held on April 4, 2025, April 24, 2025 and September 20, 2025, respectively.

Focus on delivering sustained investment performance through a robust research-driven process

We seek to continue to focus on delivering sustained investment performance. Our schemes are designed for medium to long-term investors and are guided by a research-driven approach.

Our investment process comprises primarily of fundamental research both top down as well as bottom up, to get an inclusive and holistic perspective on the industry and the company. Our research process is comprehensive with the main tenets being, business quality, management quality and balance sheet quality along with growth prospects. Our research process entails developing a deeper understanding of the businesses and sectors backed by a qualified and experienced team of research analysts / portfolio managers. This research processes supports our portfolio construction and risk management. We not only encourage a team-based approach but also grant operating freedom within predefined boundaries. This supports the exchange of views and information which enhances collective knowledge repertoire.

Our strategy involves constructing portfolios based on medium to long-term fundamentals to deliver sustained long-term risk adjusted returns to our investors.

Grow our distribution and geographical presence

Our growth strategy centres on enhancing our distribution and geographical presence and improving customer experience. We plan to enhance our digital platforms, making them more user-friendly to retain and attract new customers as well as distributors.

To increase our geographical presence, we intend to attract new distributors by showcasing our product range and future growth opportunities in our current or future products while offering them attractive incentives for them to promote our investment products. Furthermore, we will leverage Canara Bank's brand recognition and its extensive branch network, particular in the B-30 cities to increase our AUM contributions. According to the CRISIL Report (*page 198, last paragraph*), B-30 cities emerging as significant growth drivers. Accordingly, our ability to market and sell our products by leveraging the extensive branch network of Canara Bank will help us to capture the growing market opportunities in the B-30 cities.

Furthermore, we will seek to attract new distributors targeting specific kinds of asset-class to ensure our distribution efforts are organized and tailored, based on the type of assets involved to optimize resource allocation and enhance the effectiveness of our distribution network.

By leveraging our diversified pan-India multi-channel sales and distribution network, we aim to continue to grow our total AUM from new and existing customers. We will also continue to undertake marketing activities to grow our brand recognition in our existing as well as new geographical markets.

Focus on Diversifying our AUM across Asset-Class and Product Offerings

While our current portfolio is concentrated towards equity-oriented products in terms of AUM, going forward we intend to increase our AUM contribution from debt-oriented schemes, which will depend on market timing and investor sentiment.

The table below sets forth details of our QAAUM split by asset type, i.e., equity-oriented, and debt-oriented schemes as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023	CAGR (March 31, 2023 to March 31, 2025) (%)
	(in ₹ billion)					
QAAUM	**1,110.52**	**946.85**	**1,033.44**	**870.70**	**624.85**	**28.60**
- Equity-Oriented	1,012.51	874.29	947.57	798.11	552.53	30.96
- Debt-Oriented	98.01	72.56	85.87	72.59	72.32	8.97

To promote our debt-oriented products, we may undertake new marketing initiatives and potentially launch new schemes, contingent on market conditions. This multifaceted approach positions us to capture market opportunities and meet the evolving needs of our investors.

Furthermore, our Company, on an ongoing basis, intends to explore opportunities to launch new schemes across asset-class categories including equity/equity-oriented and debt/debt-oriented schemes. During the three months ended June 30, 2025 and Fiscals 2025, 2024 and 2023, we have launched six (6) new schemes. The table below sets forth details of new mutual schemes launched during the Fiscals 2023, 2024 and 2025 and the current Fiscal:

Fiscal/Period	Scheme Name	Sub-Segment
Fiscal 2023	Canara Robeco Banking and PSU Debt Fund	Banking and PSU Fund
	Canara Robeco Mid Cap Fund	Mid Cap Fund
Fiscal 2024	Canara Robeco Multi Cap Fund	Multi Cap Fund
	Canara Robeco Manufacturing Fund	Thematic
Fiscal 2025	Canara Robeco Balanced Advantage Fund	Dynamic Asset Allocation or Balanced Advantage
Three months ended June 30, 2025	Canara Robeco Multi Asset Allocation Fund	Multi Asset Allocation Fund

The timing of launching of new schemes will depend on multiple factors including but not limited to macro-economic factors, investor sentiments, availability of in-house resources to manage those schemes, scalability and operational and commercial feasibility. We may also evaluate launching products or specialized funds as permitted by SEBI, subject to investor demand, sector growth opportunities and performance of the markets.

Focus on leveraging technology to improve operational efficiency

We focus on improving our technology operations for optimizing user experience. We have built a digital ecosystem to provide an enhanced experience to our customers and distributors. Across our digital platforms we have optimised the user interface to provide a seamless onboarding and transacting experience. For our distributors, we have provided a complete paperless empanelment option on our digital platform. Through our platform, distributors may access the data of investors on-boarded by them and transacted through their code. The platform also provides the distributors with the capability to initiate transactions on behalf of their investors.

We intend to continue our focus to enhance our digital platforms. For example, we are currently in the testing phase for new features on our digital platforms designed to improve various aspects of our operations to streamline processes, enhance user experience. Among new initiatives, the company is onboarding a new CRM for customer-servicing; a cash management software to replace manual reporting and utilisation of cash levels across the Schemes and evaluating onboarding a vendor management software to manage the life cycle of vendors.

Enhance our employee value proposition to attract and retain high-quality talent

Our employees are integral to the success and the growth of our business. The employee value proposition offered by our Company is evident in the long-standing association of our senior management teams with the average tenure of 8.67 years, as of June 30, 2025. The stability and continuity highlight our commitment to fostering a supportive and attractive work environment.

We will continue to leverage our employee value proposition to attract new, qualified, and expert talent, further enhancing our capabilities and expertise in the industry and differentiate us from our competitors. Our employee value proposition entails a conducive, transparent, respectful and collaborative work culture which focuses on

integrity and looking after our staff especially in times of need. In addition, for a holistic growth and development, there are many benefits that employees enjoy like a balanced work life, employee education assistance, career & growth programmes, and employee recognition.

BUSINESS OPERATIONS

We are an asset management company managing schemes launched by Canara Robeco Mutual Fund. Set forth below are certain operational details in relation our business:

QAAUM and MAAUM

The table below sets forth our QAAUM and MAAUM as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024, and March 31, 2023:

Particulars	As of June 30, 2025 (₹ billion)	As of June 30, 2024 (₹ billion)	As of March 31, 2025 (₹ billion)	As of March 31, 2024 (₹ billion)	As of March 31, 2023 (₹ billion)
QAAUM	1,110.52	946.85	1,033.44	870.70	624.85
MAAUM	1,164.55	990.40	1,018.95	880.78	620.97

MAAUM Generated from Individual and Institutional Customers

The table below provides split of our MAAUM between individuals and institutional customers as of March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Retail (A)	507.57	49.81	429.92	48.81	276.14	44.47
HNI (B)	380.00	37.30	354.28	40.22	269.37	43.38
Total Individual (C=A+B)	887.57	87.11	784.20	89.03	545.51	87.85
Institutional	131.38	12.89	96.58	10.97	75.46	12.15
Total Monthly Average AUM	**1,018.95**	**100.00**	**880.78**	**100.00**	**620.97**	**100.00**

The table below provides split of our MAAUM between individuals and institutional customers as of June 30, 2025 and June 30, 2024:

Particulars	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Retail (A)	581.80	49.96	491.43	49.62
HNI (B)	429.90	36.91	389.06	39.28
Total Individual (C=A+B)	1,011.70	86.87	880.49	88.90
Institutional	152.85	13.13	109.91	11.10
Total Monthly Average AUM	**1,164.55**	**100.00**	**990.40**	**100.00**

MAAUM Generated from T-30 and B-30 Cities

The table below provides split of our MAAUM between T-30 and B-30 cities as of March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
T-30	775.81	76.14	678.80	77.07	487.09	78.44
B-30	243.14	23.86	201.98	22.93	133.88	21.56
Total Monthly Average AUM	**1,018.95**	**100.00**	**880.78**	**100.00**	**620.97**	**100.00**

The table below provides split of our MAAUM between T-30 and B-30 cities as of June 30, 2025 and June 30, 2024:

Particulars	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
T-30	885.31	76.02	759.12	76.65
B-30	279.24	23.98	231.28	23.35
Total Monthly Average AUM	**1,164.55**	**100.00**	**990.40**	**100.00**

Investor Count

The table below sets forth details of our investor count (sorted by way of unique PAN count) by asset class, i.e., equity-oriented schemes and debt-oriented schemes:

Unique PAN Count	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Equity-oriented schemes (in million)	3.67	3.47	3.66	3.43	3.15
Debt-oriented schemes (in million)	0.10	0.11	0.10	0.11	0.13

The table below sets forth details of our investor count (sorted by way of unique PAN count) between individuals and institutional customers:

Unique PAN Count	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Retail (in million) (A)	3.32	3.14	3.31	3.12	2.85
HNI (in million) (B)	0.23	0.21	0.23	0.21	0.19
Total Individual Investor Count (in million) (C=A+B)	3.55	3.35	3.54	3.33	3.04
Institutional (in million) (D)	0.05	0.05	0.05	0.05	0.05
Total (E =C+D)	**3.60**	**3.40**	**3.59**	**3.38**	**3.09**

Total Folios, MAAUM and Average Folio Size across Asset Class

The table below sets forth details of our total folio, MAAUM and average folio size by asset class, i.e., equity-oriented schemes and debt-oriented schemes:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Equity-oriented (in million)	4.94	4.63	4.91	4.58	4.17
Debt-oriented (in million)	0.11	0.12	0.11	0.12	0.14
Total Folios (A)	**5.05**	**4.75**	**5.02**	**4.70**	**4.31**
MAAUM (in ₹ billion)					
Equity-Oriented	1,061.41	917.89	929.23	811.53	552.62
Debt-Oriented	103.14	72.51	89.72	69.25	68.35
Total MAAUM(B)	**1,164.55**	**990.40**	**1,018.95**	**880.78**	**620.97**

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Average Folio Size (B/A) (in ₹)					
Equity-Oriented	214,860	198,248	189,253	177,190	132,523
Debt-Oriented	**937,636**	604,250	815,636	577,083	488,214
Total	**230,604**	**208,505**	**202,978**	**187,400**	**144,077**

The table below sets forth details of our QAAUM split by asset type, i.e., equity-oriented, and debt-oriented schemes as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2023 and March 31, 2023:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023	CAGR (March 31, 2023 to March 31, 2025) (%)
	(in ₹ billion)					
QAAUM	**1,110.52**	**946.85**	**1,033.44**	**870.70**	**624.85**	**28.60**
- Equity-Oriented	1,012.51	874.29	947.57	798.11	552.53	30.96
- Debt-Oriented	98.01	72.56	85.87	72.59	72.32	8.97

State-Wise MAAUM

The table below provides details of our state-wise MAAUM as of June 30, 2025:

State/Union Territory	As of June 30, 2025 (₹ billion)
Andaman and Nicobar Islands	0.10
Andhra Pradesh	17.11
Arunachal Pradesh	0.14
Assam	5.57
Bihar	15.43
Chandigarh	4.99
Chhattisgarh	6.32
Dadra and Nagar Haveli	0.41
Daman and Diu	0.02
Goa	9.80
Gujarat	94.84
Haryana	35.88
Himachal Pradesh	2.71
Jammu and Kashmir	1.39
Jharkhand	14.32
Karnataka	111.61
Kerala	29.79
Ladakh	0.02
Lakshadweep	0.01
Madhya Pradesh	22.45
Maharashtra	367.61
Manipur	0.15
Meghalaya	0.57
Mizoram	0.04
Nagaland	0.14
New Delhi	82.82
Odisha	11.20
Pondicherry	0.75
Punjab	15.66
Rajasthan	23.04
Sikkim	0.24
Tamil Nadu	66.49

State/Union Territory	As of June 30, 2025 (₹ billion)
Telangana	37.50
Tripura	0.35
Uttar Pradesh	59.87
Uttarakhand	6.43
West Bengal	57.30
Others	61.48
Total	**1,164.55**

Mutual Fund Schemes

As of June 30, 2025, we managed 12 equity schemes, 10 debt schemes and four (4) hybrid schemes. We cater to a diverse group of customers through a wide variety of investment solutions and offer a range of mutual funds to help investors achieve their financial needs and goals.

We categorize our schemes broadly under the following three categories:

- Equity schemes.
- Debt schemes; and
- Hybrid schemes.

The table below sets forth details of our QAAUM as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023 across our equity, debt and hybrid schemes:

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Scheme Name	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
	Amount in ₹ billion				
Canara Robeco Balanced Advantage Fund	14.69	-	14.24	-	-
Canara Robeco Banking and PSU Debt Fund	2.34	3.92	2.33	4.22	3.94
Canara Robeco Consumer Trends Fund	18.12	15.04	16.67	13.59	9.42
Canara Robeco Short Duration Fund	4.01	3.88	3.40	4.15	5.26
Canara Robeco Dynamic Bond Fund	1.31	1.10	1.24	1.12	1.17
CANARA ROBECO FLEXI CAP FUND	127.79	125.11	120.93	117.36	86.93
Canara Robeco Large and Mid Cap Fund[(1)]	245.27	219.73	230.48	201.44	153.62
Canara Robeco Equity Tax Saver Fund	86.37	78.96	82.26	72.57	46.94
Canara Robeco Focused Fund[(2)]	25.60	23.15	24.16	21.86	17.00
Canara Robeco Savings Fund	12.41	8.55	8.19	8.62	10.56
Canara Robeco Equity Hybrid Fund	107.59	101.75	103.04	97.67	83.14
Canara Robeco GILT 1988[(3)]	-	-	-	-	0.33
Canara Robeco Gilt Fund	1.47	1.08	1.36	1.03	0.81
Canara Robeco Income Fund	1.22	1.21	1.19	1.25	1.26
Canara Robeco Infrastructure	8.64	6.48	7.95	4.88	2.55
Canara Robeco Large Cap Fund[(4)]	157.46	130.38	144.84	120.44	87.47
Canara Robeco Liquid Fund	55.37	34.89	48.23	34.16	28.76
Canara Robeco Mid Cap Fund	28.34	22.25	25.77	19.84	9.58
Canara Robeco Multi Cap Fund	41.51	22.79	37.57	20.68	-
Canara Robeco Conservative Hybrid Fund	9.46	9.79	9.29	10.00	10.81
Canara Robeco Manufacturing Fund	15.74	13.21	15.37	2.51	-
Canara Robeco Corporate Bond Fund	1.17	1.45	1.24	1.52	1.92

Scheme Name	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
	Amount in ₹ billion				
Canara Robeco Overnight Fund	3.62	1.91	3.94	1.50	1.77
Canara Robeco Small Cap Fund	119.71	103.66	112.46	94.22	48.22
Canara Robeco Ultra Short Term Fund	5.61	4.77	5.45	5.03	5.75
Canara Robeco Value Fund	12.56	11.79	11.84	11.04	7.64
Canara Robe Multi Asset Allocation Fund	3.14	-	-	-	-
Total QAAUM	**1,110.52**	**946.85**	**1,033.44**	**870.70**	**624.85**

Note:

(1) Previously the name of the scheme was Canara Robeco Emerging Equities Fund which was changed with effect from June 2, 2025.

(2) Previously the name of the scheme was Canara Robeco Focused Equity Fund which was changed with effect from June 2, 2025.

(3) Canara Robeco GILT 1988 scheme was wounded up during Fiscal 2024.

(4) Previously the name of the scheme Canara Robeco Blue Chip Equity Fund which was changed with effect from June 2, 2025.

The table below sets forth certain details of our equity, debt and hybrid mutual fund schemes as of June 30, 2025:

Equity Schemes

Scheme Name	Nature	Sub-Nature	Key Features
Canara Robeco Flexi Cap Fund - Growth	Equity	Flexi Cap Fund	• Canara Robeco Flexi Cap Fund aims to deliver robust and better risk-adjusted returns by taking a flexible approach of investing in a mix of large cap and mid & small cap companies based on relative valuation. • The fund focuses on large caps with few high conviction mid-cap and small cap ideas. • The fund follows GARP (Growth at Reasonable Price) style of investing. • The scheme has a long track record of around 21 years, in existence since September 2003.
Canara Robeco Large and Mid Cap - Growth	Equity	Large & Mid Cap Fund	• Canara Robeco Large and Mid Cap Fund aims to generate capital appreciation by investing in a diversified portfolio of large and mid-cap stocks. • The scheme endeavours to identify companies which have the potential to become leaders of tomorrow in their respective sectors. • The fund invests with a long-term view. It aims to stay away from herd behaviour, chasing short term profits, running after certain market spurs. Such short-term approach tends to be very risky and may not pay off in the long term. • The scheme has a long track record of around 20 years, in existence since March 2005.
Canara Robeco Infrastructure Fund - Growth	Equity	Thematic	• Canara Robeco Infrastructure aims to generate income / capital appreciation by investing in equities and equity related instruments of companies in the infrastructure sector. • It is a dedicated infrastructure fund, that invests in 'Market leaders' or businesses with 'unique business proposition.

Scheme Name	Nature	Sub-Nature	Key Features
			• The scheme is positioned to tap businesses which are expected to gain multifold with the implementation of the government's reforms.
Canara Robeco ELSS Tax Saver - Growth	Equity	ELSS	• Canara Robeco ELSS Tax Saver seeks to provide long term capital appreciation by predominantly investing in equities to facilitate the subscribers to seek tax benefits as provided under Section 80 C of the Income Tax Act, 1961. • The fund provides dual benefit of Equity investing along with tax saving. • It follows a growth-oriented style of investing ensures a well-diversified portfolio of fundamentally strong companies.
Canara Robeco Consumer Trends Fund - Regular - Growth	Equity	Thematic	• Canara Robeco Consumer Trends Fund is an open-ended equity scheme following the consumption and financial theme. • The fund identifies themes like changing consumption pattern emerging out of rising middle class and increase in per capita income potential. • The fund focus is on selective categories such as: o discretionary consumption - supported by aspirational spending and rising disposable income, and o the retail financers (banks and NBFCs) benefiting from the low credit penetration in the retail segment.
Canara Robeco Large Cap Fund - Growth	Equity	Large Cap Fund	• Canara Robeco Large Cap Fund focuses on blue chip companies by investing in top 100 companies based on market capitalisation. • The fund uses inputs from internal quant model to identify investable companies. • The scheme has a long track record of around 14 years, in existence since August 2010.
Canara Robeco Small Cap Fund - Regular - Growth	Equity	Small cap Fund	• Canara Robeco Small Cap Fund is an open-ended equity scheme predominantly investing in small cap stocks. • The scheme invests at least 65% in small-cap companies which have high growth potential. • Rest 35% of the portfolio is allocated across Large, Mid and Small cap stocks for managing beta of the portfolio.
Canara Robeco Focused Fund - Regular - Growth	Equity	Focused Fund	• Canara Robeco Focused Fund is an open-ended equity scheme investing in maximum of 30 stocks in large cap, mid cap and small cap companies. • The scheme endeavours to create concentrated portfolio of high quality, and high growth companies. • The scheme aims to achieve optimum allocation across market cap segments keeping in mind returns potential and associated risks.
Canara Robeco Value Fund - Regular - Growth	Equity	Value Fund	• Canara Robeco Value Fund is an open-ended equity scheme following a value investment strategy. • The fund focuses on value approach to investing – with focus on investing in stocks having adequate margin of safety.
Canara Robeco Mid Cap Fund - Regular - Growth	Equity	Mid Cap Fund	• Canara Robeco Mid Cap Fund is an open-ended equity scheme predominantly investing in mid cap stocks. • The scheme invests at least 65% in mid-cap companies which have high growth potential. • Rest 35% of the portfolio is allocated across Large, Mid and Small cap stocks for managing Beta of the portfolio.

Scheme Name	Nature	Sub-Nature	Key Features
Canara Robeco Multi Cap Fund - Regular - Growth	Equity	Multi Cap Fund	• Canara Robeco Multi Cap Fund is an open-ended equity scheme investing across large cap, mid cap and small cap stocks. • The scheme facilitates exposure to all 3 market caps across Indian Equities thereby minimizing market-cap bias. • The scheme provides an opportunity to participate through the life cycle of a company.
Canara Robeco Manufacturing Fund - Regular - Growth	Equity	Thematic	• Canara Robeco Manufacturing Fund is an open-ended equity scheme following manufacturing theme with minimum 80% investment in equity and equity-related instruments of companies engaged in Manufacturing theme. • Manufacturing Fund offers a medium to provide a dedicated allocation to the ascending manufacturing sector growth in the country. • The Fund aims to invest in companies which are beneficiaries of thriving domestic demand, favourable policy reforms, robust private sector, and alternative supply chain.

Debt Schemes

Scheme Name	Nature	Sub-Nature	Key Features
Canara Robeco Gilt Fund - Growth	Debt	Gilt Fund	• Canara Robeco Gilt Fund is an open-ended debt scheme investing in government securities across maturity. • The scheme aims to provide risk free return (except interest rate risk) while maintaining stability of capital and liquidity. • The scheme has a long track record of around 24 years, in existence since December 1999.
Canara Robeco Income Fund - Growth	Debt	Medium to Long Duration Fund	• Canara Robeco Income Fund aims to earn returns from a combination of accrual interest income and capital appreciation on price appreciation of underlying bond instruments. • The fund uses duration in its favour as the fund manager takes a call on the interest rates and the credit quality of the underlying bonds. • The fund has a duration bucket between four and seven years and hence the fund occupies a mid-segment space between the long duration and the short duration bonds, thereby offering a balance between the long term and the short-term bond funds. • The scheme has a long track record of around 24 years, in existence since December 1999.
Canara Robeco Savings Fund - Regular - Growth	Debt	Low Duration Fund	• Canara Robeco Savings Fund is a low duration debt fund that seeks to generate income by investing in a portfolio of short-term debt and money market instruments. • The weighted average portfolio duration is endeavoured to be between six months to 12 months. • The fund manager takes an active view of the interest rate movement by keeping a close watch on various domestic as well as global macroeconomic parameters.
Canara Robeco Liquid - Regular - Growth	Debt	Liquid Fund	• Canara Robeco Liquid Fund aims to generate sound returns while maintaining high liquidity. • The scheme has a long track record of around 23 years, in existence since January 2002. • The scheme emphasises on credit quality and liquidity: short as well as long term rating of the issuer is taken into consideration. • The fund is suitable for investors who want to deploy surplus funds for as short tenure as one day.

Scheme Name	Nature	Sub-Nature	Key Features
Canara Robeco Ultra Short-Term Fund - Regular - Growth	Debt	Ultra Short Duration Fund	• Canara Robeco Ultra Short-Term Fund invests predominantly in debt & money market instruments towards the shorter end of the curve such that the Macaulay duration of the portfolio is between three months and six months. • The scheme has a long track record of around 21 years, in existence since September 2003.
Canara Robeco Dynamic Bond Fund - Regular - Growth	Debt	Dynamic Bond	• Canara Robeco Dynamic Bond Fund is an open-ended dynamic debt scheme investing across duration that seeks to generate income from a portfolio constituted of debt and money market securities. • The scheme endeavours to identify mispriced opportunities and capture volatility trends. • The scheme aims to generate alpha through free-style duration management.
Canara Robeco Short Duration Fund - Growth	Debt	Short Duration Fund	• Canara Robeco Short Duration Fund is an open-ended short-term debt scheme investing in debt & money market instruments such that the Macaulay duration of the portfolio is between one year and three years. • The scheme endeavours to generate accrual income with opportunistic capture of capital appreciation through trading and implicit duration of the portfolio.
Canara Robeco Corporate Bond Fund - Regular - Growth	Debt	Corporate Bond Fund	• Canara Robeco Corporate Bond Fund is an open-ended debt scheme seeks to generate income and capital appreciation through a portfolio constituted predominantly of AA+ and above rated corporate debt across maturities. • The scheme endeavours to generate accrual income by investing in high quality debt papers. • The scheme aims to benefit from the mispriced opportunities in the markets and a possible upgrade of rating of the instruments in which investments are made thereby generating capital appreciation.
Canara Robeco Overnight Fund - Regular - Growth	Debt	Overnight Fund	• Canara Robeco Overnight Fund is an open-ended debt scheme investing in overnight securities. • It is a high liquidity product with no lock-in period. • The scheme has the lowest interest rate risk among debt funds as the residual maturity is typically one day and the lowest credit default risk as investments made in only repo, reverse repo, triparty repo and money market instruments that have a residual maturity of one business day.
Canara Robeco Banking and PSU Debt Fund - Regular - Growth	Debt	Banking and PSU Fund	• Canara Robeco Banking and PSU Debt Fund is an open-ended debt scheme predominantly investing in debt instruments of banks, public sector undertakings, public financial institutions and municipal bonds. • The scheme is an actively managed fund that aims to manage duration and capture opportunities in the interest rate cycle and mispricing on the yield curve. • Canara Robeco Banking and PSU Debt Fund intends to maintain high credit quality and liquidity in the portfolio.

Hybrid Schemes

Scheme Name	Nature	Sub-Nature	Key Features
Canara Robeco Conservative Hybrid Fund - Growth	Hybrid	Conservative Hybrid Fund	• Canara Robeco Conservative Hybrid Fund is an open-ended hybrid scheme investing predominantly in debt instruments. • The scheme seeks to provide stability through debt allocation and also scope for growth through allocation to equities.

Scheme Name	Nature	Sub-Nature	Key Features
			• The scheme has a long track record of around 37 years, in existence since April 1988.
Canara Robeco Equity Hybrid Fund - Growth	Hybrid	Aggressive Hybrid Fund	• Canara Robeco Equity Hybrid Fund is an open-ended hybrid scheme investing predominantly in equity and equity related instruments. • The fund aims to benefit from the growth opportunities in Equities and generate steady income from fixed income. • The scheme has a long track record of around 32 years, in existence since February 1993.
Canara Robeco Balanced Advantage Fund - Regular - Growth	Hybrid	Dynamic Asset Allocation or Balanced Advantage	• Canara Robeco Balanced Advantage Fund aims to generate long-term capital appreciation with income generation by dynamically investing in equity and equity related instruments & debt and money market instruments. • The fund's asset allocation is guided by a three-stage proprietary 'asset allocation' model that has been back tested over more than 20-year period. • The fund aims to maintain gross equity exposure levels over 65% thus enabling investors with benefit of taxation.
Canara Robeco Multi Asset Allocation Fund	Hybrid	Multi Asset Allocation	• Canara Robeco Multi Asset Allocation Fund invests across Equity, Fixed Income and Gold/Silver (ETFs). • The fund follows as active multi asset allocation strategy & aims to navigate across all market conditions. • The fund follows combination of high conviction equity allocation, actively managed Gold and Silver ETFs exposure & dynamic fixed income portfolio suitable as a likely candidate for an all-weather portfolio.

Performance of certain of our equity, debt and hybrid schemes

The tables below set forth information in relation to performance of certain of our equity, debt and hybrid schemes, details of which have been sourced from the CRISIL Report (*page 227*). For further information, see "*Industry Overview - Scheme-wise Performance (June 2025)*" on page 227.

Equity Schemes

Scheme Name	Canara Robeco Large Cap Fund	Canara Robeco Large and Mid Cap Fund	Canara Robeco Flexi Cap Fund	Canara Robeco ELSS Tax Saver	Canara Robeco Consumer Trends Fund	Canara Robeco Infrastructure Fund	Canara Robeco Multi Cap Fund	Canara Robeco Mid Cap Fund	Canara Robeco Small Cap Fund	Canara Robeco Value Fund	Canara Robeco Focused Fund
Benchmark	*BSE 100 Total Return Index*	*NIFTY Large Midcap 250 Total Return Index*	*BSE 500 Total Return Index*	*BSE 500 Total Return Index*	*BSE 100 Total Return Index*	*BSE India Infrastructure Total Return Index*	*Nifty 500 Multicap 50:25:25 Total Return Index*	*BSE 150 MidCap Total Return Index*	*NIFTY Smallcap 250 Total Return Index*	*BSE 500 Total Return Index*	*BSE 500 Total Return Index*
Return 1 Year (%) Regular	8.20	6.95	7.73	6.28	7.28	0.59	7.69	7.21	1.65	5.18	11.31
Return 1 Year (%) Direct	9.48	8.07	8.96	7.50	8.63	1.99	9.23	8.71	2.89	6.72	12.89
Return 1 Year (%) Benchmark	6.85	6.00	5.09	5.09	6.65	-5.22	5.73	3.96	4.59	5.09	5.09
Return 3 Year (%) Regular	20.17	21.97	20.27	20.35	22.97	32.46	-	-	22.41	23.93	23.08
Return 3 Year (%) Direct	21.67	23.28	21.71	21.80	24.54	34.12	-	-	24.07	25.86	24.92
Return 3 Year (%) Benchmark	20.22	24.96	21.67	21.67	20.22	36.73	-	-	30.95	21.67	21.67
Return 5 Year (%) Regular	20.59	24.43	21.52	23.17	23.82	33.11	-	-	32.09	-	-
Return 5 Year (%) Direct	22.23	25.83	23.05	24.68	25.43	32.66	-	-	36.13	-	-
Return 5 Year (%) Benchmark	22.41	26.88	24.02	24.02	22.41	38.01	-	-	35.36	-	-
Return 10 Year (%) Regular	13.88	16.05	13.78	14.49	15.78	15.82	-	-	-	-	-

Scheme Name	Canara Robeco Large Cap Fund	Canara Robeco Large and Mid Cap Fund	Canara Robeco Flexi Cap Fund	Canara Robeco ELSS Tax Saver	Canara Robeco Consumer Trends Fund	Canara Robeco Infrastructure Fund	Canara Robeco Multi Cap Fund	Canara Robeco Mid Cap Fund	Canara Robeco Small Cap Fund	Canara Robeco Value Fund	Canara Robeco Focused Fund
Benchmark	*BSE 100 Total Return Index*	*NIFTY Large Midcap 250 Total Return Index*	*BSE 500 Total Return Index*	*BSE 500 Total Return Index*	*BSE 100 Total Return Index*	*BSE India Infrastructure Total Return Index*	*Nifty 500 Multicap 50:25:25 Total Return Index*	*BSE 150 MidCap Total Return Index*	*NIFTY Smallcap 250 Total Return Index*	*BSE 500 Total Return Index*	*BSE 500 Total Return Index*
Return 10 Year (%) Direct	15.33	17.39	14.94	15.64	16.20	17.01	-	-	-	-	-
Return 10 Year (%) Benchmark	13.69	16.15	14.43	14.43	13.69	15.76	-	-	-	-	-
Return Since Launch Regular	13.32	17.43	17.65	18.90	16.52	15.32	22.45	24.13	24.19	17.60	20.55
Return Since Launch Direct	15.60	20.93	15.45	16.34	17.81	18.06	24.24	25.93	25.13	19.48	17.36
Return Since Launch Benchmark	12.47	-	-	17.38	12.85	-	22.83	25.37	24.13	14.05	17.36

Debt Schemes

Scheme Name	Canara Robeco Income Fund	Canara Robeco Short Duration Fund	Canara Robeco Savings Fund	Canara Robeco Ultra Short-Term Fund	Canara Robeco Liquid Fund	Canara Robeco Overnight Fund	Canara Robeco Corporate Bond Fund	Canara Robeco Banking and PSU Debt Fund	Canara Robeco Gilt Fund	Canara Robeco Dynamic Bond Fund
Benchmark	*CRISIL Medium to Long Duration Debt A-III Index*	*CRISIL Short Duration Debt A-II Index*	*CRISIL Low Duration Debt A-I Index*	*CRISIL Ultra Short Duration Debt A-I Index*	*CRISIL Liquid Debt A-I Index*	*CRISIL Liquid Overnight Index*	*CRISIL Corporate Debt A-II Index*	*CRISIL Banking and PSU Debt A-II Index*	*CRISIL Dynamic Gilt Index*	*CRISIL Dynamic Bond A-III Index*

Scheme Name	Canara Robeco Income Fund	Canara Robeco Short Duration Fund	Canara Robeco Savings Fund	Canara Robeco Ultra Short-Term Fund	Canara Robeco Liquid Fund	Canara Robeco Overnight Fund	Canara Robeco Corporate Bond Fund	Canara Robeco Banking and PSU Debt Fund	Canara Robeco Gilt Fund	Canara Robeco Dynamic Bond Fund
Return 1 Year (%) Regular	7.10	8.22	7.94	7.11	7.20	6.29	7.90	8.11	7.23	6.53
Return 1 Year (%) Direct	8.31	8.87	8.26	7.71	7.29	6.30	8.59	8.43	7.89	7.70
Return 1 Year (%) Benchmark	9.92	9.00	8.00	7.61	7.07	6.41	8.98	8.46	10.01	9.36
Return 3 Year (%) Regular	6.56	6.82	7.10	6.47	6.98	6.35	6.73	-	7.25	6.56
Return 3 Year (%) Direct	7.77	7.46	7.40	7.05	7.06	6.36	7.41	-	8.01	7.73
Return 3 Year (%) Benchmark	8.48	7.72	7.43	7.34	6.96	6.48	7.71	-	9.14	8.44
Return 5 Year (%) Regular	4.61	5.35	5.59	4.98	5.51	5.10	5.35	-	5.06	4.55
Return 5 Year (%) Direct	5.80	5.99	5.98	5.56	5.57	5.12	6.02	-	5.81	5.67
Return 5 Year (%) Benchmark	6.19	6.13	6.04	6.98	5.60	5.22	6.27	-	6.22	6.12
Return 10 Year (%) Regular	6.51	6.61	6.63	5.74	6.12	-	6.61	-	7.17	6.40
Return 10 Year (%) Direct	7.59	7.31	6.88	6.36	6.17	-	7.33	-	7.88	7.34
Return 10 Year (%) Benchmark	7.96	7.34	7.06	6.77	6.21	-	7.90	-	7.76	7.86
Return Since Launch Regular	7.80	6.81	7.34	6.82	6.95	5.00	7.06	6.86	8.24	6.90
Return Since Launch Direct	7.85	7.30	7.33	6.95	6.75	5.01	7.71	7.18	8.14	7.85

Scheme Name	Canara Robeco Income Fund	Canara Robeco Short Duration Fund	Canara Robeco Savings Fund	Canara Robeco Ultra Short-Term Fund	Canara Robeco Liquid Fund	Canara Robeco Overnight Fund	Canara Robeco Corporate Bond Fund	Canara Robeco Banking and PSU Debt Fund	Canara Robeco Gilt Fund	Canara Robeco Dynamic Bond Fund
Return Since Launch Benchmark	7.73	7.84	7.26	7.44	6.82	5.09	8.32	7.40	8.54	7.89

Hybrid Schemes

Scheme Name	Canara Robeco Equity Hybrid Fund	Canara Robeco Conservative Hybrid Fund	Canara Robeco Balance Advantage Fund	Canara Robeco Multi Asset Allocation Fund
Benchmark	*CRISIL Hybrid 35+65 Aggressive Index*	*CRISIL Hybrid 85+15 Conservative Index*	CRISIL Hybrid 50+50 Moderate Index	65% BSE 200 TRI + 20% NIFTY Short Duration Debt Index + 10% Domestic Price of Gold + 5% Domestic Price of Silve
Return 1 Year (%) Regular	8.31	7.91	-	-
Return 1 Year (%) Direct	9.55	9.17	-	-
Return 1 Year (%) Benchmark	7.06	8.74	-	-
Return 3 Year (%) Regular	17.61	9.69	-	-
Return 3 Year (%) Direct	18.96	10.99	-	-
Return 3 Year (%) Benchmark	16.60	10.31	-	-
Return 5 Year (%) Regular	17.72	9.27	-	-
Return 5 Year (%) Direct	19.10	10.60	-	-
Return 5 Year (%) Benchmark	17.22	8.72	-	-
Return 10 Year (%) Regular	12.61	8.09	-	-
Return 10 Year (%) Direct	13.93	9.34	-	-
Return 10 Year (%) Benchmark	12.31	8.95	-	-
Return Since Launch Regular	15.84	9.68	-	-
Return Since Launch Direct	14.99	9.93	-	-
Return Since Launch Benchmark	12.67	9.13	-	-

Note: Scheme performance details of Canara Robeco Balanced Advantage Fund and Multi Asset Allocation Fund are not available on the AMFI website as they were recently launched, hence not included in the above table.

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Advisory Services

We provide offshore advisory services to Robeco HK, which acts as an investment manager in the management of investment and re-investment of the assets (including) cash of the various funds it manages. Under the terms of the relevant Indian Investment Advisory Agreements ("**Advisory Agreements**"), we provide the following services to Robeco HK, which, *inter-alia*, includes evaluation of current economic conditions; recommendations regarding the investment portfolio; continuous review and monitoring of existing portfolio and preparation of status reports and analysis and presentation of recommended investments. Under the terms of the relevant Advisory Agreements, we receive advisory fees from the investment management fees received by Robeco HK.

The table below sets forth advisory fees generated for Fiscals 2025, 2024 and 2023 from Robeco HK to our total revenue from operations:

Particulars	For Fiscals 2025		For Fiscals 2024		For Fiscals 2023	
	Amount (₹ million)	Percentage of Total Revenue from Operations (%)	Amount (₹ million)	Percentage of Total Revenue from Operations (%)	Amount (₹ million)	Percentage of Total Revenue from Operations (%)
Advisory Fees	164.87	4.08	87.72	2.76	60.35	2.95

The table below sets forth advisory fees generated for the nine months ended June 30, 2025, and June 30, 2024 from Robeco HK to our total revenue from operations:

Particulars	For three months ended June 30, 2025		For three months ended June 30, 2024	
	Amount (₹ million)	Percentage of Total Revenue from Operations (%)	Amount (₹ million)	Percentage of Total Revenue from Operations (%)
Advisory Fees	43.35	3.58	39.01	3.83

Under the terms of the Advisory Agreements, such agreements will remain valid until the relevant investment agreement between Robeco HK and the relevant client of Robeco HK is terminated, which may be terminated by either of Robeco HK or our Company by providing a notice of three (3) months to the other party.

Product Development Cycle

Our product development cycle includes identifying opportunities based on markets, consumer needs, market/industry trend analysis and analysing peer product bouquets. Before launching a new product, our teams analyse investor requirements, feedback from our distributors, its differentiated positioning, scalability and feasibility. Based on the above analysis and feedback, the investments, and sales and products team develop a new product strategy and presents a proposal for the launch of a new product. Depending on the nature of the product or scheme, it may progress through some or all our product development cycle stages of research and idea generation, screening and selection of ideas, concept development and testing of product features, approval of new products, and pre-marketing activities. Once the proposal is approved internally, approval from our Board and subsequently from the regulator is sought.

New fund offerings that were launched during the last three Fiscals and the current fiscal, include the Canara Robeco Banking and PSU Debt Fund, Canara Robeco Mid-Cap Fund, Canara Robeco Multi-Cap Fund, Canara Robeco Manufacturing Fund, Canara Robeco Balance Advantage Fund and Canara Robeco Multi Asset Allocation Fund.

Systematic Transactions

Majority of our schemes have features that allow for regular investments or withdrawal, which we refer to as systematic transactions. We believe that the systematic investment approach offers customers the opportunity to invest smaller amounts over longer periods of time and helps mitigate the risk of market timing. We offer the following types of systematic transactions.

- ***Systematic Investment Plans ("SIPs")***

  SIP is a disciplined, risk mitigating and a convenient way to invest in mutual funds regularly. Customers have option to invest a fixed amount at regular intervals. Customers opting for SIPs are expected to benefit from rupee cost averaging, an investment technique of buying a fixed amount of a particular investment at regular intervals, regardless of the price. The customer purchases more units when the NAVs are low and fewer units when the NAVs are high. This technique allows a customer to invest over a period as opposed to purchasing units on a lump sum basis. SIPs encourage investment discipline among customers as a fixed amount is invested on a regular basis. Customers can visit our website (www.canararobeco.com//tool-goal-planner/sipcalculator) to calculate the monthly investment amount to achieve their financial goal.

- ***Systematic Transfer Plans ("STPs")***

  STPs allow customers to periodically transfer a certain amount of funds or units from one scheme to another at regular intervals.

- ***Systematic Withdrawal Plan ("SWP")***

  Customers in need for cash flow on a periodic basis may opt for SWP for cash flows on a monthly or a quarterly basis.

The table below sets forth certain information in relation to our SIP AUM as of the respective date:

SIP AUM	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Our Company (in ₹ billion)	386.25	314.05	335.04	266.73	153.78
Industry[(1)] (in ₹ trillion)	15.30	NA	13.35	10.71	6.80
Our market share[(2)]	2.53	NA	2.51	2.49	2.26

[(1)] *Source: CRISIL Report (page 188, infographic 1)*

[(2)] *Our market share is derived from dividing our Company SIP AUM (in ₹ billion) divided by total industry SIP AUM (in ₹ trillion).*

Investment and Research Team and Investment Strategy

Our investment teams are supported by in-house research, product and risk management teams. Our equity and fixed income fund divisions have distinct investment teams and investment processes. Collaboration within each team occurs through an interactive process and the final investment decisions are taken by the respective fund managers. The head of each team is responsible for the overall performance of the funds they supervise and can intervene as needed. The investment performance of our mutual funds is supported by our experienced and professional investment team and our comprehensive investment processes.

We handle a diverse range of investment products, guided by clearly defined investment policies that outline our investment goals and objectives. Our investment approach is disciplined and structured, allowing us to make risk-weighted decisions aligned with the scheme's investment objectives. Our internal team of analysts follows specific sectors and companies, providing insights to our fund managers. Regular meetings and presentations facilitate interaction between fund managers and research analysts. They continually enhance their analysis and investment strategies by attending company presentations and reviewing research from external brokerage firms and rating agencies. The decision to include new companies in their coverage is made collaboratively with the fund managers. Additionally, our economic analyst concentrates on both global and domestic macro-economic conditions.

Equity Investment Approach

Our equity investment philosophy rests on one core belief, i.e., investing in companies (underlying businesses) and not the focus on short term stock prices. We focus on long term risk adjusted wealth creation and tend to look past short-term noise at marketplace. Our investment objective thus is to invest in robust growth-oriented businesses, run by competent management at a reasonable valuation. Our goal is also to identify catalysts for medium term earnings and capital efficiency deviations for earnings growth and re-rating of the businesses.

Our investment process includes the following steps to achieve our desired portfolio.

- *Ideation of stock / business*: Our ideation is both top down and bottom up. However, the selection in universe is solely based on merit of individual business on bottom-up basis. The ideation phase involves top-down parameters like macro-economic parameter monitoring, identifications of themes, using quant models to throw possible opportunities amongst others. Our investment team tracks macro parameters, themes, business cycles closely to identify opportunities and risks. Bottom-up stock ideation can come from various sources like in-house research, annual report reading, management meetings, broker research reports, broker conferences, channel checks amongst others. Once the primary ideation has happened on account of any of the above, the idea goes to respective sector analyst for detailed analysis, which eventually is presented to the fund management team and decision is arrived for or against the idea being evaluated for investments.

- *In-Depth Analysis / Filtering of idea:* The in-depth analysis focuses on three (3) parameters namely:

  - *Business Analysis*: The process starts with analysing business in terms of strengths and weaknesses of business, scalability of business, financial history and parameters of the company on absolute basis and against its peers. This involves looking at past financials; revenue growth rates, operating margins, asset turns, working capital cycles etc to establish what kind of growth/capital efficiency dynamics of the business. It also involves identifying / analysing if the business has any distinct advantages in terms of scale, brand, distribution, technology/IP, regulatory advantages etc. This business and financial analysis helps to establish if the quality of business is below average / average / above average.

  - *Management Analysis*: The process involves evaluation of the management on its ability to execute and its intent to share with minority shareholders. The ability of management gets tested by looking at historical peer analysis of financial parameters like business strategies and success rates from past, revenue growth rates, cost structure efficiency, operating margin trends, capital structure management, asset turns, cash flow cycle management etc. The intend (to share with minority shareholders) of management gets tested in capital allocations and corporate governance practices. Team looks at all past capital allocation instances and how they played out. We spend considerable time on understanding the corporate governance issues such as accounting practices (aggressive or conservative), board of director constitution, compensation structure of promoters/ board members, related part transactions, capital allocation thought process etc. Once the primary/secondary research is done on these parameters, team meets management to understand queries around several aspects around business and financials, before concluding on quality of management.

  - *Valuation analysis*: Valuation analysis for us is combination of evaluating relative valuation parameters, discounted cash flows and most importantly intrinsic value driven by scalability of business, ability of management to execute and capital efficiency of existing and incremental capital deployment. We use all traditional relative valuation multiples such as price to earnings ratio, price to book ratio, enterprise value to earnings before interest, taxes, depreciation and amortization, and enterprise value to sales, amongst others. Scenario analysis models different possible future outcomes based on various assumptions.

  If the business/ idea under consideration satisfies basic criterion on quality of business, management and valuation, it detailed note on company is prepared by sector analyst, approved by Head of Equities and then is included in investment universe by Compliance/ Risk department.

- Portfolio Construction: The process primarily entails adhering to the scheme category mandate to organize a portfolio for the respective fund. Portfolio construction involves adhering to the mandate of the product, sensitivity to benchmark of the product, liquidity/concentration parameters, risk parameters amongst others. Portfolio construction within risk parameters is a prerogative of respective fund manager and review mechanism is in place through team reviews, investment committee reviews and reviews by the Board.

Fixed Income Investment Approach

Our investment philosophy for fixed income is focussed on safety, liquidity and return, with an endeavour to deliver consistent risk adjusted returns. With particular focus on safety, credit selection is an important pillar for the overall investment process. The fixed income credit investment process involves the following steps:

- *Credit Selection*: We have implemented an internal credit risk assessment framework for company selection, and the amount and tenure limits are based on merit of the company. The credit research team conducts its research, based on the internal credit risk framework, and recommends companies fitting the internal criteria.

- *Credit Research*: Our credit research team follows strict research process while assessing the credit quality of various companies within the overall guidelines of our internal credit risk framework. The research is carried out broadly on three main areas, *i.e.*, business, management and financial parameters. With focus on company profitability, the research seeks out companies having long term profit history.

- *Credit Approval Process*: Our investment committee, which includes chief executive officers and chief investment officers of both debt and equity, is responsible for approving all credit proposals recommended by the credit analyst. Detailed discussions are carried out in the investment committee at which the credit limits are approved based on the overall risk assessment. On basis of these approvals, an investment universe is created containing the companies and limits up to which investments can be made, both in short term as well as long term instruments. The fixed income instruments include bonds, debentures, commercial papers and certificate of deposits. If there are some companies belonging to same promoter group, then a group limit is further created.

- *Credit Monitoring*: All companies in the investment universe are monitored on a regular basis by the analysts based on quarterly/ yearly results of the investee companies, interaction with company managements, and external company research reports.

- *Portfolio Construction*: For fixed income products, our portfolio managers manage their funds based on their views on macro-economic factors such as growth, inflation, liquidity and interest rates, both from global as well as local perspective. Duration management forms an important tool in fixed income schemes and our fund managers endeavor to add value by adjusting portfolio durations based on their interest rate views as well as shape of yield curve, spread within yield curve or across yield curves, in trying to identify relatively undervalued papers and constructing a well-diversified portfolio.

Distribution Network

Our schemes are distributed through our network of third-party distributors as well branches and our digital platforms. As of June 30, 2025, we had 52,343 empanelled distribution partners across India, including Canara Bank, 44 other banks, 548 ND and 51,750 MFDs. We also leverage Canara Bank branches to market and distribute our products. Furthermore, as of June 30, 2025, we had a sales team of 142 people across 53 locations in India.

The table below sets forth split of our MAAUM generated from third-party distributors (i.e. regular plans) and direct plans as at March 31, 2025, March 31, 2024, and March 31, 2023:

Category of Distributor	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Distribution Partners (i.e. regular plans)	750.25	73.63	671.51	76.24	484.58	78.04
Direct	268.70	26.37	209.27	23.76	136.39	21.96
Total	**1,018.95**	**100.00**	**880.78**	**100.00**	**620.97**	**100.00**

The table below provides split of our MAAUM generated from third-party distributors (i.e. regular plans) and direct plans as of June 30, 2025 and June 30, 2024:

Category of Distributor	As of June 30, 2025		As of June 30, 2024	
	Amount (₹ billion)	Percentage of total MAAUM (%)	Amount (₹ billion)	Percentage of total MAAUM (%)
Distribution Partners (i.e. regular plans)	855.34	73.45	750.93	75.82
Direct	309.21	26.55	239.47	24.18
Total	**1,164.55**	**100.00**	**990.40**	**100.00**

Our distribution and customer relationship team focuses on managing and developing our customer and distribution network. We are consistently focused on deepening our relationship with current distribution partners while also increasing our distributor network as access to a large and varied distribution network is crucial for our future growth. Furthermore, we also leverage our technology platform to enhance the overall experience for our distributors.

Customer Service

Our endeavour is to deliver efficient customer service to build trust with our investors. We aim to listen, support, and provide clear information suited to our investor's requirements, to ensure customer satisfaction. We engage with our investors through multiple channels, including branches, email, call, WhatsApp and social media. We have 25 branches across India, where investors can walk in to submit transaction requests (such as buying, selling, or switching holdings), update their customer profiles, and receive investment-related updates and confirmations. For details in relation to our branches, please see "- *Properties"* on page 270. We have an outsourced contact centre dedicated to assisting investors and distributors. This centre is available six days a week between 09:00 a.m. to 06:00 p.m. Furthermore, we also have agents to deal with email queries. Customers can also reach out to us through social media, where we handle customer queries, and WhatsApp, where customers can opt for self-service options such as statement of account, download documents and request information. Customers can also visit our website (www.canararobeco.com/investor-corner/ekyc) to complete KYC from the convenience of their homes.

To address and resolve issues raised by investors and distributors, we have established a multi-tiered grievance redressal mechanism. Investors can address their complaint directly to our branch staff, call center members or share their complaint through email. They can also contact our Investor Relations Officer. Upon receiving a complaint, the Investor Relations department will acknowledge the matter, carry out a comprehensive investigation, and deliver a resolution within the designated timeframe. Investors can also share their complaint with SEBI, on the SEBI SCORES portal.

The table sets forth certain details in related to the grievance redressal system during the three months ended June 30, 2025 and June 30, 2024, and Fiscals 2025, 2024 and 2023:

Particulars	Three months ended June 30, 2025	Three months ended June 30, 2024	Fiscal 2025	Fiscal 2024	Fiscal 2023
Total complaints	38	77	257	240	260
Complaints Resolved	38	75	257	240	260
Resolved with 30 days	38	74	255	239	258
Resolved within 30-60 days	-	1	2	1	2
Resolved within 60-180 days	-	-	-	-	-
Average time taken to resolve customer grievance (in number of days)	4	3	4	6	6

The improvement in resolving customer grievances within 30 days highlights our commitment to enhancing customer satisfaction and operational responsiveness.

Marketing

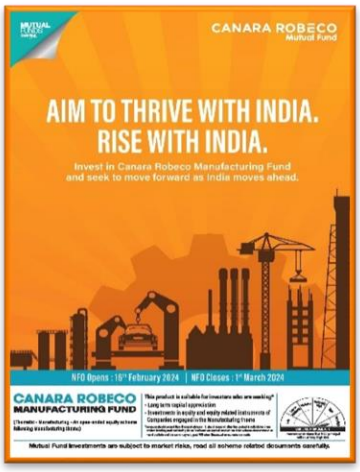
We undertake strategic marketing initiatives to enhance our visibility and brand recognition through a multi-channel approach. We have two-pronged marketing approach, i.e., general awareness to expand brand visibility and product marketing for current and prospective customers and distributors.

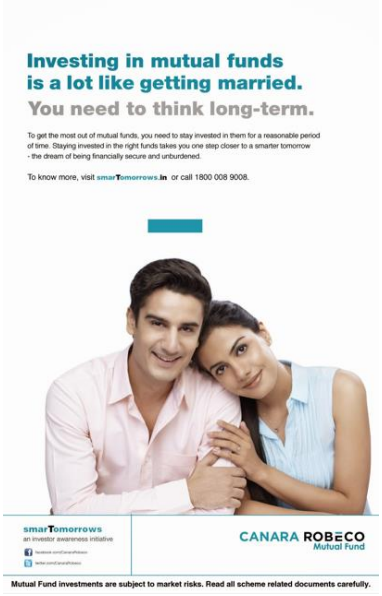
We leverage social media platforms to create visibility, developing customer engaging videos and posts to reach a wider audience. Furthermore, the use of key personnel interviews and product coverage in both print and electronic media serves to strengthen brand presence and credibility. Additionally, strategic branding efforts extend to physical locations, ensuring consistent brand visibility in branch offices and distributor locations.

Our product marketing initiatives centre on modern communication methods, using digital and social media platforms to effectively disseminate scheme communications, including scheme videos and banners. This is complemented by a product communication plan that incorporates various media such as advertisements, brochures, emailers, presentations, posters, and banners, providing comprehensive and accessible product literature to current and potential customers. This multi-faceted marketing approach highlights our Company's commitment to engaging customers through diverse channels, thereby enhancing overall brand engagement and customer trust. As of June 30, 2025, we had more than 1 million subscribers and followers across social media platforms.

The images below set forth certain marketing initiatives undertaken by us in the past through social media platforms and advertisements:







Operations

Systems and processes form the backbone of our operations with extensive focus on internal controls, minimizing operational risks, scalability and bringing about efficiency to meet various timelines. We continuously endeavour to keep upgrading our systems and re-engineer our processes to ensure regulatory compliance and governance.

Our operations function caters to the mutual fund schemes being managed by our Company as an asset manager to Canara Robeco Mutual Fund. The primary responsibilities include investment administration, banking, expense administration, monitoring asset valuation and dissemination of reports, and co-ordination with the registrar.

Our mutual fund scheme operations are broadly classified into the following:

- *Investment administration operations*: This function ensures that trades executed by our investment team are settled and securities acquired or liquidated for respective schemes are either received or delivered against consideration. As required by SEBI regulations, we have appointed SEBI registered custodians and depository participants for all our schemes. They hold our securities and facilitate trade settlements, while investments in government securities are held in the securities and general ledger account maintained with the Public Debt Office of the Reserve Bank of India and settled through the Clearing Corporation of India Limited.

- *Banking operations*: We maintain relationships with banks in India for enabling smooth receipt of our customer's funds as investments in our schemes. These banks collect money from customers for subscription towards units on our behalf and facilitate prompt payout of funds to customers against redemptions requested and dividends declared. As part of our digital initiatives, we have been encouraging our customers to use our online services.

- *Fund accounting operations*: While expense administration of the mutual fund schemes is managed in-house, accounting of our schemes is carried out by our outsourced fund accounting service provider and all assets held by respective schemes are valued daily in accordance with the valuation policy of the respective schemes. The fund accountant accounts for the units subscribed or redeemed, trades executed, valuation of securities, accrual of incomes and expenses daily and the net asset value of the respective scheme or plan is computed. Net asset value information is disseminated to registrar and uploaded to various platforms in the public domain followed by dissemination of reports.

All operational activities are subject to audit. We have appointed concurrent auditors who validate the net asset value computation prior to release. We have appointed statutory auditors as required under relevant regulations for our schemes. They audit the mutual fund scheme accounts. The auditor also audits application systems used by us. Our audit committee reviews the auditors' reports and the audited financials, and these are placed before our Board and the board of our trustee company.

Compliance Framework

We have a dedicated compliance team which monitors our compliance with the applicable regulations including the SEBI (Mutual Funds) Regulations, 1996 and applicable circulars and notifications issued by SEBI from time to time as well our compliance with the various best practice circulars and guidelines issued by the Association of Mutual Funds in India ("**AMFI**") from time to time.

Our compliance team is led by our Chief Compliance Officer whose primary responsibilities include monitoring compliance with the applicable regulations, policies and processes, reporting, creating awareness of regulatory changes, and safeguarding investor interests through transparent disclosures. The Chief Compliance Officer updates our Board and our Audit Committee at their meetings on various compliance matters. The compliance team stays abreast of changes in regulatory requirements, liaises with the regulator, business intermediaries, AMFI and industry players, provides training to the relevant functions and facilitates implementation of new regulatory requirements. The compliance team presents regular reports to the Board, highlighting regulatory updates and compliance status.

Furthermore, in accordance with applicable regulations, we are subject to various audits and inspections such as statutory audit, internal audit, SEBI inspection, systems audit, cyber security and cyber resilience audit amongst others. To comply with applicable statutory requirements, we have established robust systems and processes and have implemented several internal policies and procedures. We have a compliance manual, which lists the applicable regulatory requirements, regulatory timelines and assigns responsibility to the concerned business functions for compliance. We have a Code of Conduct and Ethics Policy, Personal Securities Trading Policy, Policy for leakage or suspected leakage of Unpublished Price Sensitive Information, Whistle Blowing Policy, Policy on Institutional Mechanism for identification and deterrence of potential market abuse and policies such as accessible usage policy for internet and data, risk management policy, information transfer policy to prevent unauthorized access or copying or transmission of data, policy on privacy & security of information, social media usage policy, incident management policy, investment policy, valuation policy, stewardship code and voting rights policy, amongst others, for internal compliance. We review and update these policies and manuals periodically.

We actively monitor changes in regulations/ circulars related to mutual funds. Once a change is identified, the relevant teams are informed which assess the potential impact on processes, products and internal controls. Cross-functional meetings are held to collaborate and identify necessary changes and prepare for implementation. Wherever necessary, training sessions are undertaken to ensure understanding and compliance with changes in regulatory requirements. We implement necessary changes and establish a mechanism to monitor on-going compliance.

Furthermore, the policies and manuals of our Company are reviewed by the respective policy/ manual owners on a periodical basis. Changes in policies / manuals can stem from regulatory changes, changes required to improve processes, amongst others. Relevant departments identify and propose the need for revision along with justification. The proposed changes then undergo a formal review and approval process by the relevant internal committee, followed by the relevant board level committee and the Board. The revised policy is then adopted. Wherever necessary, training sessions are undertaken to ensure that the employees understand the changes in the policy.

Risk Management

We have a comprehensive risk management framework in accordance with SEBI regulations to effectively manage key risks. Risk management is integrated with major business processes such as strategic planning, operational management, and investment decisions to ensure consistent consideration of risks in all decision-making.

Our risk management framework is designed to:

- reduce the frequency and impact of unexpected losses;

- increase awareness, accountability, and transparency of operational risks;
- improve the effectiveness of processes and controls;
- ensure that risks are managed within defined risk limits as per regulations and internal limits;
- enhance the risk and control culture; and
- protect our brand's reputation.

Our risk management framework provides guidance with respect to management for all risks relevant for our Company and the schemes of Canara Robeco Mutual Fund. To ensure an effective and integrated risk management process, our Company has defined three lines of defense model - first line of defense comprises the heads of the respective departments; second line of defense comprises oversight functions, i.e., risk management, infosec and compliance; and the third line of defense is the internal auditor.

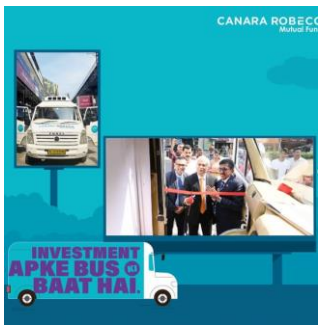
Our Board approved risk management framework lists out our approach to risk management and the roles and responsibilities of all stakeholders. Our Board level Audit Committee and Risk Management Committee are responsible for overseeing the risk management framework, reviewing the key risks and mitigation strategies, and ensuring the effectiveness of risk management policies and procedures. Our senior management also ensures that the risk management framework is effectively implemented within all areas of respective functions. Our Company continuously adapts to industry best practices that address regulatory changes, organizational structure, emerging technologies, dynamic market conditions, and business growth. We utilize various risk management tools such as incident reporting, risk and control self-assessment, and risk register, whereby risk owners are involved in the ongoing assessment and improvement of risk management and controls. Additionally, internal auditor carries out internal control reviews and provides an independent report to the Audit Committee on the adequacy and effectiveness of risk management framework and internal controls of the organization. Our statutory auditor carries out a review of our internal controls over financial reporting to the extent of the scope laid out in their audit plans. All significant audit observations and follow-up actions thereon are periodically reported to the Audit Committee and closely monitored for effective implementation.

Investor Awareness

We are committed to promote financial literacy through various investor education programmes and initiatives across the country. This include creating and distributing various investor education collaterals, advertisement in various magazines and conducting investor awareness programmes.

Furthermore, in the year 2024, we initiated the "*Nivesh Bus Yatra*". Buses were transformed into classrooms where we conducted investor education programs for the public. These sessions covered investment basics and financial planning with a special focus on SIPs, STPs, and SWPs.

The images below set forth highlights of "*Nivesh Bus Yatra*":





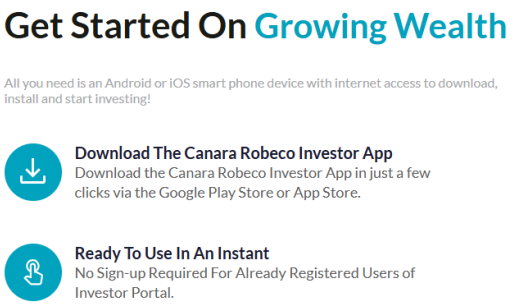


Digital Eco-system and Cyber-Security

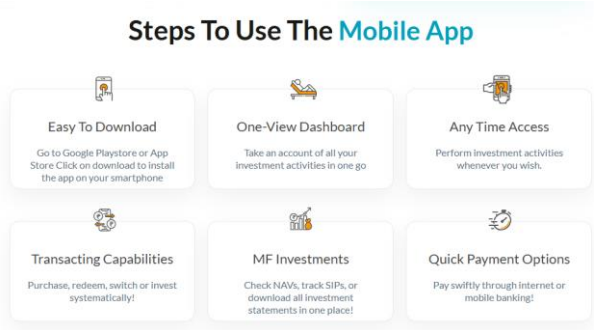
Our digital ecosystem includes a corporate portal and an application for investors, a transaction portal for distributors, and a dedicated platform for investor education. We have integrated various analytical tools to track user behaviour across these platforms, aiding in the assessment of our digital assets' performance and identifying optimisation opportunities. Periodically, we run online campaigns through various third-party platforms.

Our Canara Robeco Mutual Fund Investor Application allows convenient and quick way to access the investor services offered by Canara Robeco Mutual Find and is an easy to use one stop shop for all the existing investor services. The infographics below sets forth key benefits of the Canara Robeco Mutual Fund Investor Applications:









We utilise a multi-channel communication approach to connect with our investors and distributors. The Information Technology and Information Security Teams jointly manage our Company's information security, along with additional support from third-party vendors and service providers. Our risk management strategy comprises continuous third-party risk management and internal risk assessments. Our specialised team monitors security events 24/7 all year round, handling monitoring and incident response efficiently.

Data protection and privacy are crucial for our operations. We collect, process, and store only the data necessary for business operations, strictly adhering to data protection and privacy laws. Our commitment to safeguarding personal data is central to building investor trust in our platform's security. All our technology solutions, including software applications and tools, are developed with a "security first" mindset. Our website features cybersecurity measures warning investors from fake social media groups and other malicious activities.

To protect our infrastructure from malicious traffic, hacking, and DDoS attempts, we deploy web application firewalls and custom security solutions. We ensure data encryption during transit and storage using effective cryptographic protocols. Additionally, we implement multi-factor authentication and other security measures to manage and authorise access to personal and confidential information.

We have also launched an application specifically for our mutual fund distributors, enabling them to initiate transactions on behalf of their investors and monitor their portfolios.

Competition

Our fee structure and our expenses depend on the competitive landscape in which we operate. We face competition from companies seeking to attract customers' financial assets, including other mutual fund companies, traditional and online brokerage firms and other financial institutions.

The financial services industry in India is rapidly evolving and competitive. Our key listed competitors in the mutual fund space include Nippon Life Asset Management Company Limited, HDFC Asset Management Company, Aditya Birla Sun Life AMC Limited, and UTI Asset Management Company Limited, amongst others. Mutual funds also compete with products such as insurance, bank deposits, pension products, small savings schemes, as well as gold and real estate.

For further information, see "*Risk Factors – Internal Risks - We operate in a competitive industry and our business and results of operations may be negatively affected if we are unable to compete with our competitors.*" on page 47.

Employee Training and Human Resources

Employee Training

We offer training programmes for our employees to ensure they are well-equipped and able to comply with our compliance standards. We have a comprehensive employee code of conduct applicable to all our employees (permanent or contractual) representing our Company to ensure that our employees perform their work in an ethical and professional manner and encourage their subordinates / other employees to do the same.

Employee Benefits and Human Resources

Our employee benefits and compensation policies aim to attract and retain qualified and experienced talent. We ensure our employees receive fair compensation, recognition for their efforts, and opportunities to develop their skills, so they can continue contributing to our company's success. Additionally, we offer benefits and programmes, including insurance, training, educational assistance, inter-department moves, and employee relocation.

As of June 30, 2025, we had 325 employees. The table below sets forth details of our employees' department wise:

Department	Number of employees
Sales	142
Customer Service	52
Investment – Equities	17
Operations	14
Products and Digital Business	13
Finance and Control	10
Investment – Fixed Income	7
Corporate Development & MIS	7
Information Technology	7
Human Resources	9
Mid-office and Investor Relations	5
Risk Management	4
Distribution Services	4
Secretarial and Legal	6
Administration	3
Compliance	4
Information Security	4
Marketing	4
Investment – Offshore Investments	2
Management	2
Management Office	2
Sales Support	4
Strategic Alliance	3
Grand Total	**325**

Note: The data includes employees who have resigned and are serving their notice period and excludes off roll senior consultants and interns. As of June 30, 2025, we had 69 off-roll employees.

Corporate Social Responsibility

We have constituted a corporate social responsibility committee and have formulated a corporate social responsibility policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. Our Board has approved activities for corporate social responsibility. Our corporate social initiative amongst others includes promotion of education, distribution of cycles, financial literacy programs and contribution to Prime Minister's National Relief Fund or PM Cares Fund. Our corporate social responsibility expenditure during three months ended June 30, 2025, and June 30, 2024, and Fiscals 2025, 2024, and 2023, were ₹ 8.60 million, ₹ 6.24 million, ₹ 23.59 million, ₹ 15.73 million, and ₹ 10.83 million, respectively.





Awards and Accreditations

Over the years, our Company and members of our investment team have received various awards and accreditations for our performance during the last three Fiscals.

For further information, see "*History and Certain Corporate Matters – Awards and Accreditations*" on page 291.

Insurance

We maintain insurance policies that we believe are customary for companies operating in our industry. Our principal types of coverage include directors & officers liability insurance, professional indemnity insurance, crime insurance, car insurance, office asset insurance, cyber liability insurance, group Mediclaim floater insurance, group personal accidental insurance and group life insurance policy.

Intellectual Property

We do not own the trademarks "Canara" and "Robeco", which are registered under various classes of the Trademarks Act, 1999, in favour of our Promoters, who own 100% of the shareholding of our Company as of the date of this Red Herring Prospectus.

Pursuant to a trademark license agreement dated September 26, 2007 between Canara Bank, one of our Promoters, and our Company ("**Canara 2007 Agreement**"), Canara Bank granted a non-exclusive, non-transferable, royalty free license to our Company to use the "Canara Bank" trademark and logo ("**Canara Trademark**") for the purpose of, including but not limited to, preparing, branding, marketing and distributing the fund units of the Canara Robeco Mutual Fund ("**CRMF**") in India. Subsequently, pursuant to a trademarks license agreement dated April 22, 2025 ("**Canara 2025 Agreement**") amongst Canara Bank, our Company and CRMF Trustee Private Limited (together with our Company, the "**Licensees**"), the Canara 2007 Agreement will terminate upon completion of the Offer, and the Licensees shall be provided a non-exclusive, non-transferable, non-assignable, non-sublicensable, royalty-free license to use the Canara Trademark, only in combination with the Robeco Trademark (defined below), and consistent with

its past usage for the purposes of preparing, branding, marketing and distributing fund units of CRMF, as part of their corporate names (as applicable), domain names and in their corporate material. In accordance with the Canara 2025 Agreement, our Company has agreed to formulate a brand transition plan with an objective to transition to a new brand within the term of the Canara 2025 Agreement such that the new brand does not incorporate any elements of the Canara Trademark or marks which are deceptively similar to the Canara Trademark. The Canara 2025 Agreement is a fixed term agreement and shall terminate, amongst other things, upon the expiration of a period of two years from the date of the agreement, However, in the event either or both of the Licensees have not transitioned away from the Canara Trademark to a new brand within such time, the Canara 2025 Agreement may be extended by one year, in accordance with the terms of the Canara 2025 Agreement.

Furthermore, pursuant to a trademark license agreement dated September 26, 2007 between OCE (formerly known as Robeco Groep N.V.) one of our Promoters, and our Company ("**Robeco 2007 Agreement**"), and subsequently, (upon all the Robeco trademarks being transferred from OCE to Robeco Holding B.V. ("**Robeco Holding**")), an inter-company trademark license agreement dated June 1, 2017 ("**Robeco 2017 Agreement**") between Robeco Holding, our Company and certain other parties, Robeco Holding granted a non-exclusive, non-transferable, royalty free license to our Company to use the "Robeco" trademark and logo ("**Robeco Trademark**") for the purpose of, including but not limited to, preparing, branding, marketing and distributing the fund units of CRMF in India. Subsequently, pursuant to a trademarks license agreement dated April 24, 2025 ("**Robeco 2025 Agreement**") amongst Robeco Holding, our Company and CRMF Trustee Private Limited (together with our Company, the "**Licensees**"), the Robeco 2007 Agreement and Robeco 2017 Agreement will terminate with effect upon completion of the Offer, and the Licensees shall be provided a non-exclusive, non-transferable, non-assignable, non-sublicensable, royalty-free license to use the Robeco Trademark only in combination with the Canara Trademark, and consistent with its past usage for the purposes of preparing, branding, marketing and distributing fund units of CRMF, as part of their corporate names (as applicable), domain names and in their corporate materials. In accordance with the Robeco 2025 Agreement, our Company has agreed to formulate a brand transition plan with an objective to transition to a new brand within the term of the Robeco 2025 Agreement such that the new brand does not incorporate any elements of the Robeco Trademark or marks which are deceptively similar to the Robeco Trademark. The Robeco 2025 Agreement is a fixed term agreement and shall terminate, amongst other things, upon the expiration of a period of two years from the date of the agreement, However, in the event either or both of the Licensees have not transitioned away from the Robeco Trademark to a new brand within such time, the Robeco 2025 Agreement may be extended by one year, in accordance with the terms of the Robeco 2025 Agreement.

For details, see "*Risk Factors – Internal Risks - We have licensed the trademarks "Canara" and "Robeco" from Canara Bank and Robeco Holding, respectively and the termination of the trademark license agreements could adversely impact our business and results of operations*" and "*History and Certain Corporate Matters – Shareholders' agreements and other material agreements*" on pages 40 and 292, respectively.

Properties

Our Registered and Corporate Office is located at Construction House, 4th Floor, 5 Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001, Maharashtra, India. Our Registered and Corporate Office is leased from a third-party and is valid until February 28, 2026. We also have a business continuity office in Mumbai, Maharashtra, India leased from a third party for a period of three years and is valid until September 30, 2026. Our business continuity office is used during disaster recovery ("**DR**") drills that are conducted to ensure that the operations, finance, and front office teams can seamlessly carry out their day-to-day activities. The designated DR site also serves as a contingency workspace during disaster situations, specifically when users are unable to access our Registered and Corporate Office. Furthermore, as of June 30, 2025, we had also leased co-working spaces at 24 cities in India for sales activities.

As of June 30, 2025, we had 25 branches across India. The table below sets forth location, lease agreement period and activities undertaken at our branches, as of June 30, 2025:

S No	Location	Agreement Validity	Activities Undertaken
1.	Ahmedabad, Gujarat, India	Until July 31, 2027	Branch office for point of acceptance,
2.	Bengaluru, Karnataka, India	Until July 31, 2025	
3.	Vadodara (163), Gujarat, India	Until September 30, 2028	

S No	Location	Agreement Validity	Activities Undertaken
	Vadodara (164), Gujarat, India		sales and customer service
	Vadodara (165), Gujarat, India		
4.	Bhubaneshwar, Odisha, India	Until May 31, 2026	
5.	Chandigarh, India	Until February 28, 2030	
6.	Chennai, Tamil Nadu, India	On a monthly basis	
7.	Delhi (804), India	Until April 30, 2026	
	Delhi (805), India		
8.	Panaji, Goa, India	Until January 31, 2031	
9.	Guwahati, Assam, India	Until April 30, 2026	
10.	Hyderabad, Telangana, India	Until July 31, 2026	
11.	Indore, Madhya Pradesh, India	Until March 31, 2026	
12.	Jaipur, Rajasthan, India	Until May 31, 2029	
13.	Kanpur, Uttar Pradesh, India	Until February 28, 2030	
14.	Kochi, Kerala, India	Until July 31, 2028	
15.	Kolkata, West Bengal, India	Until March 31, 2029	
16.	Lucknow, Uttar Pradesh, India	Until May 31, 2027	
17.	Mangalore, Karnataka, India	Until March 31, 2026	
18.	Mumbai, Maharashtra, India	Until February 28, 2030	
19.	Mumbai, Maharashtra, India	Until February 28, 2026	
20.	Nagpur, Maharashtra, India	Until June 30, 2026	
21.	Nashik, Maharashtra, India	Until May 31, 2029	
22.	Patna, Bihar, India	Until June 30, 2027	
23.	Pune, Maharashtra, India	Until October 31, 2026	
24.	Rajkot, Gujarat, India	January 31, 2030	
25.	Surat, Gujarat, India	Until September 30, 2028	

Note:

Except the branch located in Chennai, Tamil Nadu which has been leased from one of our Promoters, Canara Bank, all other branches are located on premises which have been leased from third parties.

We own two residential flats in Mumbai, Maharashtra, India, as of June 30, 2025 which are being used for employee accommodation purposes.

KEY REGULATIONS AND POLICIES

The following is an indicative summary of certain relevant industry specific laws, regulations and policies which are applicable to our business and operations in India. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of the Indian law, which are subject to amendments or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions. For details of government approvals obtained by our Company in compliance with these regulations, see "Government and Other Approvals" beginning on page 435 of this Red Herring Prospectus.

SEBI Act

The main legislation governing the activities in relation to the securities markets in India is the SEBI Act and the rules, regulations and notifications framed thereunder. The SEBI Act was enacted to provide for the establishment of SEBI whose function is to protect the interests of investors and to promote the development of, and to regulate, the securities market. The SEBI Act also provides for the registration and regulation of the function of various market intermediaries including stock brokers, depository participants, merchant bankers, portfolio managers, investment advisers, and research analysts. Pursuant to the SEBI Act, SEBI has formulated various rules and regulations to govern the functions and working of these intermediaries. SEBI also issues various circulars, notifications and guidelines from time to time in accordance with the powers vested with it under the SEBI Act. SEBI has the power to impose (i) monetary penalty under the SEBI Act and the regulations made thereunder, and (ii) penalties prescribed under various regulations, including suspending or cancelling the certificate of registration of an intermediary and initiating prosecution under the SEBI Act. Further, SEBI has the power to conduct inspection of all intermediaries in the securities market, including stock brokers, sub-brokers, investment advisers, merchant bankers, underwriters, research analysts, to ensure, amongst others, that the books of account are maintained in the manner required in accordance with applicable law.

In addition to the SEBI Act, the key activities of our Company are also governed by the following acts, rules, regulations, notifications and circulars.

SEBI (Mutual Funds) Regulations, 1996

Overview

The SEBI (Mutual Funds) Regulations, 1996 ("**SEBI Mutual Fund Regulations**")define a mutual fund as a fund established in the form of a trust to raise monies through the sale of units to the public or a section of the public under one or more schemes for investing in securities, money market instruments, gold or gold related instruments, silver or silver related instruments, real estate assets and such other assets and instruments as may be specified by SEBI from time to time. The SEBI Mutual Fund Regulations govern a wide range of matters in relation to a mutual fund including eligibility of the sponsor, asset management company ("**AMC**") and the trustee, registration of the mutual fund and appointment of the AMC, procedure for launch of schemes, management of a mutual fund and winding up of a scheme. SEBI also issues circulars, guidelines and notifications under this regulation from time to time, amongst other things, for the benefit and protection of the investors. SEBI may grant a certificate of registration to a mutual fund, subject to terms and conditions as laid down and subject to compliance of all directives, guidelines and/or circulars issued by SEBI from time to time. The sponsors of the mutual fund settle the trust through a trust deed. The schemes of the mutual fund are launched and managed by an AMC appointed by the trustees of the mutual fund trust pursuant to an investment management agreement.

Eligibility and appointment of an AMC

Under the SEBI Mutual Fund Regulations, an AMC is defined as a company formed and registered under the Companies Act which has received the approval of SEBI to act as an AMC to a mutual fund. To obtain SEBI's approval, an AMC has to be compliant with the prescribed eligibility criteria which includes, amongst other things, the following:

a) the directors of the AMC are persons having adequate professional experience in finance and financial services related field and have not been found guilty of moral turpitude or convicted of any economic offence or violation of securities laws;

b) the key personnel of the AMC have not been found guilty of moral turpitude or convicted of economic offence or violation of securities laws or worked for any AMC or mutual fund or any intermediary during the period when its registration was suspended or cancelled at any time by SEBI;

c) the board of directors of the AMC has at least fifty percent directors, who are not associate of, or associated in any manner with, the sponsor or any of its subsidiaries or the trustees;

d) the chairman of the AMC should not be a trustee of any mutual fund;

e) the net worth of the AMC should not be less than ₹50 crore, and should be deployed in assets as may be specified by SEBI;

f) the AMC is a fit and proper person.

g) in case the AMC is an existing AMC, it must have a sound track record, general reputation and fairness in transactions; and

h) the net worth of the AMC as mentioned in (e) above is required to be maintained on a continuous basis.

The approval from SEBI is subject to the continued compliance by the AMC with the terms and conditions provided under the SEBI Mutual Fund Regulations.

Either the sponsor, or, if the power has been given under the trust deed to the trustee, then the trustee shall appoint the AMC approved by SEBI for the investment and management of funds of the schemes of the mutual fund. The trustee and the AMC are mandated under the SEBI Mutual Fund Regulations to enter into an investment management agreement in accordance with the SEBI Mutual Fund Regulations.

Functioning of the AMC

The SEBI Mutual Fund Regulations regulate the functioning of the AMC. The AMC is prohibited from acting as a trustee to any mutual fund. Additionally, the AMC cannot undertake any business activities other than in the nature of management and advisory services provided to pooled assets including offshore funds, insurance funds, pension funds, provident funds, or such categories of foreign portfolio investor subject to such conditions, as may be specified by SEBI from time to time, if any such activities are not in conflict with the activities of the mutual fund. Further, the AMC may, itself or through its subsidiaries, undertake portfolio management services and advisory services for other than broad based funds, subject to satisfaction of certain conditions prescribed by SEBI. The obligations of the AMC include inter alia a duty on the AMC to exercise due diligence and care in its investment decisions to ensure that the investment of funds pertaining to any scheme is not contrary to the provisions of the SEBI Mutual Fund Regulations, be responsible for the acts of commission or omission by its employees or other persons whose services are procured by the AMC, to obtain in-principle approvals from the stock exchanges where the units of the schemes of the mutual fund are proposed to be listed, the AMC or its directors or officers not being absolved of any liability to the mutual fund for their acts of commission or omission while holding such position or office, AMC and the sponsor of the mutual fund being liable to compensate affected investors and/or the scheme for any unfair treatment to any investor as a result of inappropriate valuation, and the AMC to submit quarterly reports to the trustees on its activities and compliance with the regulations, amongst others.

The SEBI Mutual Fund Regulations also provides that: (a) the chief executive officer (whatever be the designation) of an AMC is required to ensure that the mutual fund complies with all the provisions of the SEBI Mutual Fund Regulations and the guidelines or circulars issued in relation thereto from time to time and that the investments made by the fund managers are in the interest of the unit holders and shall also be responsible for the overall risk management function of the mutual fund and (b) the Chief Executive Officer (whatever be the designation) is also required to ensure that the AMC has adequate systems in place to ensure that the code of conduct for fund managers and dealers introduced under the SEBI Mutual Fund Regulations, are adhered to in letter and spirit. Any breach of the mentioned code is required to be brought to the attention of the board of directors of the AMC and its trustees.

The SEBI Mutual Fund Regulations also provide the trustees with the responsibility of overseeing the functioning of the AMC. The trustees have the right to obtain from the AMC such information that they deem to be necessary. The board of directors of the AMC can be appointed only with the prior approval of the trustees. The trustees are required to ensure that the schemes that are floated by the mutual fund are managed by an AMC and that the AMC has not given any undue or unfair advantage to any of its associates or dealt with any of the associates of the AMC in any manner detrimental to the interest of the unit holders. The trustees shall also ensure that the transactions entered into by the AMC are in accordance with the SEBI Mutual Fund Regulations and the scheme. The trustees shall take steps to ensure that the transactions of the mutual fund are in accordance with the provisions of the trust deed. The trustees shall approve the policy for empanelment of brokers by the AMC and shall ensure that the AMC has been diligent in empanelling the brokers, in monitoring securities transactions with brokers and avoiding undue concentration of business with any broker. Further, the trustees are required to periodically review the complaints that have been received from the investors by the AMC as well as redressal of the same. All schemes shall be launched by the AMC after it has been approved by the trustees and a copy of the offer document has been filed with SEBI.

Shareholding in an AMC

Under the SEBI Mutual Fund Regulations, the sponsor of the mutual fund is required to contribute at least 40% to the net worth of the AMC. Further, any person who holds 40% or more of the net worth of an AMC is deemed to be a sponsor and is required to fulfil the eligibility criteria for sponsors under the SEBI Mutual Fund Regulations. No change in the control of an AMC shall be made unless (a) prior approval of the trustees and SEBI is obtained; (b) a written communication about the proposed change is sent to each unitholder and an advertisement is given in one English daily newspaper having nationwide circulation and in a newspaper in the language of the region where the Head Office of the mutual fund is situated; and (c) the unit holders are given an option to exit from the schemes on the prevailing net asset value without any exit load within a time period of not less than 30 calendar days from the date of communication. Under the SEBI Mutual Fund Regulations, the term 'control' is defined to

mean: (i) in the case of a company any person, either individually or together with persons acting in concert, who directly or indirectly, own, control or hold shares carrying not less than 10% of the voting rights of such company; or (ii) as between two companies, if the same person, either individually or together with persons acting in concert, directly or indirectly, own, control or hold shares carrying not less than 10% of the voting rights of each of the two companies; or (iii) majority of the directors of any company who are in a position to exercise control over the AMC.

No sponsor of a mutual fund, its associate or group company including the AMC of the mutual fund, through the scheme of the mutual fund or otherwise, individually or collectively, directly or indirectly, nor any shareholder holding 10% or more of the shareholding or voting rights of the AMC or the trustee company shall have (a) 10% or more of the shareholding or voting rights in an AMC or trustee company of any other mutual fund; or (b) representation on the board of the AMC or the trustee company of any other mutual fund.

Removal of the AMC

Under the SEBI Mutual Fund Regulations, the appointment of the AMC may be terminated by majority of the trustees or by 75% of the unit holders of the schemes of the mutual fund. However, any change in the appointment of the AMC shall be subject to prior approval of SEBI and the unit holders of the schemes of the mutual fund.

Alignment of interest of AMCs with the Unitholders of the Mutual Fund Schemes

The AMC is required to invest such amounts in such schemes of the mutual fund, based on the risks associated with the schemes, as specified by SEBI from time to time.

Expenses Charged to Mutual Funds Schemes by an AMC

The SEBI Mutual Fund Regulations also prescribe the total expense ratio limits for the investment and advisory fees that asset management companies can charge to mutual fund schemes and the expenses (including, *inter alia*, marketing and selling expenses including agents' commission, if any, brokerage and transaction costs, registrar services for transfer of units sold or redeemed, fees and expenses of trustees, audit fees, custodian fees and investor communication costs but excluding issue or redemption expenses) that these schemes can incur, and prohibits certain categories of expenses from being charged to mutual fund schemes. All expenses incurred by a scheme are required to be within the limits specified under the SEBI Mutual Fund Regulations.

However, if the actual expenses incurred by the funds/ schemes managed by the AMC exceed the limits prescribed by SEBI, such expenses shall be borne by the AMC or trustee or sponsors, subject to the SEBI Mutual Fund Regulations.

Restrictions on business activities of the AMC

The AMC shall not act as the trustee of a mutual fund or undertake any business activities other than in the nature of management and advisory services provided to pooled assets including offshore funds, insurance funds, pension funds, provident funds, or such categories of foreign portfolio investor subject to such conditions, as may be specified by SEBI from time to time, if any of such activities are not in conflict with the activities of the mutual fund.

Provided that the AMC may, itself or through its subsidiaries, undertake such activities, if, -

(i) it satisfies SEBI that bank and securities accounts are segregated activity wise;

(ii) it meets the capital adequacy requirements, if any, separately for each such activity and obtains separate approval, if necessary under the relevant regulations;

(iii) it ensures that there is no material conflict of interest across different activities;

(iv) the absence of conflict of interest shall be disclosed to the trustees and unit holders in the scheme information document and the statement of additional information;

(v) there are unavoidable conflict of interest situations, it shall satisfy itself that disclosures are made of source of conflict, potential 'material risk or damage' to investor interests and detailed parameters for the same;

(vi) it appoints separate fund manager for each separate fund managed by it unless the investment objectives and asset allocation are same and the portfolio is replicated across all the funds managed by the fund manager. The requirements of this clause shall not apply if the funds managed are of such categories of foreign portfolio investor subject to such conditions, as may be specified by SEBI from time to time;

(vii) it ensures fair treatment of investors across different products that shall include, but not be limited to, simultaneous buy and sell in the same equity securities only through market mechanism and a written trade order management system; and

(viii) it ensures independence to key personnel handling the relevant conflict of interest is provided through removal of direct link between remuneration to relevant AMC personnel and revenues generated by that activity:

However, the AMC may, by itself or through its subsidiaries, undertake portfolio management services and advisory services for other than broad based funds till further directions, as may be specified by SEBI, subject to compliance with the following additional conditions:-

(i) it satisfies SEBI that the key personnel of the AMC, the system, back office, bank and securities accounts are segregated activity wise and there exists systems to prohibit access to inside information of various activities;

(ii) it meets the capital adequacy requirements, if any, separately for each such activity and obtains separate approvals, if necessary, under the relevant regulations.

However, the AMC may become a proprietary trading member for carrying out trades in the debt segment of the recognised stock exchanges, on behalf of its mutual fund schemes and may also become a self-clearing member of the recognised clearing corporations to clear and settle trades in the debt segment on behalf of its mutual fund schemes.

Code of Conduct for Fund Managers and Dealers

Pursuant to the SEBI (Mutual Funds) (Second Amendment) Regulations, 2020, fund managers (whatever be the designation), are required to abide by the Code of Conduct for Fund Managers and Dealers specified in Part-B of the Fifth Schedule of the SEBI Mutual Fund Regulations and submit a quarterly self-certification to the trustees that they have complied with the said code of conduct or list exceptions, if any. The code of conduct includes, inter alia, (i) general obligations such as ensuring that the investments are made in the interest of unit holders, striving for highest ethical and professional standards to enhance the reputation of the markets, acting honestly in dealing with other market participants, not offering or accepting any inducement in connection with the affairs or business of managing the funds of unitholders which is likely to conflict with the duties owed to unitholders, disclose all interest in securities as required under applicable laws, not receive any gift or entertainment which is not in adherence of the gift and entertainment policy of the AMC; (ii) communication channels, disclosures, need for transparency; and (iii) execution standards including maintaining written records, the decision of buying or selling securities together with detailed justification for such decisions and not indulging in any act of practice resulting in artificial window dressing of the net asset value.

Other Regulations and Circulars

Chapter IX of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Obligations of listed entity which has listed its mutual fund units

SEBI vide Chapter IX of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has directed all AMCs managing the mutual fund scheme whose units are listed on the recognised stock exchange(s) to intimate the stock exchanges of the following details in the format prescribed by SEBI / the exchanges, as applicable: (i) net asset value (NAV), monthly portfolio and half yearly portfolio of schemes whose units are listed on such stock exchanges; (ii) movement in unit capital of schemes whose units are listed on the stock exchanges; (iii) rating of the scheme (and any changes to such ratings) whose units are listed on the stock exchanges; (iv) imposition of penalties and material litigations against the listed AMC and the mutual fund; and (v) any prohibitory orders straining the listed AMC from transferring units registered in the name of the unit holders.

The AMC is required to upload such documents / information on their website as well as submit the same to the stock exchanges for dissemination.

Key Circulars applicable to Mutual Funds

Categorisation and Rationalisation of mutual fund schemes

In terms of Chapter 2, Part IV of the SEBI Master Circular for Mutual Funds dated June 27, 2024 (Reference No. SEBI/HO/IMD/IMD-PoD-1/P/CIR/2024/90(("**MF Master Circular**"), SEBI has prescribed the guidelines for categorisation and rationalisation of mutual fund schemes in order to bring in uniformity in the characteristics of similar type of schemes launched by different mutual funds.

Mutual fund schemes are classified under five groups, namely, equity schemes, debt schemes, hybrid schemes, solution oriented schemes and other schemes. These five groups are further divided into various categories, including multi cap fund, large cap fund, large & mid cap, mid cap fund, small cap fund, dividend yield fund, value fund/ contra fund, focused fund, sectoral / thematic fund, equity linked savings scheme, flexi cap fund, overnight fund, liquid fund, ultra short duration fund, low duration fund, money market fund, short duration fund, medium duration fund, medium to long duration fund, long duration fund, dynamic bond, corporate bond fund, credit risk fund, banking and PSU fund, gilt fund, floater fund, arbitrage fund, conservative hybrid fund, retirement fund, children's fund, index fund etc. Further, the scheme characteristics and scheme type of each existing scheme were to be suitably modified to be aligned with the relevant category. Only one scheme for each category is permitted, with the following exceptions - (a) index funds/exchange traded funds replicating or tracking different indices; (b) fund of funds having different underlying schemes; and (c) sectoral/thematic funds investing in different sectors/themes.

Further, mutual funds were required to analyse each of their existing schemes in light of the specified categories and submit their proposals to SEBI, upon receipt of due approvals from their trustees. Such proposals were required to specify the course of action such as winding up, merger or changes in the fundamental attributes in respect of the existing schemes that were not in alignment with the categories specified in the said circulars. Any such action required approval of the trustee of the mutual fund and in case of a merger or change in any fundamental attribute, an exit option was required to be provided to the unitholders at the prevailing NAV without any exit load. Pursuant to observations issued by SEBI in this regard, mutual funds were required to carry out necessary changes within a period of three months.

Further, in terms of paragraph 2.6.2, table A of the MF Master Circular, SEBI has partially modified the scheme characteristics of multi cap funds, and directed that multi cap funds shall invest a minimum of 75% of their total assets in equity and equity related instruments, such that a minimum of 25% of their total assets are allocated to equity and equity related instruments of each of large cap companies, mid cap companies and small cap companies, respectively.

Enhancing fund governance for mutual funds

In terms of paragraph 6.3 and 6.4 of Chapter 6, Part I of the MF Master Circular in relation to enhancing fund governance for mutual funds, SEBI has prescribed the tenure of independent trustees of Mutual Funds ("**Independent Trustees**") and independent directors of AMCs ("**Independent Directors**") and appointment, eligibility and tenure of auditors of the mutual fund. With respect to the tenure of Independent Trustees and Independent Directors, the aforesaid circular, inter alia, prescribes that an independent trustee and independent director shall hold office for a maximum of two terms with each term not exceeding a period of five consecutive years. Further, no independent trustee or independent director shall hold office for more than two consecutive terms; however such individuals shall be eligible for re-appointment after a cooling-off period of three years. During the cooling-off period, such individuals should not be associated with the concerned mutual fund, AMC and its subsidiaries and/or the sponsor of AMC in any manner whatsoever. With respect to the auditors of the mutual fund, the aforesaid circular, *inter alia*, prescribes that no mutual fund shall appoint an auditor for more than two terms of maximum five consecutive years and such auditor may be re-appointed after a cooling off period of five years and during the cooling off period, the incoming auditor may not include any firm that has common partner(s) with the outgoing audit firm or any associate / affiliate firm(s) of the outgoing audit firm which are under the same network of audit firms wherein the term "same network" includes the firms operating or functioning, hitherto or in future, under the same brand name, trade name or common control.

TER for Mutual Funds

In terms of paragraph 10.1.8 to 10.1.11 of Chapter 10 of the MF Master Circular, SEBI has provided guidance in relation to change and disclosures in relation to TER, in terms of which, amongst other things, AMCs are required to prominently disclose the scheme wise and date-wise TER of all schemes, on a daily basis under a separate head "Total Expense Ratio of Mutual Fund Schemes" on their website and on the website of AMFI in the format prescribed by SEBI.

Further, any change in the base TER excluding additional expenses as per the SEBI Mutual Fund Regulations in comparison to previous base TER charged to any scheme is required to be communicated to investors of the scheme through notice via email or SMS and also update the same on their website and on the website of AMFI at least three working days prior to effecting such change. However, any increase or decrease in TER in a mutual fund scheme due to change in AUM and any decrease in TER in a mutual fund scheme due to various other regulatory requirements would not require issuance of any prior notice to the investors.

Regulation 52 (6A) (c) of the SEBI Mutual Fund Regulations allows an AMC to charge additional expenses, incurred towards different heads mentioned under Regulation 52 (2) and Regulation 52 (4), not exceeding 0.05 per cent of daily net assets of the scheme. In this respect, for mutual fund schemes, including close ended schemes, wherein exit load is not levied/not applicable, the asset management companies shall not be eligible to charge the above mentioned additional expenses for such schemes.

Investment Norms for Mutual Funds for Investment in Debt and Money Market Instruments

In terms of paragraph 12.1 of Chapter 12 of the MF Master Circular, SEBI has prescribed certain investment norms with respect to mutual funds investing in debt and money market instruments including restrictions on mutual funds investing in unlisted debt instruments including commercial papers, other than (a) government securities, (b) other money market instruments and (c) derivative products such as interest rate swaps, interest rate futures, etc. which are used by mutual funds for hedging. Further, SEBI in paragraphs 12.3 and 12.9 has also introduced restrictions in relation to (i) investment in debt instruments having structured obligations or credit enhancements; (ii) sectoral exposure; and (iii) group level exposure.

Stewardship Code for all Mutual Funds

In terms of paragraph 6.16.15 of Chapter 6 read with Annexure 10 of the MF Master Circular, mutual funds are required to mandatorily follow the stewardship code as prescribed by SEBI ("**Stewardship Code**") in connection with stewardship responsibilities of the AMC and other institutional investors in relation to their investments in listed equities. Stewardship responsibilities include monitoring and actively engaging with investee companies on various matters including operational and financial performance, strategy, corporate governance (including board structure, remuneration etc.), material environmental, social, and governance opportunities or risks and capital structure. In terms of the principles of the Stewardship Code, the AMC is required to amongst others, (i) formulate and publicly disclose a comprehensive policy on the discharge of their stewardship responsibilities, publicly disclose it, and review and update it periodically; (ii) to have a clear policy on how it manages conflicts of interest in fulfilling their stewardship responsibilities and publicly disclose it; (iii) continuously monitor the investee companies and formulate a comprehensive policy on monitoring in accordance with the Stewardship Code; (iv) to have a clear policy on intervention in their investee companies and to have a clear policy for collaboration with other institutional investors, where required, to preserve the interests of the ultimate investors, and such policy should be disclosed; (v) have a clear policy on voting and disclosure of voting activity; and (vi) should periodically report their stewardship activities.

Guidance on Enhancement of Overseas Investments Limits for Mutual Funds

In terms of paragraph 12.19 of Chapter 12 of the MF Master Circular, SEBI has prescribed the applicable limits for overseas investments per mutual fund. Mutual funds can make overseas investments subject to a maximum of US$1 billion per mutual fund, within the overall industry limit of US$7 billion, wherein US$50 million would be reserved for each mutual fund individually. Further, mutual funds are permitted to invest in overseas exchange traded funds subject to a maximum of US$300 million per mutual fund, within the overall industry limit of US$1 billion. If mutual funds launch new schemes intended to invest in overseas securities/overseas exchange traded funds, they are required to ensure that the scheme documents disclose the intended amount that they plan to invest in overseas securities/overseas exchange traded funds, subject to maximum limits as specified above. Such limits disclosed in scheme documents are valid for a period of six months from the date of closure of the new fund offer. Mutual funds shall report the utilization of overseas investment limits on a monthly basis, within 10 days from end of each month. For all ongoing schemes that invest or are allowed to invest in overseas securities/overseas exchange traded funds, an investment headroom of 20% of the average AUM in overseas securities/overseas exchange traded funds, of the previous three calendar months will be available to the mutual fund for that month to invest in overseas securities/overseas exchange traded funds, subject to the maximum limits specified above.

Investments in Overseas Mutual Funds/ Unit Trusts by Indian Mutual Funds

SEBI *vide* circular dated November 4, 2024 bearing reference number SEBI/HO/IMD/IMD-PoD-1/P/CIR/149 has clarified that in terms of paragraph 12.19.2.10 of Chapter 12 of the MF Master Circular, Indian mutual fund schemes may invest in overseas Mutual Funds/Unit Trusts ("**MF/UTs**") which have exposure to Indian securities, provided that the total exposure to Indian securities by these overseas MF/UTs is not more than 25% of their assets, and is in compliance with the additional conditions prescribed by SEBI for such investments. In case of breach of the 25% exposure limit in respect of Indian securities by the overseas MF/UT, the Indian mutual fund scheme will be granted an observance period of 6 months (from the date on which information on such breach is publicly available by way of portfolio disclosures etc.) for monitoring of any portfolio rebalancing activity by the underlying overseas MF/UT, during which period no fresh investment in such overseas MF/UT may be made. In the event of failure by the underlying overseas MF/UT to rebalance its portfolio within the 6 month period, the Indian mutual fund scheme would be required to liquidate its investment in the concerned underlying overseas MF/UT within the next 6 months ('liquidation period') from end of the observance period. If the Indian mutual fund scheme fails to liquidate its investments after the liquidation period has elapsed, the Indian mutual fund/ AMC shall (i) not be permitted to accept any fresh subscriptions in the concerned scheme, (ii) not be permitted to launch any new scheme and (iii) not levy any exit load, if any, on exiting investors.

Product Labelling in Mutual Fund Schemes - Risk-O-Meter

In terms of paragraph 17.4 and Annexure 9 of the MF Master Circular as modified by the SEBI circular bearing reference number SEBI/HO/IMD/PoD1/CIR/P/2024/150 dated November 5, 2024, SEBI has provided for product labelling in mutual funds, which are as follows: (i) risk level of a scheme will be depicted by a risk-o-meter, (ii) risk-o-meter will have six levels of risk starting from low risk to very high risk, and each level shall also be depicted using the colour scheme prescribed by SEBI in the November 5, 2024 circular, (iii) based on the scheme characteristics, mutual funds are required to assign risk level for schemes at the time of launch of scheme/new fund offer, (iv) any change in risk-o-meter of the scheme or its benchmark shall be communicated by way of Notice cum Addendum and by way of an e-mail or SMS to unitholders of that particular scheme in the format prescribed by SEBI, (v) risk-o-meter is required to be evaluated on a monthly basis and mutual funds/AMCs need to disclose the risk-o-meter along with portfolio disclosure for all their schemes on their respective website and on AMFI website within 10 days from the close of each month, (vi) mutual funds are required to disclose risk levels of schemes at the end of the financial year, along with the number of times the risk level has changed over the year, on their website and AMFI website, (vii) mutual funds are required to publish a table of scheme wise changes in risk-o-meter in their annual reports and abridged summary. As provided in paragraph 17.4.3, the product label is required to be disclosed on the front page of the initial offering application forms, scheme information documents and key information memorandum, common application form along with the information about the scheme and scheme advertisements, and shall be placed in proximity to the caption of the scheme in a manner which is prominently visible to investors. SEBI has also clarified that a change in risk-o-meter will not be considered as a fundamental attribute change of the scheme in terms of Regulation 18(15A) of SEBI Mutual Fund Regulations.

Risk-o-meter related disclosures

In terms of paragraph 5.16 of the MF Master Circular, AMCs are required to disclose risk-o-meter of the scheme wherever the performance of the scheme is disclosed and risk-o-meter of the scheme and benchmark wherever the performance of the scheme vis-à-vis that of the benchmark is disclosed, in all disclosures including promotional material or such other material stipulated by SEBI. AMCs are also required to enter into arrangements with their selected Index providers to provide the risk-o-meter for their benchmarks to the AMCs latest by the fifth day subsequent to the end of the month. Further, AMCs are also required to provide a feature wherein a link is provided to the investors to their registered email to enable the investors to directly view or download only the fortnightly, monthly and half-yearly statement of the portfolio of schemes subscribed by the said investor. The portfolio disclosure shall also include the scheme risk-o-meter, name of benchmark and risk-o-meter of benchmark.

System Audit Framework for Mutual Funds/Asset Management Companies

In terms of paragraph 6.15 of Chapter 6 read with Annexure 8 of the MF Master Circular, SEBI has laid down certain guidelines to enhance and standardize the systems audit framework for mutual funds. The audit should encompass audit of systems and processes, inter alia, related to examination of integration of front office system with the back office system, fund accounting

system for calculation of net asset values, financial accounting and reporting system for the AMC, unit-holder administration and servicing systems for customer service, funds flow process, system processes for meeting regulatory requirements, prudential investment limits and access rights to systems interface. Further, SEBI advised trustees of mutual funds/AMCs to conduct systems audit on an annual basis by an independent CISA/CISM qualified or equivalent auditor to check compliance with the applicable provisions of the MF Master Circular.

Technology Committee for Mutual Funds/Asset Management Companies

In terms of paragraph 4.8 of Chapter 4 read with paragraph (7) of Annexure 6 of the MF Master Circular, SEBI has advised AMCs to constitute a technology committee comprising experts proficient in technology. Such committee must have at least one independent external expert with adequate experience in the area of technology in mutual fund industry. Further, the technology committee is required to review cyber security and cyber resilience framework for mutual funds/AMCs on system audit framework for mutual funds and asset management companies.

Creation of a Segregated Portfolio in Mutual Fund Schemes

In order to ensure fair treatment to all investors in case of a credit event and to deal with liquidity risk, SEBI has permitted creation of segregated portfolio of debt and money market instruments by mutual funds schemes. Under paragraphs 4.4 of Chapter 4 of the MF Master Circular, SEBI has clarified that AMCs are permitted to create segregated portfolio in a mutual fund scheme, subject to: (i) downgrade of a debt or money market instrument to 'below investment grade', or (ii) subsequent downgrades of the said instruments from 'below investment grade', or (iii) similar such downgrades of a loan rating. SEBI clarified that in case of difference in rating by multiple credit rating agencies, the most conservative rating will be considered. Further, the creation of segregated portfolio needs to be based on issuer level credit events. Creation of segregated portfolio shall be optional and at the discretion of the AMC. It should be created only if the Scheme Information Document (SID) of the scheme has enabling provision for segregated portfolio with detailed disclosures made in Statement of Additional Information (SAI). All new schemes shall have the enabling provision included in the SID for creation of segregated portfolio. AMCs are required to have a detailed written down policy on creation of segregated portfolio approved by its trustees.

Norms for investment and disclosure by Mutual Funds in Derivatives

In terms of paragraph 12.25.5 and 12.25.6 of Chapter 12 of the MF Master Circular, SEBI has prescribed guidelines for participation of mutual fund schemes in Interest Rate Swaps ("**IRS**"), stating that mutual funds can enter into plain vanilla IRS for hedging purposes only if the value of the notional principal does not exceed the value of the respective existing assets being hedged by the scheme. In case the mutual fund scheme participates in the IRS through over the counter transactions, the counter party has to be an entity recognized as a market maker by RBI and exposure to a single counterparty in such transactions cannot exceed 10% of the net assets of the scheme. However, if mutual funds are transacting in IRS through an electronic trading platform offered by the Clearing Corporation of India Ltd. (CCIL) and CCIL is the central counterparty for such transactions guaranteeing settlement, the single counterparty limit of 10% will not be applicable.

Norms for Investment and Disclosure by Mutual Funds in Exchange Traded Commodity Derivatives ("ETCDs")

In terms of paragraph 12.26 of Chapter 12 of the MF Master Circular, SEBI has clarified that mutual funds are permitted to participate in ETCDs, except in commodity derivatives on 'Sensitive Commodities'. Participation of mutual funds in ETCDs shall be subject to the following investment limits: (a) mutual fund schemes shall participate in ETCDs of a particular goods (single), not exceeding 10% of net asset value of the scheme. However, the limit of 10% is not applicable for investments through Gold ETFs in ETCDs having gold as underlying; (b) in case of multi assets allocation schemes, the exposure to ETCDs shall not be more than 30% of the net asset value of the scheme; and (c) in case of other hybrid schemes excluding multi assets allocation scheme, the participation in ETCDs shall not exceed 10% of net asset value of the scheme. The NAVs of those schemes participating in ETCDs shall be updated on each business day by the AMC on their website and on the website of AMFI by 09:00 a.m. of the following calendar day. The total exposure to ETCDs shall be disclosed as a line item in the Monthly Cumulative Report (MCR) submitted by mutual funds.

At paragraph 12.26.6, SEBI has further clarified that exposures with respect to short position in ETCDs not exceeding the holding of the underlying goods received in physical settlement of ETCD contracts and short position in ETCDs not exceeding the long position in ETCDs on the same goods, will no longer be considered in the cumulative gross exposure. Additionally, mutual funds cannot write options, or purchase instruments with embedded written options in goods or on commodity futures.

Further, SEBI has clarified in paragraph 12.26.3 that no mutual fund schemes are allowed to invest in physical goods except in 'gold' through Gold ETFs. However, since mutual fund schemes participating in ETCDs can hold the underlying goods in case of physical settlement of contracts, in that case mutual funds are required to dispose of such goods from the books of the scheme, at the earliest, not exceeding the timeline prescribed: (i) 180 days from the date of holding for gold and silver, (ii) for other goods, by the immediate next expiry day of the same contract series of the said commodity, and (iii) within 30 days from the date of holding of physical goods (other than gold and silver), if the Final Expiry Date (FED) of the goods falls before the immediate next expiry day of the same contract series of the said commodity.

Alignment of interest of Designated Employees of AMCs with the unitholders of the Mutual Fund Schemes

In terms of Regulation 25(16B) of the SEBI Mutual Fund Regulations and paragraph 6.10 of Chapter 6 of the MF Master Circular as amended by the SEBI circular dated March 21, 2025 on Facilitating ease of doing business relating to the framework

on "Alignment of interest of the Designated Employees of the Asset Management Company (AMC) with the interest of the unitholders", SEBI has prescribed that a minimum slab wise percentage of the salary/ perks/ bonus/ non-cash compensation (gross annual CTC) net of income tax and any statutory contributions (i.e. PF and NPS) of the designated employees of the AMCs shall be mandatorily invested in units of mutual fund schemes in which they have a role/oversight, in the manner as prescribed in the said circular. The compensation mandatorily invested in units, as mentioned above, shall be a proportionate to the AUM of the schemes in which such designated employee has a role/oversight. Every scheme shall disclose the 'compensation, in aggregate, mandatorily invested in units for the Designated Employees', under the provisions of this Master Circular, on the website of Stock Exchanges. The disclosure shall be at quarterly aggregate level showing the total investment across all relevant employees in a specific scheme. The disclosure shall be made within 15 calendar days from the end of each quarter.

Designated employees include the chief executive officer (CEO), chief investment officer (CIO), chief risk officer (CRO), chief information security officer (CISO), chief operation officer (COO), fund manager(s), compliance officer, sales head, investor relation officer(s) (IRO), heads of other departments, dealers, direct reportees to the CEOs (excluding personal assistants or secretaries), fund management team and research team, and other employees as identified by the AMCs and trustees. Further, units allotted to the designated employees will be subject to clawback in the event of violation of Code of Conduct for employees adopted by the AMCs, fraud, gross negligence by them, as determined by SEBI. In the event of such a violation, fraud, gross negligence by designated employees, the Nomination and Remuneration Committee of AMC shall undertake the preliminary examination and provide recommendations to SEBI for consideration, after approval of the Trustees. For AMCs where the Nomination and Remuneration Committee has not been constituted, an equivalent body under the board of directors of AMC shall undertake the preliminary examination and provide recommendations to SEBI for consideration, after approval of the Trustee. The provisions of the SEBI circular dated March 21, 2025 came into effect on April 1, 2025. SEBI, vide letter dated July 30, 2025, has issued clarifications regarding SEBI Circular No. SEBI/HO/IMD/IMD-PoD-1/P/CIR/2025/36 dated March 21, 2025 on 'Alignment of interest of the Designated Employees of the Asset Management Company (AMC) with the interest of the unitholders'.

Alignment of interest of Asset Management Companies with the unitholders of the Mutual Fund Schemes

In terms of paragraph 6.9 of Chapter 6 of the MF Master Circular, SEBI has clarified that AMCs are required to invest a minimum amount as a percentage of AUM in their scheme(s), based on the risk value assigned to the scheme(s). Factors such as risk value of the scheme as per the risk-o-meter of the immediately preceding month will need to be considered when making such investments. Further AMCs are required to maintain the investment at all points of time till the completion of the tenure of the scheme or till the scheme is wound up. AMCs are required to conduct a quarterly review to ensure compliance with the requirement of investment of minimum amount in the scheme(s) which may change either due to change in value of the AUM or in the risk value assigned to the scheme. Further, based on their review of quarterly average AUM, shortfall in value of the investment in scheme(s), if any, will be required to be made good within 7 days of such review. Pursuant to such review, AMCs also have the option to withdraw any excess investment than what is required.

AMCs may invest from their net worth or the sponsor may fund the AMC to fulfil the aforesaid obligations, if required. However, the AMCs shall be required to make good the shortfall in the minimum net worth to comply with the requirement of the Mutual Fund Regulations in case of sustenance of temporary mark to market loss for two consecutive quarters. AMCs also need to ensure that such temporariness of the mark to market loss is certified by the statutory auditor. Further, AMCs are not required to invest in ETFs, index funds, overnight funds, funds of funds scheme(s) and in case of close ended funds wherein the subscription period had closed as on April 29, 2022.

Valuation of Securities with multiple put options present ab-initio

In terms of paragraph 9.3.2 of Chapter 9 of the MF Master Circular, SEBI has clarified that in respect of valuation of securities with multiple put options present ab-initio wherein put option is factored into valuation of the security by the valuation agency, if a mutual fund does not exercise the put option while in favour of the scheme, then in such cases, the mutual fund has to provide a justification for not exercising the put option to the valuation agencies, Board of AMC and Trustees on or before the last date of the notice period. As a result, the valuation agencies shall not take the remaining put options into account for the purpose of valuation of the security. The put option will be considered as 'in favour of the scheme' if the yield of the valuation price ignoring the put option under evaluation is more than the contractual yield/coupon rate by 30 basis points.

Potential Risk Class Matrix for debt schemes based on Interest Rate Risk and Credit Risk

In terms of paragraph 17.5 of Chapter 17 of the MF Master Circular, SEBI has prescribed a classification of all debt schemes in terms of a Potential Risk Class matrix consisting of parameters based on maximum interest rate risk and maximum credit risk. According to the circular, AMCs continue to retain the same category of their schemes and have full flexibility to place single/multiple schemes in any cell of the Potential Risk Class ("**PRC**") Matrix. However, once a PRC cell selection is done by the scheme, any change in the positioning of the scheme into a cell resulting in a risk (in terms of credit risk or duration risk) which is higher than the maximum risk specified for the chosen PRC cell, will be considered as a fundamental attribute change of the scheme in terms of Regulation 18(15A) of the SEBI Mutual Fund Regulations. Further, mutual funds are required to inform the unitholders about the classification in one of the 9 PRC cells and subsequent changes, if any, through SMS and by

providing a link on their website referring to the said change. For new debt schemes, the AMCs are required to choose the PRC cell at the time of filing of Scheme Information document (SID) with SEBI.

SEBI circular on Risk Management Framework for Mutual Funds

In terms of Chapter 4 of the MF Master Circular, SEBI has prescribed a revised risk management framework ("**RMF**") to provide a set of principles or standards, which *inter alia* comprise the policies, procedures, risk management functions and roles & responsibilities of the management, the board of directors of the AMC and the Trustees, fund managers, chief risk officer, chief executive officer, chief investment officer, composition of the risk management committee, guidelines for management of various key risks by the AMC. The elements of the risk management policy set out in the said circular have been segregated into 'mandatory elements' which should be implemented by the AMCs and 'recommendatory elements' which address other leading industry practices that can be considered for implementation by the AMCs, to the extent relevant to them.

Guidelines for Investment and/or Trading in Securities by Employees of AMC(s) and Trustees

In terms of paragraph 6.6 of Chapter 6 of the MF Master Circular, SEBI has prescribed the norms for investment/ trading in securities by employees of AMCs and trustees of mutual funds, which include, inter alia, introduction of an access person, revised requirements for obtaining prior approval for personal investment transactions, relaxation from the provisions of "cooling off" period for access persons in respect of investments through the secondary market, restrictions on investments by employees of the AMC, board members of the AMC and trustees /trustee company, including access persons. SEBI *vide* circular dated October 22, 2024 (*summarised below*) has clarified that the provisions of this paragraph 6.6 shall not be applicable to investments and redemptions mutual fund units. Regulation 25(9) of the SEBI Mutual Fund Regulations provides that the board of directors of the AMC and Trustees shall ensure compliance with these guidelines on a continuous basis and shall report any violations and remedial action taken by them in the periodical reports submitted to SEBI.

Inclusion of Mutual Fund units in the SEBI (Prohibition of Insider Trading) Regulations, 2015

SEBI *vide* circular bearing reference number SEBI/HO/IMD/IMD-PoD-1/P/CIR/2024/144 dated October 22, 2024 has, *inter alia*, directed the AMCs to disclose the aggregated holdings of the designated persons of the AMCs, trustees and their immediate relatives on a quarterly basis from November 1, 2024 on the platform of the stock exchanges in the format prescribed by SEBI within 10 days from the end of each quarter. Further, details of all the transactions in the units of its own mutual funds, above the threshold amount which aggregates to a value in excess of INR 15 lakhs, in one transaction or a series of transactions over any calendar quarter, per PAN across all schemes excluding the exempted schemes, executed by the designated persons of the AMC, trustees and their immediate relatives shall be reported by the concerned person to the compliance officer of AMC within 2 business days from the date of the transaction.

SEBI has further clarified that Clause 6.6 of Chapter 6 of the MF Master Circular shall not be applicable for investments and redemption of mutual fund units, and certain consequential amendments to the MF Master Circular have been made to reflect the same. For mutual funds units, the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, is required to be followed strictly by the trustees, AMC and their employees and directors.

SEBI circular on Change in Control of the Asset Management Company Involving Scheme of Arrangement Under Companies Act, 2013

In terms of paragraph 17.8.7 of Chapter 17 of the MF Master Circular, SEBI has prescribed certain guidelines to streamline the process of obtaining approval for the proposed change in control of an AMC of a mutual fund involving scheme of arrangement which needs sanction of National Company Law Tribunal ("**NCLT**") in terms of the provisions of the Companies Act, 2013, timelines for application to SEBI for its final approval pursuant to receipt of the NCLT order, etc.

Audit Committee of Asset Management Companies

In terms of paragraph 6.1.2 of Chapter 6 of the MF Master Circular, SEBI has prescribed that AMCs of mutual funds are required to constitute an audit committee, which shall be responsible for oversight of the financial reporting process, audit process, internal controls, compliance with laws and regulations and other related processes, with specific reference to operation of its mutual funds business. The MF Master Circular provides details of the role, responsibility, membership, frequency of meetings to be conducted, and other features of the audit committee of an AMC.

Discontinuation of usage of pool accounts for transactions in the units of mutual funds

In terms of paragraph 16.3 of Chapter 16 of the MF Master Circular, SEBI provided clarifications on the earlier directive regarding discontinuation of usage of pool accounts for transactions in the units of mutual funds and pooling of funds and/ or units by stock brokers / clearing members in any manner for mutual fund transactions on stock exchange platforms. Paragraph 16.3 sets out certain instances where, in case of transactions on stock exchange platforms, existing mandates being used for mutual fund transactions can continue to remain in the name of the stock brokers / clearing members; and in case of transactions on online platforms other than stock exchanges, paragraph 16.4 provides certain instances where existing mandates may continue to remain in the name of the online platforms (such as mutual fund distributors / investment advisers, MF Utilities, channel partners and other entities which hold a one-time mandate), along with revising the terms of two-factor authentication.

SEBI circular on Cybersecurity and Cyber Resilience Framework for SEBI Regulated Entities

SEBI *vide* circulars dated August 20, 2024 (Reference No. SEBI/HO/ ITD-1/ITD_CSC_EXT/P/CIR/2024/113), December 31, 2024 (Reference No. SEBI/HO/ ITD-1/ITD_CSC_EXT/P/CIR/2024/184) and March 28, 2025 (Reference No. SEBI/HO/ ITD-1/ITD_CSC_EXT/P/CIR/2025/45) has mandated all SEBI regulated entities ("**REs**") including AMCs of mutual funds to adopt a Cybersecurity and Cyber Resilience Framework ("**CSCRF**") designed to ensure that SEBI REs maintain robust cybersecurity posture, remain equipped with adequate cyber resiliency measures and can withstand, respond to, and recover from cyber threats effectively. The CSCRF circular provides standards and guidelines for strengthening cyber resilience and maintaining robust cybersecurity of SEBI REs. The key objective of CSCRF is to address evolving cyber threats, to align with the industry standards, to encourage efficient audits, and to ensure compliance by SEBI REs. The CSCRF also sets out standards formats for reporting by REs. While the provisions of the circular came into effect from January 1, 2025 (*with mutual funds/AMCs being required to comply with requirements therein by August 31, 2025*), aspects related to data localization (i.e., storage of the RE's data within the legal boundaries of India) have been kept in abeyance until further notification.

SEBI circular on Technical Clarifications to Cybersecurity and Cyber Resilience Framework for SEBI Regulated Entities

SEBI *vide* circular dated August 28, 2025 (Reference No. SEBI/HO/ ITD-1/ITD_CSC_EXT/P/CIR/2025/119) has issued certain technical clarifications to REs (including AMCs of mutual funds) in relation to, *inter alia*, (i) identification and classification of 'critical systems' by REs; (ii) implementation of suggested strategies/ methodologies such as Zero-trust networks, segmentation, no single point of failure, high availability, etc. pursuant to receipt of approval for the same from the IT committee of the RE; (iii) Mobile Application Security guidelines being recommendatory and not mandatory in nature; (iv) in case of cyber attacks, requirement for REs to take action as per their approved Cyber Crisis Management Plan (CCMP); (v) recommendation to REs to consider deploying a range of security solutions in consultation with their IT committee, such as threat simulation, vulnerability management, and decoy systems, to assess and enhance their cybersecurity posture; (vi) requirement to submit the summary of Vulnerability Assessment and Penetration Testing and cyber audit reports strictly as per the format mentioned in CSCRF; and (vii) encouraging and recommending that Qualified REs (*AMCs with AUM of more than 1 lakh crore*) to obtain ISO 27001 certification. Further, all REs have been directed to follow the comprehensive Cyber Security Audit Policy Guidelines issued by Indian Computer Emergency Response Team (CERT-In), Ministry of Electronics and Information Technology, Government of India on July 25, 2025 to ensure a consistent, effective and secure approach to cyber security audits.

Regulatory Framework for Sponsors of a Mutual Fund

Further to the main and alternate eligibility criteria set out in the SEBI Mutual Fund Regulations, SEBI in paragraph 1A.1 of Chapter 1 of the MF Master Circular has specified certain conditions for sponsors of a mutual fund, *inter alia*, (i) manner of deployment of liquid net worth by the AMC; (ii) funding requirements and maintenance of minimum positive liquid net worth in relation to acquisition of an existing AMC; (iii) pooled investment vehicles acting as sponsors of mutual funds; (iv) reduction of stake and dissociation of sponsors; and (v) reassociation of sponsors.

Roles and Responsibilities of Trustees and Board of Directors of Asset Management Companies (AMCs) of Mutual Funds

SEBI at paragraph 6.7A of Chapter 6 of the MF Master Circular has specified the "core" responsibilities for the trustees of a mutual fund, responsibilities for which trustees may avail services of third party fiduciaries (paragraph 6.7B), requirement to constitute a unit holder protection committee ("**UHPC**") along with the composition, mandate and responsibilities of the UHPC (paragraph 6.7C), timeline for compliance with the requirement of appointing an independent director as chairperson of the board of directors of the trustee company (paragraph 6.7D), and frequency of meetings between the board of directors of the trustee company and the AMC of the mutual fund (paragraph 6.7E).

Resources for Trustees of Mutual Funds

In terms of paragraph 6.8 of Chapter 6 of the MF Master Circular, SEBI has prescribed that (i) trustees shall appoint a dedicated officer having professional qualification and minimum 5 years of experience in finance and financial services related field; (ii) trustees are required to provide a confirmation that they are in compliance with the requirement of having a standing arrangement with independent firms for special purpose audit and/or to seek legal advice in case of any requirement as identified and whenever considered necessary, in their Half Yearly Trustee Reports.

Revisions to the format of Offer Documents of Mutual Fund Schemes

In terms of paragraphs 1.1.2A of Chapter 1 of the MF Master Circular, SEBI has prescribed a revised format for scheme information documents of mutual funds, aimed at streamlining the dissemination of relevant information to investors, rationalizing the preparation of SID and facilitating its periodic updation by mutual funds. In line with the new SID format, AMFI was directed to carry out necessary changes in the formats of KIM and SAI in consultation with SEBI by January 1, 2024. A further simplified format for the SID of passive schemes covered under the MF Lite Framework has been provided by SEBI *vide* circular dated December 31, 2024. The SIDs for MF Lite schemes shall be updated within 2 months from the end of each financial year.

SEBI circular on Ease of Doing Business - Streamlining of Prudential Norm for Passive Schemes Regarding Exposure to Securities of Group Companies of the Sponsor of Mutual Funds

On July 8, 2024, SEBI issued a circular bearing reference number SEBI/HO/IMD/IMD-PoD-2/P/CIR/2024/098 specifying conditions under which equity oriented exchange traded funds (ETFs) and Index Funds schemes can make investments in the

listed securities of group companies of the sponsor in excess of 25 per cent of the net assets of the scheme, overall investment limits applicable, list of indices and timelines for rebalancing of portfolios of existing passive schemes tracking indices other than those specified in the circular.

SEBI circular on Institutional Mechanism by Asset Management Companies for Identification and Deterrence of Potential Market Abuse Including Front-Running and Fraudulent Transactions in Securities

On August 5, 2024, SEBI *issued a* circular bearing reference number SEBI/HO/IMD/IMD-I POD1/P/CIR/2024/107 mandating AMCs to put in place an institutional mechanism for identification and deterrence of potential market abuse including front-running and fraudulent transactions in securities, encompassing enhanced surveillance systems, internal control procedures, and escalation processes such that the overall mechanism is able to identify, monitor and address specific types of misconduct, including front running, insider trading, misuse of sensitive information etc., along with formats in which alerts generated pursuant to implementation of the surveillance mechanism are required to be reported by AMCs in their Compliance Test Report ("**CTR**") and the Half-yearly Trustee Report ("**HYTR**") submitted to SEBI.

SEBI circular on Upload of Draft Scheme Information Documents

Further to the MF Master Circular read with the SEBI Circular No. IIMARP/MF/CIR/06/793/98 dated March 31, 1998 which *inter alia*, requires AMCs to submit soft copy of the Draft Scheme Information Documents (SID) with SEBI to be made available on SEBI's website for 21 working days from the date of filing for receipt of public comments on the adequacy of disclosures made therein, SEBI *vide* circular dated December 20, 2024 bearing reference number SEBI/HO/IMD/DF3/CIR/P/2024/118 has revised this requirement, and henceforth, SID on which observations are issued by SEBI shall be uploaded on the SEBI website for at least 8 working days for receiving public comments on the adequacy of disclosures made in the document, after which the AMC may launch the scheme and file final offer documents (SID and KIM) in line with the provisions of the SEBI Master Circular on Mutual Funds dated June 27, 2024.

SEBI circular on Regulatory Framework for Specialized Investment Funds

On February 27, 2025, SEBI issued a circular bearing reference number SEBI/HO/IMD/IMD-PoD-1/P/CIR/2025/26 introducing a regulatory framework for specialized investment funds ("**SIFs**"). The circular sets out *inter alia* the eligibility criteria for establishment of a SIF by a registered mutual fund and routes under which a SIF may be established, branding and advertisement requirements for SIFs, investment strategies which are permitted to be launched under SIF, aggregate investment threshold of INR 10 lakhs applicable to an investor across all investment strategies offered by the SIF and monitoring of such threshold by the AMC, investment restrictions, conditions for (i) investment by SIFs in eligible derivative products, (ii) subscription and redemption of units of investment strategies; (iii) listing of units of investment strategies; (iv) benchmarking of investment strategies; (v) distribution and disclosure requirements in offer documents.

On April 9, 2025, SEBI *vide* circular bearing reference number SEBI/HO/IMD/IMD-PoD-1/P/CIR/2025/5 provided certain clarifications with respect to the abovementioned February 27, 2015 circular, which are: (i) Non-applicability of the provisions of paragraph 12.27.2.4 of the MF Master Circular regarding the maturity of securities in interval schemes to Interval Investment Strategies under SIF; and (ii) Non-applicability of the INR 10 lakh minimum investment threshold for an investor across all investment strategies offered by the SIF (*which is monitored at the PAN level*) to mandatory investments made by AMCs for designated employees in terms of paragraph 6.10 of the MF Master Circular.

SEBI circular on Specialized Investment Funds ('SIF') – Application and Investment Strategy Information Document (ISID) formats

Vide circular dated April 11, 2025 bearing reference number SEBI/HO/IMD/IMD-RAC/P/CIR/2025/54 dated April 11, 2025, SEBI has provided (i) the format in which mutual funds intending to establish SIFs are required to submit their applications; and (ii) the format of the Investment Strategy Information Document (ISID).

SEBI circular on Monitoring of Minimum Investment Threshold under Specialized Investment Funds (SIF)

SEBI *vide* circular bearing reference number SEBI/HO/IMD/IMD-PoD-1/P/CIR/2025/107 dated July 29, 2025, has provided mechanism for monitoring compliance with the minimum investment threshold in SIFs, which is required to be monitored by the AMC on a daily basis to ensure that there are no 'active breaches', *i.e*., fall in the aggregate value of an investor's total investment across all investment strategies of SIF, below the minimum investment threshold of INR 10 lakh, on account of any transactions (i.e. redemption, transfer, sale etc.) initiated by the investor.

In case of any active breach of the minimum investment threshold by an investor, including through transactions on stock exchanges or off-market transfers:

- all units of such investor held across investment strategies of the concerned SIF shall be frozen for debit, and
- a notice of 30 calendar days shall be given to such investor to rebalance the investments in order to comply with the minimum investment threshold requirement.

In case the investor rebalances his/her investments in SIF within the aforementioned 30 calendar day notice period, the units of SIF of such investor shall be unfreezed with no further action taken. However, in case of failure by the investor to rebalance the investments within the prescribed timeline, the frozen units shall be automatically redeemed by the AMC, at the applicable Net Asset Value of the next immediate business day after the 30th calendar day of the notice period.

SEBI circular on Timelines for Deployment of Funds Collected by Asset Management Companies in New Fund Offer as Per Asset Allocation of the Scheme

On February 27, 2025, SEBI issued a circular bearing reference number SEBI/HO/IMD/IMD-PoD-1/P/CIR/2025/23 prescribing new guidelines for AMCs in relation to deployment of funds raised through New Fund Offers ("**NFOs**"), wherein AMCs have been directed to (i) specify achievable timelines in the Scheme Information Document ("**SID**") of a scheme regarding the deployment of the funds as per the specified asset allocation of the scheme and garner funds during the NFO accordingly; and (ii) deploy the funds garnered in an NFO within 30 business days from the date of allotment of units. SEBI has also laid out extended timelines in case of exceptional circumstances along with steps to be followed in the event the funds are not deployed as per the asset allocation mentioned in the SID and the prescribed timelines.

Disclosure of Risk adjusted Return - Information Ratio (IR) for Mutual Fund Schemes

Information ratio ("**IR**") is an established financial ratio to measure the risk adjusted return (RAR) of any scheme portfolio, used as a measure of a portfolio manager's level of skill and ability to generate excess returns, relative to a benchmark and also attempts to identify the consistency of the performance by incorporating standard deviation/risk factor into the calculation. SEBI *vide* circular bearing reference number SEBI/HO/IMD/IMD-PoD-2/P/CIR/2025/6 dated January 17, 2025 has directed mutual funds/AMCs to disclose the IR of their equity oriented scheme portfolios along with performance disclosures on their website on a daily basis in the format prescribed in the said circular. SEBI has also prescribed the methodology to be followed for calculation of IR for such equity oriented mutual fund schemes. Further, SEBI has also directed AMCs to undertake adequate steps to educate investors about IR, RAR and their significance in scheme performance evaluation. The provisions of this circular come into force on April 16, 2025.

SEBI circular on Change in cut-off timings to determine applicable NAV with respect to repurchase/ redemption of units in overnight schemes of Mutual Funds

SEBI *vide* circular bearing reference number SEBI/HO/IMD/PoD2/P/CIR/2025/56 dated April 22, 2025, has stated that the cut-off timing for determining the NAV with respect to applications received through online mode in relation to repurchase/redemption of units in overnight schemes of mutual funds has been revised to 7:00 p.m. (from the earlier cut-off timing of 3:00 pm), with effect from June 1, 2025.

Timelines for rebalancing of portfolios of mutual fund schemes in cases of all passive breaches

The SEBI (Mutual Funds) Regulations, 1996 ("the MF Regulations") and circulars issued thereunder prescribe various prudential limits inter alia including issuer limits, group limits and sector limits etc. While active breaches of those limits are treated as clear violations of concerned SEBI MF Regulations/circulars issued thereunder and suitable actions are taken, passive breaches of these limits do occur due to various reasons such as corporate action, substantial rise/ fall in the price of an underlying scrip, maturity of any underlying security, large redemptions, etc., which may not be out of omission and commission of AMCs. SEBI vide circular dated June 26, 2025 has clarified that the provisions prescribed under paragraph 2.9 of the Master Circular for Mutual Funds which relate to 'Timelines for Rebalancing of Portfolios of Mutual Fund' shall be applicable for all types of passive breaches for the actively managed mutual fund schemes.

SEBI circular on Transaction Charges to Mutual Fund Distributors

Vide circular bearing reference number SEBI/HO/IMD/IMD-PoD-1/P/CIR/2025/115 dated August 8, 2025, SEBI has deleted paragraphs 10.4.1.b and 10.5 of the MF Master Circular which allowed AMCs to pay transaction charges to the distributor, subject to such distributor bringing in a minimum subscription amount of INR 10,000, in light of the fact that distributors, by virtue of being agents of AMCs, are already entitled to remuneration from the AMCs.

SEBI circular on Accessibility and Inclusiveness of Digital KYC to Persons with Disabilities

In line with the direction of the Supreme Court in its judgement dated April 30, 2025, SEBI issued a circular bearing reference number SEBI/HO/MIRSD/SECFATF/P/CIR/2025/74 on May 23, 2025, emphasizing the need for accessible digital KYC processes for persons with disabilities. In order to make the digital KYC process inclusive and accessible, the FAQ on Account opening by Persons with Disabilities has been revised. All intermediaries are required to extend their services enabling digital accessibility to client including persons with disabilities and shall be guided by the said FAQ on Account opening by Person with Disabilities.

SEBI circular on Adoption of Standardised, Validated and Exclusive UPI IDs for Payment Collection by SEBI Registered Intermediaries from Investors

On June 11, 2025, SEBI *vide* circular bearing reference number SEBI/HO/DEPA-II/DEPA-II_SRG/P/CIR/2025/86 mandated the adoption of a structured Unified Payment Interface ("**UPI**") address mechanism for SEBI-registered investor-facing intermediaries to collect funds from their investors. This mechanism shall provide investors with the option to transfer funds directly to the bank accounts of intermediaries that have been validated with SEBI, ensuring payments are made to verified entities. The circular *inter alia* outlines the framework for allocation and use of UPI handles, transaction limits, verification mechanisms and responsibilities of intermediaries. While the use of this structured UPI mechanism by investors is optional, it is mandatory for intermediaries to obtain and make available this structured UPI address to their investors. Additionally,

intermediaries have been advised and encouraged to actively promote and facilitate the adoption of this mechanism among their investors. The circular provides activity-wise timelines for implementation and prescribes that the standardised, validated and exclusive UPI IDs shall be made available for investors for making payments to intermediaries with effect from October 1, 2025.

Extension of timeline for implementation of Phase II & III of Nomination Circular dated January 10, 2025, read with Circular dated February 28, 2025

SEBI has issued a circular dated July 30, 2025, regarding "Extension of timeline for implementation of Phase II & III of Nomination Circular dated January 10, 2025, read with Circular dated February 28, 2025".

Pursuant to circular dated February 28, 2025, implementation of certain provisions was deferred to Phase II (i.e. June 01, 2025) and Phase III (i.e. September 01, 2025).

SEBI, vide circular dated July 30, 2025, has extended the timeline for implementation of Phase II and III as under :

Nomination Circular	Erstwhile Timeline	Revised Timeline
Phase II	June 01, 2025	August 08, 2025
Phase III	September 01, 2025	December 15, 2025

All other provisions in the aforementioned circulars dated January 10, 2025 and February 28, 2025 shall continue to remain the same. This circular is effective with immediate effect.

SEBI circular on Rights of Persons with Disabilities Act, 2016 and rules made thereunder - mandatory compliance by all Regulated Entities

On July 31, 2025, SEBI *vide* circular bearing reference number SEBI/HO/ITD-1/ITD_VIAP/P/CIR/2025/111 directed all REs to ensure their digital platforms are accessible to persons with disabilities, in compliance with the Rights of Persons with Disabilities Act, 2016, and related rules, and has prescribed detailed directions in this regard.

REs are required to provide updates on the status of implementation of accessibility provisions on all digital platforms provided by them to investors, specifically in accordance with the following milestones:

S. No.	**Timeline**	**Milestone**
1	Within 1 month of the issuance of circular	1. REs shall submit a list of digital platforms provided by them for the investors. 2. REs shall submit a compliance/ action taken report pertaining to the clauses of the circular.
2	Within 45 days of the issuance of circular	Appointment of IAAP certified accessibility professionals as Auditor.
3	Within 3 months of issuance of the circular	Conduct of Accessibility Audit for the digital platforms.
4	Within 6 months of issuance of circular	Remediation of findings from the audit and ensuring compliance with this circular.

The compliance reporting for this circular shall be done by mutual funds to SEBI on an annual basis within 30 days from the end of each financial year.

Further, SEBI has issued a circular dated August 29, 2025, regarding "Extension of timelines and update of reporting authority with respect to SEBI Circular on for compliance to Digital Accessibility Circular" extending the timelines for implementation of the requirements relating of Rights of Persons with Disabilities as follows:

Sr. No.	Compliance required	Timeline	Current date	Extension granted	New date
1.	REs shall submit a compliance/ action taken report pertaining to the clauses of this circular	Within 30 days	Aug 30, 2025	1 month	Sept 30, 2025

2.	REs shall submit a list of digital platforms provided by them for the investors	Within 30 days	Aug 30, 2025	1 month	Sept 30, 2025
3.	Appointment of IAAP certified accessibility professionals as Auditor.	Within 45 days	Sep 14, 2025	3 months	Dec 14, 2025
4.	Conduct of Accessibility Audit for the digital platforms.	Within 3 months	Oct 31, 2025	6 months	April 30, 2026
5.	Remediation of findings from the audit and ensuring compliance with this circular.	Within 6 months	Jan 31, 2025	6 months	July 31, 2026
6	Annually give compliance to conducting annual accessibility audits of all the digital platforms and submit final report of such audit to SEBI	Within 30 days of each Financial Year	April 30, 2026	To next financial year	April 30, 2027

Furthermore, SEBI has, vide circular dated September 25, 2025, issued compliance guidelines for Digital Accessibility Circular 'Rights of Persons with Disabilities Act, 2016 and rules made thereunder - mandatory compliance by all Regulated Entities' which inter alia prescribes the formats for compliance submission.

Introduction of MF Lite Framework

SEBI *vide* the SEBI (Mutual Funds) (Third Amendment) Regulations, 2024 read with the SEBI circular on Introduction of a Mutual Funds Lite (MF Lite) framework for passively managed schemes of Mutual Funds dated December 31, 2024 ("**MF Lite Circular**") has introduced a relaxed framework with light-touch regulations applicable to entities desirous of launching only passive mutual funds schemes (such as index funds and exchange traded funds (ETFs)). Vide the MF Lite Circular, certain key aspects of the MF Lite framework SEBI has provided clarity on are : (i) categories of passive schemes which will be covered under the MF Lite framework (including but not limited to passive funds based on only domestic equity passive indices (list of indices shall be prescribed by AMFI in consultation with SEBI), with collective AUM of INR 5,000 crore and above as on December 31, gold and silver ETFs and fund of funds ("**FoFs**") based on only gold or silver ETFs, FoFs investing only in single domestic/ overseas index); (ii) appointment of a Chief Risk Officer ("**CRO**") by MF Lite AMCs on a voluntary basis, otherwise the Chief Compliance Officer may act as CRO subject to meeting the eligibility and experience requirements; (iii) only certain PE funds being allowed to act as sponsor to an MF Lite who meet the criteria prescribed by SEBI, including but not limited to a 5 year experience requirement for the PE fund or its manager of investing in the financial sector, where it should have managed capital of not less than INR 2,500 crore; (iv) if the total AUM of the MF Lite AMC exceeds 1 lakh crores, the MF Lite AMC shall be required to abide by networth requirements for a regular mutual fund AMC; (v) roles and responsibilities for the board of directors of an MF Lite AMC and trustees of an MF Lite; (vi) formats for simplified Scheme Information Document have been provided; and (vii) introduction of a new class of passive fund i.e., hybrid passive funds which shall replicate a composite index comprising of equity and debt and enable investors to invest in a single product having exposure to equity and debt instruments.

SEBI (Intermediaries) Regulations, 2008

The SEBI (Intermediaries) Regulations, 2008 ("**SEBI Intermediaries Regulations**") provide the framework for registration of intermediaries and the general obligations of intermediaries, as defined thereunder. The definition of 'intermediary' includes an asset management company as defined in the SEBI Mutual Fund Regulations. A certificate of registration is mandatory to act as an intermediary under the SEBI Intermediaries Regulations. Such certificate granted to an intermediary is permanent unless surrendered by the intermediary or suspended or cancelled. An intermediary is required to, among other things, making endeavours for prompt redressal of investor grievances, appoint a compliance officer and abide by the Code of Conduct specified in the SEBI Intermediaries Regulations. Intermediaries shall not render, directly or indirectly, any investment advice about any security in the publicly accessible media unless a disclosure of their interest has been made while rendering such advice.

Prevention of Money Laundering Act, 2002

In terms of the provisions of the Prevention of Money Laundering Act, 2002 ("**PMLA**") and the Prevention of Money Laundering (Maintenance of Records) Rules, 2005, AMCs are required to follow certain customer identification procedures. In this regard, SEBI has also issued a Master Circular dated June 6, 2024 setting out guidelines on anti-money laundering standards

and combating the financing of terrorism and obligations of securities market intermediaries under the PMLA and rules framed thereunder.

Miscellaneous

In addition to the above, an AMC, as an entity operating in the securities market in India, is required to comply with applicable securities laws in India, including, amongst others, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, the SEBI (Prohibition of Insider Trading) Regulations, 2015 and PMLA, the Securities Contracts (Regulation) Act, 1956 and the Indian Contract Act, 1872. An AMC is also required to comply with the provisions of the Companies Act, FEMA, labour laws and various state specific shops and establishment legislations, various tax related legislations and other applicable regulations, notifications, circulars and guidelines, and other applicable statutes and policies along with the rules formulated thereunder for its day-to-day operations.

The Digital Personal Data Protection Act, 2023 ("Data Protection Act")

The Data Protection Act received the assent of the President of India on August 11, 2023. However, the provisions of the Data Protection Act are yet to be notified. The Data Protection Act aims to provide for the processing of digital personal data in a manner that recognises both the right of individuals to protect their personal data and the need to process such personal data for lawful purposes. The Data Protection Act provides that personal data may be processed only for a lawful purpose after obtaining the consent of the data principal to whom the personal data relates, or for certain legitimate uses. A notice must be given before seeking consent. It further imposes certain obligations on data fiduciaries including (i) ensuring the accuracy, consistency and completeness of personal data processed, (ii) building reasonable security safeguards to prevent a data breach, (iii) informing the Data Protection Board of India (the "**DPB**") and affected persons in the event of a breach, and (iv) erasing personal data upon the data principal withdrawing consent or as soon as the purpose has been met and retention is not necessary for legal purposes (storage limitation). In case of government entities, storage limitation and the right of the data principal to erasure will not apply. The Central Government will establish the DPB to carry out the functions such as (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by data principals. The DPB members will be appointed for two years and will be eligible for re-appointment. The Central Government will prescribe details such as the number of members of the DPB and the selection process.

Under the Data Protection Act, the Central Government may notify certain companies as significant data fiduciaries basis the volume and sensitivity of personal data processed by them. These significant data fiduciaries will be required to fulfil certain additional obligations under the Data Protection Act including appointment of a data protection officer who shall be the point of contact between such fiduciaries and individuals for the grievance redressal mechanism provided under the Data Protection Act. Further, such significant data fiduciaries shall also be required to (i) appoint an independent data auditor who shall evaluate their compliance with the Data Protection Act; and (ii) carry out periodic data protection impact assessment, which shall be a process comprising a description of the rights of data principals, the purpose of processing of their personal data, and assessment and management of the risk to their rights.

The Information Technology Act, 2000 (the "IT Act") and certain rules made thereunder

The IT Act aims to provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication, commonly referred to as "electronic commerce", and facilitate electronic filing of documents. It creates a mechanism for the authentication of electronic documentation through digital signatures and facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorized manipulation of any computer, computer system or computer network and, damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto. The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data.

The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("IT Security Rules")

The Department of Information Technology, Ministry of Electronics and Information Technology, Government of India ("**DoIT**") notified the IT Security Rules which prescribe directions for the disclosure, collection, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate or person who on behalf of the body corporate receives, stores or handles information to provide

a privacy policy for handling and dealing with personal information, including sensitive personal data, and publish such policy on its website; containing managerial, technical, operational and physical security control measures commensurate with the information assets being protected based on the nature of business, for handling and dealing with personal information, including sensitive personal data and ensuring security of all personal data collected by it. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

Intellectual Property Laws

Intellectual property in India enjoys protection under both common law and statute. Under statute, India provides for trademark protection under the Trade Marks Act, 1999, copyright protection under the Copyright Act, 1957, and design protection under the Designs Act, 2000. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement.

The Trade Marks Act, 1999 (the "Trade Marks Act")

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future. Once granted, a trade mark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the law relating to the transfer of ownership of trade marks by assignment or transmission and to bring the law in line with international practices.

Laws related to employment

We are subject to various labour laws for the safety, protection, condition of working, employment terms and welfare of labourers and/or employees of us.

Shops and Establishments legislations

The provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up require such establishments to be registered under the state shops and establishments legislations except a shop or a factory registered under the Factories Act, 1948, among others. The state shops and establishments legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments legislations, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fines or imprisonment for the violation of their provisions, as well as procedures for appeals in relation to such contraventions.

In addition to the CLRA and the local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment - related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- the Apprentices Act, 1961;
- the Child Labour (Prohibition and Regulation) act, 1986l;
- the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959;
- the Employees (Provident Fund and Miscellaneous Provisions) Act, 1952;
- the Employees State Insurance Act 1948;
- the Equal Remuneration Act, 1976;

- the Industrial Disputes Act, 1947;
- the Industrial Employment (Standing Orders) Act, 1946;
- the Interstate Migrant Workmen Act, 1979;
- the Maternity Benefit Act, 1961,
- the Minimum Wages Act, 1948;
- the Payment of Bonus Act, 1965;
- the Payment of Gratuity Act, 1972;
- the Payment of Wages Act, 1936;
- the Public Liability Insurance Act, 1991;
- the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- the Trade Unions Act, I926; and
- the Workmen's Compensation Act, 1923.

In order to rationalize and reform labour laws in India, the Government of India has enacted four labour codes that would subsume primarily all the central laws and would collectively form the governing labour legislations, as and when brought into effect. These four codes are:

(i) *The Industrial Relations Code, 2020* received the assent of the President of India on September 28, 2020, and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government;

(ii) *The Code on Wages, 2019* received the assent of the President of India on August 8, 2019, and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India;

(iii) *The Occupational Safety, Health and Working Conditions Code, 2020* received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The Occupational Safety, Health and Working Conditions Code will come into effect on a date to be notified by the Central Government; and

(iv) *The Code on Social Security, 2020* received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. Through its notification dated April 30, 2021, the Government of India brought into force section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India.

Tax laws

Goods and Service Tax Act, 2017

The Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, the Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through

various acts viz. Central Goods and Services Tax Act, 2017 ("**CGST**"), relevant state's Goods and Services Tax Act, 2017 ("**SGST**"), Union Territory Goods and Services Tax Act, 2017 ("**UTGST**"), Integrated Goods and Services Tax Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Tax Act, 2017 and various rules made thereunder.

Income Tax Act 1961, the Income Tax Rules, 1962, as amended by the Finance Act in respective years

Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Indian Stamp Act, 1899 and various state-wise legislations made thereunder; and
- State-wise legislations in relation to professional tax.

Foreign investment and trade regulations

Foreign investment in India is governed by the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") along with the rules, regulations and notifications made by RBI thereunder, and the Consolidated Foreign Direct Investment Policy ("**FDI Policy**") issued by the DPIIT from time to time. As per the FDI policy 100% foreign direct investment is allowed for asset management companies through the automatic route.

ln addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, and other applicable laws and regulation imposed by the central and state government and other authorities for over day today business, operations and administration.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as "Canbank Investment Management Services Limited", a public limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated March 2, 1993, issued by the Registrar of Companies, Maharashtra and received a certificate for commencement of business dated May 10, 1993 from the Registrar of Companies, Maharashtra. Subsequently, pursuant to a resolution passed by our Board and by our Shareholders dated April 25, 2007 and September 26, 2007, respectively, the name of our Company was changed from 'Canbank Investment Management Services Limited' to 'Canara Robeco Asset Management Company Limited' as the promoter of the Company, Canara Bank has entered into a Shareholders Agreement with ORIX Corporation Europe N.V. (*Previously known as Robeco Groep N.V.*) consequent to which a fresh certificate of incorporation was issued by the RoC dated October 10, 2007 under the Companies Act, 1956. For more details see – '*Shareholders' agreement and other material agreements'* on page 292.

Changes in our Registered Office

Except as stated below, our Company has not changed its registered office address since the date of incorporation:

Date of change	Details of Change	Reason(s) for change
September 26, 2003	The registered office of our Company was changed from Orient House, IInd Floor, Adi Marzban Path, Ballard Estate, Mumbai – 400 038, Maharashtra, India to Construction House, 4th Floor, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001, Maharashtra, India.	Operational efficiency

Main objects of our Company

The main objects contained in the Memorandum of Association are as mentioned below:

Clause	Particulars
III (A)	1. "*To carry on the business of acting as managers, advisers, administrators, attorneys, representatives or nominees of or for any mutual funds, unit trusts set up, formed or established in India or in any other country by the Company or by any other person, or by any government state, local authority, association, institution (whether incorporated or not) or any other agency or organization.* 2. *To carry on the business of providing financial services, advice and facilities of every description, including (but without limiting the generality of the foregoing words) all those capable of being provided by investment and fund managers and advisors and managers of mutual funds, unit trusts and other investment media.* 3. *To carry on the business of preparing, undertaking, executing, administering mutual fund schemes, unit trust schemes by issuing units or participations therein to investors and redeem, cancel or revoke such units or participations or trusts and distribute the proceeds thereof amongst investors, beneficiaries or other persons entitled to the same, and whether in money or specie.* 4. *To carry on the business of collecting, storing devising systems for retrieving, collating analyzing and distributing publishing disseminating and marketing data information and other inputs relating financial services, unit trusts, mutual funds and capital markets, and other services, sought after in the financial market place and government and non-government agencies, so far as the same are not in conflict with the investment and fund management.* 5. *To carry on the business of undertaking, developing, buying or otherwise acquiring ownership or on licence for use scientific research and studies including software programmes and systems in the activities of financial, money market and investment services and other related activities so far as the same are not in conflict with the investment and fund management*."

The main objects and matters necessary for furtherance of the main objects, as contained in our Memorandum of Association, enable our Company to carry on the businesses presently being carried out by it.

Amendments to our Memorandum of Association

Set out below are the amendments to the Memorandum of Association of our Company during the 10 years immediately preceding the date of this Red Herring Prospectus:

Date of Shareholders' resolution	Particulars
July 22, 2024	Clause V of our Memorandum of Association was amended to reflect an increase in the authorised share capital of the Company from ₹ 500,000,000 (Rupees five hundred million) divided into 50,000,000 equity shares of face value of ₹ 10 to ₹ 2,500,000,000 (Rupees two thousand five hundred million) divided into 250,000,000 equity shares of face value of ₹ 10 each as follows:

Date of Shareholders' resolution	Particulars
	"*The authorised share capital of the Company shall be ₹ 2,50,00,00,000 (Rupees two thousand five hundred million) divided into 25,00,00,000 (Rupees two hundred and fifty million) equity shares of face value of ₹ 10 (Rupees ten) each*."
April 4, 2025	Our Memorandum of Association was amended to reflect and conform with the additional requirements and directions provided by the Companies Act, 2013.

Major events and milestones

The table below sets forth some of the major events and milestones in our history:

Calendar year	Major events and milestones
2007	Canara Bank and OCE, entered into a SHA agreement dated March 19, 2007 to set forth their specific mutual understanding and agreement as to the rights and obligations of the Parties as shareholders in the Company. For more details see - *Shareholders' agreement and other material agreements*.
2007	Crossed ₹30,000.00 million monthly AAUM mark with monthly AAUM of ₹ 33,968.99 million.
2008	Crossed ₹50,000.00 million monthly AAUM mark with monthly AAUM of ₹ 60,062.58 million.
2010	Crossed ₹100,000.00 million monthly AAUM mark with monthly AAUM of ₹100,173.55 million.
2019	Crossed ₹150,000.00 million Quarterly AAUM mark with Quarterly AAUM of ₹ 158,516.13 million.
2021	Crossed ₹ 250,000.00 million Quarterly AAUM mark with Quarterly AAUM of ₹ 282,728.73 million.
2022	Crossed ₹ 500,000.00 million Quarterly AAUM mark with Quarterly AAUM of ₹ 551,490.71 million.
2023	Crossed ₹ 750,000.00 million Quarterly AAUM mark with Quarterly AAUM of ₹ 793,645.55 million.
2024	Crossed ₹ 1,000,000.00 million Quarterly AAUM mark with Quarterly AAUM of ₹ 1,068,401.59 million.

Key awards, accreditations or recognitions

The table sets forth some of the key awards, accreditation or recognitions received by us:

Calendar year	Particulars
2022	Awarded the 'Best Equity Mutual Fund" in Large and Mid-Cap Fund Category' by Mutual Funds Award, Dalal Street Investment Journal.
2023	Awarded "Niveshak Shiksha Samman" award in the television category by Nivesh Manthan magazine.
2024	Awarded the 'Best Equity Mutual Fund" in Large and Mid-Cap Fund Category' by Mutual Funds Award, Dalal Street Investment Journal.
2024	Awarded the "Best Performer - Association of Mutual Funds in India ("**AMFI**") Enclosure, 'Bharat ka share Bazar' at the India International Trade Fair, 2024.

Time or cost overrun in setting up projects by our Company

Our Company has not experienced any time or cost overrun in setting up any projects as on the date of this Red Herring Prospectus.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

As on the date of this Red Herring Prospectus, there have been no defaults or rescheduling/restructuring of borrowings availed by our Company from any banks or financial institutions in respect of our borrowings.

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

For the 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 offices, see "*Our Business*" and *"-Major events and milestones*" on pages 232 and 291, respectively.

Financial and/or strategic partners

Except as disclosed in "- *Shareholders' agreement and other material agreements*" on page 292, our Company does not have any significant financial or strategic partners as on the date of this Red Herring Prospectus.

Details regarding material acquisitions or divestments of business/undertakings, slump sales, mergers, amalgamation, any revaluation of assets, if any, in the last ten years

Our Company has not made any material divestments of business/ undertakings, slump sales, mergers, amalgamation, any revaluation of assets, etc., in the last 10 years preceding the date of this Red Herring Prospectus. Further, our Company has not undertaken any material acquisitions in the last 10 years preceding the date of this Red Herring Prospectus.

Agreements with Key Managerial Personnel or Senior Management, Director, Promoters or any other Employee

There are no agreements entered into by a Key Managerial Personnel or Senior Management or Directors or the Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Agreements required under Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations

Except as entered in the ordinary course of business of our Company, there are no agreements entered into by the Shareholders, Promoters, members of the Promoter Group, related parties of our Company, Directors, Key Managerial Personnel, members of Senior Management or employees of the Company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, as required to be disclosed pursuant to Clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

Shareholders' agreement and other material agreements

Except for the trade license agreements, the details of which are provided in "*Government and Other Approvals – Intellectual property*" on page 433, as on the date of this Red Herring Prospectus, and except as entered in the ordinary course of business of our Company, there are no inter- se agreements/arrangements or any deeds of assignment, acquisition agreements, shareholders agreement, financing agreements, agreements of like nature with respect to our Company. Further, except as disclosed in this Red Herring Prospectus, there are no other agreements/arrangement and clauses/covenants with respect to our Company that our Company, our Promoters or any of the Shareholders are a party to, or of which our Company is aware, which are material and which need to be disclosed or non-disclosure of which may have a bearing on the investment decision in the Offer and there are no clauses/covenants which are adverse/pre-judicial to the interest of the minority/public shareholders of our Company.

Except as disclosed in this Red Herring Prospectus, there are no agreements or arrangements entered into by our Company pertaining to the primary or secondary transactions of securities of the Company or financial arrangements relating to the Company. Additionally, this Red Herring Prospectus includes all the material covenants of the agreements or arrangements.

Except as disclosed in this Red Herring Prospectus, our Company is not a party to any subsisting shareholders' agreement and any other material agreements, *vis-à-vis* our Company.

Share subscription and purchase agreement dated March 19, 2007 amongst our Company, Canara Bank ("Canara Bank") and ORIX Corporation Europe N.V. (Previously known as Robeco Groep N.V.) (together, the "Parties") ("SSPA").

Pursuant to the SSPA, OCE has agreed to i) purchase 4,846,778 shares of our Company from Canara Bank for a purchase consideration of ₹ 1,040,118,559. The per share price of the sale shares was ₹ 214.60 with the face value of each equity share being ₹ 10; and ii) subscribe to 104,357 equity shares of our Company, for a subscription price of ₹ 22,395,012. The per share price of the share subscription was ₹ 214.60 with the face value of each equity share being ₹ 10.

Shareholders' agreement dated March 19, 2007 amongst our Company, Canara Bank ("Canara Bank") and ORIX Corporation Europe N.V. (previously known as, Robeco Groep N.V.) ("OCE") (together, the "Parties") ("SHA") as amended pursuant to the Waiver cum Amendment Agreement dated April 24, 2025, ("SHA Amendment Agreement", along with SHA, the "Shareholders' Agreement").

The SHA was executed between the Parties to set forth their specific mutual understanding and agreement as to the rights and obligations of the Parties as shareholders in the Company and with regard to the capitalisation, organisation, management and operation of the Company.

The Shareholders' Agreement sets out various rights and obligations of Canara Bank and OCE in our Company, *inter alia*:

a. *Nomination of Directors on the Board*: Each of the Canara Bank and OCE, have the right to nominate up to two directors on the board of the Company. Such directors shall be appointed as permanent members of the Board and shall not be liable to retire by rotation. However, the rights of Canara Bank and OCE to nominate directors on the Board shall fall away upon the occurrence of all of the following events (i) the relevant Parties' (together with its Affiliates') shareholding in the Company (calculated on a fully diluted basis) falling below 10% of the share capital of our Company ; and (ii) the relevant Party ceasing to be classified as a sponsor of our Company in accordance with the MF Regulations;

b. *Chairman of the Board*: Canara Bank has the right to nominate the chairman of the Board (which chairman shall be one of its nominee directors).

Such rights of our Promoters shall be subject to the approval of the Shareholders of our Company by way of a special resolution passed (i) in the first general meeting held after the date of listing of our Equity Shares on the Stock Exchanges pursuant to the Offer; and (ii) at such intervals as may be necessary to facilitate the Promoters to continue to exercise their rights.

In addition to above, each of the Canara Bank and OCE shall have rights in relation to the approval of our Company's business plan, transfer restrictions such as first refusal rights and tag along rights over the Equity Shares held by the other relevant Party, pre-emptive rights and voting rights, along with such other rights as specified in the SHA. Further, the chairman of our Board shall not have a second or casting vote in the event of equality of votes in a Board meeting.

In view of the Offer, the Parties entered into the Waiver cum Amendment Agreement pursuant to which (a) certain provisions of the SHA were amended to facilitate the Offer, and (b) relevant Parties provided certain waivers and consents in relation to the Offer (to facilitate the sale and transfer of Equity Shares by Canara Bank and OCE in the offer for sale component of the Offer), including, amongst other things, (i) waiver of the transfer restrictions applicable to each of Canara Bank and OCE from the date of filing of the RHP; (ii) waiver of and consent in relation to the voting rights available to Canara Bank and OCE from the date of filing of the RHP; and (iii) waiver of certain information and inspection rights from the date of filing of the RHP. Further, pursuant to the Waiver cum Amendment Agreement, our Company has agreed to take all requisite steps to convene a general meeting of the Shareholders post listing of the Equity Shares to table a proposal before the Shareholders to provide (i) Canara Bank and OCE the right to nominate directors on our Board, as set out above, and (ii) Canara Bank to nominate the Chairman of the Board. Such rights are subject to approval of the Shareholders by way of a special resolution in accordance with applicable laws.

The Waiver cum Amendment Agreement will automatically terminate on: (a) the date of receipt of final listing and trading approvals from the Stock Exchanges for the listing and trading of the Equity Shares of the Company pursuant to the proposed Offer; (b) mutual written agreement of all parties; or (c) in the event the Offer is not completed within a period of (i) 12 months from the date of SEBI's final observations in relation to the Offer or such other extended date as mutually agreed to amongst the Parties, in writing; (ii) 60 days from the date of approval of the updated draft red herring prospectus filed with SEBI, or such other extended date as mutually agreed to amongst the Parties in writing; and (iii) withdrawal of the Offer by the Company (at the instance of either Promoter) and/or either of the Promoters for any reason, whichever is earlier.

Upon completion of the Offer, all provisions of Part B of the Articles of Association of our Company containing the special rights available to Canara Bank and OCE as per the Shareholders' Agreement shall automatically terminate and cease to have any force and effect and the provisions of Part A of the Articles of Association shall automatically come in effect and be in force, without any further corporate or other action, by the Parties, Company or its shareholders.

Investment Management Agreement entered into between our Company and Canara Robeco Mutual Fund (erstwhile name Canbank Mutual Fund, represented by its trustees) dated June 16, 1993, as amended by the Supplemental Investment Management Agreement dated February 24, 2001, the Second Supplemental Investment Management Agreement dated December 16, 2013 read along with Deed of Novation dated March 5, 2025 amongst our Company, Nageswara Rao. Y., Jai Diwanji, Joseph Silvanus, Hardeep Singh Ahluwalia, Pallavi Kanchan, Bachina Subba Rama Rao ("Earlier Trustee") and CRMF Trustee Private Limited ("Trustee Company") ("Deed")

An investment management agreement dated June 19, 1993, subsequently amended by the Supplemental Investment Management Agreement dated February 24, 2001 and the Second Supplemental Investment Management Agreement dated December 16, 2013 (collectively referred to as "**IMA**"), was entered into between our Company and Canara Robeco Mutual Fund to set out the terms and conditions under which our Company has been appointed to manage the funds/schemes of Canara Robeco Mutual Fund in accordance with the terms of the trust deed constituting Canara Robeco Mutual Fund and the SEBI Mutual Fund Regulations. Under the IMA, our Company has agreed to act as the investment manager to the funds/schemes of Canara Robeco Mutual Fund for a monthly fee subject to the following ceiling: (i) 1.25% of the weekly average net assets outstanding in the current year as long as the net assets does not exceed ₹ 1,000.00 million; (ii) 1% of the excess amount over ₹ 1,000.00 million, where net assets so calculated exceed ₹ 1,000.00 million; and (iii) for schemes launched on a no load basis, our Company is entitled to collect an additional management fee not exceeding 1% of the weekly average net assets outstanding in each financial year. Additionally, our Company is entitled to charge certain additional expenses to Canara Robeco Mutual Fund in line with Part B of the IMA.

The IMA may be terminated by Trustee Company, the trustee company of Canara Robeco Mutual Fund, subject to prior approval of the SEBI and unitholders, by providing a prior written notice to us and for reasons which include: (i) if our Company goes into liquidation (except voluntary liquidation for the purpose of reconstruction or amalgamation) or if a receiver is appointed for all or a substantial portion of our assets; (ii) if our Company commits a material breach of its obligations under the investment management agreement, which if capable of remedy, is not made good within 30 days of receipt of notice of such breach; or (iii) if the board of directors of Trustee Company or 75% of the unitholders of Canara Robeco Mutual Fund so desire.

Further, our Company, the Earlier Trustees, and the Trustee Company entered into the Deed pursuant to which the trusteeship was transferred from the Earlier Trustees to the Trustee Company, with SEBI's approval for the novation of, and amendments to, the IMA. As a result, the Earlier Trustees were relieved of all obligations and responsibilities under the IMA, and the Trustee Company agreed to the novation of the IMA, thereby assuming the role of trustee and undertaking all obligations and responsibilities under the IMA.

Co-Sponsor Agreement dated April 24, 2025 between Canara Bank ("Canara Bank") and ORIX Corporation Europe N.V. ("OCE") (together, the "Parties" and such agreement the "Co-Sponsor Agreement").

Canara Bank and OCE, as the sponsors of the Canara Robeco Mutual Fund and the promoters of our Company ("**Parties**") have entered into a Co-Sponsor Agreement dated April 24, 2025 to set out certain rights and obligations of the Parties in respect of our Company. In accordance with the Co-Sponsor Agreement, the Parties have agreed that, amongst other things:

- For the purposes of complying with the minimum promoters' contribution as prescribed under the SEBI ICDR Regulations, each Party shall lock-in such number of Equity Shares aggregating to 10% of the post-Offer paid-up equity share capital of the Company for a period of 18 months commencing from the Allotment Date or such other time periods as may be prescribed under applicable law;

- For the purposes of compliance with the SEBI MF Regulations, (i) Canara Bank shall continue to hold not less than 30% of the paid-up equity share capital of the Company, on a fully diluted basis; and (ii) OCE shall continue to hold not less than 10% of the paid-up equity share capital of the Company, on a fully diluted basis;

- In the event the Company is required to meet the minimum public shareholding requirements under applicable law, the Parties shall (in one or more tranches), dilute their equity shareholding in the Company on a pro-rata basis; and

- Each Party shall indemnify the other in respect of any and all losses incurred or suffered by it in its capacity as a sponsor of Canara Robeco Mutual Fund, resulting solely from, or due to, any failure or default by the indemnifying party to perform its obligations (i) under the Co-Sponsor Agreement; or (ii) which relate to it in its capacity as a sponsor of Canara Robeco Mutual Fund under applicable law.

Details of guarantees given to third parties by the Promoter Selling Shareholders

Our Promoter Selling Shareholders have not given any guarantee to third parties.

Holding company

As on the date of this Red Herring Prospectus, 'Canara Bank' is our holding company.

For details with respect to 'Canara Bank', see "*Our Promoters and Promoter Group*" on page 316.

Our subsidiaries

As on the date of this Red Herring Prospectus, our Company does not have any subsidiaries.

Our joint ventures

Our Company does not have any joint ventures as on the date of this Red Herring Prospectus.

Our associates

As on the date of this Red Herring Prospectus, our Company does not have any associates.

Other confirmations

Our Company does not operate in a business which requires supply of raw materials. Additionally, there is no conflict of interest between the third-party service providers (which are crucial for operations of the Company) and our Company.

There is no conflict of interest between the lessors of the immovable properties (which are crucial for operations of our Company) and our Company.

Except as disclosed above in "- *Shareholders' Agreement and other material agreements*", there are no special rights available to the Promoters/Shareholders of the Company that would survive post listing of the Equity Shares of the Company and the same shall be subject to shareholders approval.

OUR MANAGEMENT

In accordance with the Companies Act, our Company must not have less than three and not more than 15 directors. As on the date of filing of this Red Herring Prospectus, we have 11 Directors on our Board comprising, one Executive Director, 10 Non-Executive Directors including six Independent Directors out of which two are woman directors. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, in relation to the composition of our Board and constitution of committees thereof.

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

Sr. No.	Name, designation, period of directorship, term, address, occupation, date of birth, DIN and age	Age (in years)	Other directorships
1.	**K Satyanarayana Raju** **Designation:** Non - Executive Director and Chairman[#] **Date of Birth:** December 28, 1965 **Address:** No. 72, Canara Bank House, Kanakapura Road, Opposite Krishna Rao Park, Basavanagudi, Bangalore South, Bengaluru – 560 004, Karnataka, India. **Occupation:** Banker **Current Term:** With effect from April 15, 2023, liable to retire by rotation **Period of Directorship:** Director since April 15, 2023 **DIN:** 08607009	59	*Indian Companies:* *Public limited companies* *Listed companies* 1. Canara Bank; 2. Can Fin Homes Limited *Unlisted companies* 1. Canara HSBC Life Insurance Company Limited; 2. Indian Institute of Banking and Finance *Private limited company* Nil *Foreign Companies:* Nil
2.	**Rajnish Narula** **Designation:** Managing Director and Chief Executive Officer **Date of Birth:** December 25, 1959 **Address:** C 7, Seaface Park, 50, B. D. Road Breach Candy, Opp. Benzer, Mumbai – 400 026, Maharashtra, India. **Occupation:** Professional **Current Term:** With effect from September 19, 2024 for a period of four years* **Period of Directorship:** Director since September 19, 2024 **DIN:** 03607363	65	*Indian Companies:* *Public limited companies* Nil *Private limited companies* Nil *Foreign Companies:* Nil
3.	**Santanu Kumar Majumdar** **Designation:** Non-Executive Director[#] **Date of Birth:** January 15, 1969 **Address:** Flat no. F2, Block II, Virendra Apartment 35, Gariahat Road, South Kolkata, Dhakuria, Kolkata – 700 031, West Bengal, India. **Occupation:** Service **Current Term:** With effect from July 28, 2025, liable to retire by rotation	56	*Indian Companies:* *Public limited companies* *Listed companies* 1. Canara Bank; *Unlisted companies* 1. Canara HSBC Life Insurance Company limited; and 2. Canbank Venture Capital Fund Limited. *Private limited companies*

Sr. No.	Name, designation, period of directorship, term, address, occupation, date of birth, DIN and age	Age (in years)	Other directorships
	Period of Directorship: Director since July 28, 2025 **DIN:** 08223415		1. PSB Alliance Private Limited *Foreign Companies:* 1. Canara Tanzania Limited (*formerly known as Canara Bank Tanzania Limited*)
4.	**Kiyoshi Habiro** **Designation:** Non- Executive Director^ **Date of Birth:** December 26, 1970 **Address:** 66 Stafford Court, 178-188 Kensington High Street, London – W8 7DW, United Kingdom **Occupation:** Professional **Current Term:** With effect from July 22, 2024, liable to retire by rotation **Period of Directorship:** Director since January 18, 2022 **DIN:** 09470886	54	*Indian Companies:* *Public limited companies* *Listed companies* Nil *Unlisted companies* Nil *Private limited companies* Nil *Foreign Companies:* 1. ORIX Corporation UK Limited - UK; 2. ORIX Corporation Europe N.V. - Netherlands; 3. Gravis Capital Management Limited - UK; 4. Harbor Capital Advisors, Inc. - US; 5. Boston Partners Global Investors, Inc - US; 6. OAS Aviation (UK) Limited – UK; 7. Astrail Pacific Airlease (UK) Limited – UK; 8. OCE Nederland B.V. - Netherlands; and 9. OCE US Holding, Inc. – US 10. OurCrowd General Partner L.P. Limited – Cayman Islands
5.	**Tim Van Hest** **Designation:** Non- Executive Director^ **Date of Birth:** September 6, 1978 **Address:** Fibula 12, 6027 RT Soerendonk, the Netherlands **Occupation:** Service **Current Term:** With effect from July 28, 2025, liable to retire by rotation **Period of Directorship:** Director since December 4, 2019 **DIN:** 08601024	47	*Indian Companies:* *Public limited companies* *Listed companies* Nil *Unlisted companies* Nil *Private limited companies* Nil *Foreign Companies:* 1. ORIX Corporation Europe N.V - Netherlands; and 2. Transtrend B.V. - Netherlands
6.	**Suhail Chander** **Designation:** Independent Director **Date of Birth:** September 13, 1958 **Address:** 3/10, Sarvapriya Vihar Hauz Khas, South Delhi, Delhi – 110 016, India. **Occupation:** Financial Consultant	67	*Indian Companies:* *Public limited companies* *Listed companies* Bandhan Bank Limited *Unlisted companies* Nil

Sr. No.	Name, designation, period of directorship, term, address, occupation, date of birth, DIN and age	Age (in years)	Other directorships
	Current Term: With effect from July 22, 2024, not liable to retire by rotation **Period of Directorship:** Director since November 23, 2020 **DIN:** 06941577		*Private limited companies* Nil *Foreign Companies:* Nil
7.	**Agyey Kumar Azad** **Designation:** Independent Director **Date of Birth:** April 5, 1961 **Address:** Flat No. A- 1601, the Golden Palms, Plot No. GH01/E, Sector 168, Chhaprauli Bangar, Gautam Buddha Nagar, Noida – 201 305, Uttar Pradesh, India. **Occupation:** Banker **Current Term:** With effect from August 9, 2025 for a period of three year, not liable to retire by rotation **Period of Directorship:** Director since August 9, 2022 **DIN:** 08985570	63	*Indian Companies:* *Public limited companies* *Listed companies* Nil *Unlisted companies* Nil *Private limited companies* Nil *Foreign Companies:* Nil
8.	**Ravindran Menon** **Designation:** Independent Director **Date of Birth:** July 30, 1961 **Address:** 12 Gautam Apartments, 72 Pali Hill, Bandra (West), Mumbai – 400 050, Maharashtra, India. **Occupation:** Professional **Current Term:** With effect from October 20, 2023 for a period of three years, not liable to retire by rotation **Period of Directorship:** Director since October 20, 2023 **DIN:** 00016302	64	*Indian Companies:* *Public limited companies* *Listed companies* 1. Accelya Software Solutions India Limited; and 2. Bank of Baroda *Unlisted companies* Nil *Private limited companies* 1. Empact Nxt Ventures Private Limited; and 2. Stowe Research India private Limited *Foreign Companies:* Nil
9.	**Nirmala Sridhar** **Designation:** Independent Director **Date of Birth:** August 2, 1959 **Address:** 515-D, Jal Vayu Vihar, Kammanahalli Main Road, Kalyannagar, Bengaluru – 560 043, Karnataka, India. **Occupation:** Professional **Current Term:** With effect from September 19, 2024 for a period of three years	66	*Indian Companies:* *Public limited companies* *Listed companies* 1. Thakral Services (India) Limited; *Unlisted companies* Nil *Private limited companies* 1. Normandy Investments Private Limited;

Sr. No.	Name, designation, period of directorship, term, address, occupation, date of birth, DIN and age	Age (in years)	Other directorships
	Period of Directorship: Director since September 19, 2024 **DIN:** 07076059		2. Normandy Developments Private Limited; 3. Raaya Developments Private Limited; 4. Sovereign Investments Private Limited; 5. Bhagwan Developments Private Limited; 6. Carew Developments Private Limited; 7. Minnow Trading Company Private Limited; 8. Glade Trading Company Private Limited; 9. Future World Retail Private Limited; 10. Trust Leasing and Finance Private Limited; 11. Parjat Developments Private Limited; 12. Westminster Developments Private Limited; 13. Jagbir Developments Private Limited; 14. Zarina Developments Private Limited; 15. Khazina Developments Private Limited; 16. Future World (India) Private Limited; 17. Thakral Innovations Private Limited; and 18. Thakral One Solutions Private Limited. *Foreign Companies:* Nil
10.	**Anuradha Shripad Nadkarni** **Designation:** Independent Director **Date of Birth:** October 7, 1962 **Address:** 2401, A-tower, Beau Monde, A. Marathe Marg, Prabhadevi, Mumbai – 400 025, Maharashtra, India. **Occupation:** Professional **Current Term:** With effect from November 13, 2024 for a period of three years **Period of Directorship:** Director since November 13, 2024 **DIN:** 05338647	62	*Indian Companies:* *Public limited companies* *Listed Companies* 1. SBI Cards and Payments Services Limited *Unlisted companies* Nil *Private limited companies* 1. TeamRed Management Solutions Private Limited. *Foreign Companies:* Nil
11.	**Vijay Walia** **Designation:** Independent Director **Date of Birth:** April 16, 1960 **Address:** Flat No. 104, Block-A, Bhadra Apartments, Kundalahalli, Brookfields, Bangalore, North, Mrathahalli Colony, Bangalore – 560 037, Karnataka, India. **Occupation:** Professional **Current Term:** With effect from July 28, 2025, for a period of three years, not liable to retire by rotation **Period of Directorship:** Director since July 28, 2025 **DIN:** 10943899	65	*Indian Companies:* *Public limited companies* *Listed Companies* Nil *Unlisted Companies* Nil *Private limited companies* Nil *Foreign Companies:* Nil

**Four years is inclusive of the unexpired term from his previous designation as a Chief Executive Officer and Manager.*

[#]Nominee Director of Canara Bank.
[^]Nominee Director of OCE.

Brief Biographies of Directors

K Satyanarayana Raju is the Non-Executive Director and Chairman on the Board of our Company. He holds a bachelor's degree in science from Andhra University and master's degree in business administration (Banking and Finance) from Indira Gandhi National Open University. Further, he is a certificated associate of the Indian Institute of Bankers. He has over 35 years of experience in the banking sector. He has been associated with our Company since April 15, 2023. Prior to joining our Company, he was previously associated with Bank of Baroda. He is currently working as a managing director and chief executive officer, in Canara Bank.

Rajnish Narula is the Managing Director and Chief Executive Officer on the Board of our Company. He holds a master's degree in business administration from Iona College, New York. He has over 40 years of experience in the finance sector. His role in the Company is to oversee the development and execution of the strategic objectives. He has been associated with our Company since September 26, 2007. Prior to joining our Company, he was previously associated with Alliance Capital Asset Management (India) Private Limited and Standard Chartered Grindlays Bank Limited.

Santanu Kumar Majumdar is the Non-Executive Director on the Board of our Company. He holds a bachelor's degree in commerce from University of Calcutta. Further, he has passed final examination from the Institute of Cost and Works Accountants of India. He is a member of the Institute of Chartered Accountants of India. He has over 25 years of experience in the Banking sector. He has been associated with our Company since July 28, 2025. He is currently working as an Executive Director in Canara Bank.

Kiyoshi Habiro is the Non-Executive Director on the Board of our Company. He holds a bachelor's degree in science from University of Tsukuba, Japan and master's degree in business law from Hitotsubashi University, Japan. He has over 32 years of experience in the finance sector. He has been associated with our Company since January 18, 2022. He is currently working as a chief executive officer, in OCE, and has been associated with ORIX Corporation group since 1993.

Tim Van Hest is the Non-Executive Director on the Board of our Company. He holds a masters' degree in econometrics and operational research from the Faculty of Economics and Business Administration, Tilburg University. Further, he has completed the Commissioner and Supervisor program from TIAS School for Business and Society. He has over 7 years of experience in the finance sector. He has been associated with our Company since December 4, 2019. He is currently working as a chief risk officer, in OCE.

Suhail Chander is the Independent Director on the Board of our Company. He holds a bachelor's degree in arts (honours course) from University of Delhi. He is an associate member of the Institute of Chartered Accountants of India. He has over 23 years of experience in the banking sector. He has been associated with our Company since November 23, 2020. Prior to joining our Company, he was previously associated with IndusInd Bank, ANZ Grindlays Bank and ABN AMRO Bank Ltd. (formerly Algemene Bank Nederland N.V)

Agyey Kumar Azad is the Independent Director on the Board of our Company. He holds a bachelor's degree in science (agriculture) from Rajendra Agricultural University, Bihar. He has been awarded an executive post graduate programme in business management from the SIES College of Management Studies and has also completed advanced management program from Indian Institute of Banking and Finance and SIES college of Management Studies. Further, he has passed the associate examination from The Indian Institute of Banking & Finance (*formerly known as The Indian Institute of Bankers*). He has over 36 years of experience in the banking sector. He has been associated with our Company since August 9, 2022. Prior to joining our Company, he was previously associated with Punjab National Bank and Bank of India.

Ravindran Menon is the Independent Director on the Board of our Company. He holds a master's degree in business administration from University of Poona and master's degree in science (Honours) from the Birla Institute of Technology and Science. He has over 27 years of experience in the finance sector. He has been associated with our Company since October 20, 2023. Prior to joining our Company, he was previously associated with the Hongkong and Shanghai Banking Corporation Limited, HSBC Securities and Capital Markets (India) Private Limited, HSBC Private Equity Advisors (India) Private Limited and HSBC Asset Management (India) Private Limited.

Nirmala Sridhar is the Independent Director on the Board of our Company. She holds a bachelor's degree in science (Botany) from University of Delhi and master's degree in business administration from Indira Gandhi National Open University. Further, she has completed diploma in master of science (Life science) from Utkal University, Bhubaneshwar. Further, she holds a diploma in management from All India Management Association. She is an associate of the Indian Institute of Bankers and is certified as an information systems auditor by Information Systems Audit and Control Association. She has over 36 years of experience in the banking sector. She has been associated with our Company since September 19, 2024. Prior to joining our Company, she was previously associated with Bank of Baroda, D.T.E.A Senior Secondary School and Thakral Services (India) Limited. She was conferred with women of excellence award organised by 5th National conference on diversity in management in 2017 organised by the Institute of Public Enterprise, Hyderabad.

Anuradha Shripad Nadkarni is the Independent Director on the Board of our Company. She holds a bachelor's degree in commerce from University of Poona. She holds a post-graduate diploma in management from Indian Institute of Management, Bangalore and general diploma in literature from Poona University German Association. She is a member of the Institute of Chartered Financial Analysts of India. She has over 34 years of experience in the finance sector. She has been associated with our Company since November 13, 2024. Prior to joining our Company, she was previously associated with Swadhaar FinServe Private Limited, Standard Chartered Bank, Pudhuaaru Financial Services Private Limited, Svakarma Finance Private Limited and Lotus India Asset Management Company.

Vijay Walia is the Independent Director on the Board of our Company. He holds a bachelor's degree in arts (honours course) from University of Delhi and a master's degree in arts from the Himachal Pradesh University. He holds a post-graduate diploma in marketing and sales management from the University of Delhi, He has also completed 220 Hour International Diploma in TESOL/ TEFL with specialization in Young Learners Teachers Training from Asian College of Teachers. He is also a certificated associate of The Indian Institute of Banking & Finance (*formerly known as The Indian Institute of Bankers*). He has over 34 years of experience in the banking sector. He has been associated with our Company since July 28, 2025. Prior to joining our Company, he was associated with Corporation Bank as a General Manager and Punjab National Bank as a Senior Manager. Currently, he also works as an adjunct professor at Manipal Institute of BFSI, Bangalore and UNext Learning Private Limited.

Details of directorship in suspended or delisted companies

None of our Directors are or were directors of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our Directors are, or were, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

Relationship amongst our Directors and Key Managerial Personnel or Senior Management

None of our Directors are related to each other, nor are any of our Directors related to any of our Key Managerial Personnel and Senior Management.

Terms of appointment of our Directors

Remuneration of our Directors

a) **Terms of employment of our Executive Director**

i) Rajnish Narula, Managing Director and Chief Executive Officer

Rajnish Narula has been appointed as the Managing Director and Chief Executive Officer on the Board of our Company pursuant to resolutions passed by our Board and our Shareholders, each dated September 19, 2024, read along with an employment agreement dated April 1, 2025 between our Company and Rajnish Narula ("**Employment Agreement**"), for a period of four years, effective from September 19, 2024 till September 25, 2028, as noted by the Nomination and Remuneration Committee by way of a resolution dated April 4, 2025.

Further, pursuant to a secondment terms and conditions between OCE and our Company ("**Secondment Terms and Conditions**"), which is valid until September 25, 2028, Rajnish Narula has been seconded, on a whole-time basis, by OCE to our Company.

In terms of the Secondment Terms and Conditions, our Company is required to pay OCE an annual fee, which shall be equal to an amount being the lower of (a) the total annual remuneration received by Rajnish Narula in the relevant Fiscal; or (b) 5% of the annual net profits of our Company in the relevant Fiscal, in either case, after deducting any remuneration paid by our Company to Rajnish Narula under the Employment Agreement.

Further, since Rajnish Narula is a designated employee in terms of paragraph 6.10 of the SEBI's Master Circular for Mutual Funds, a part of his compensation subject to a minimum slab wise percentage of the salary/ perks/ bonus/ non-cash compensation (gross annual CTC) net of income tax and any statutory contributions is paid in the form of units of the mutual fund schemes in terms of the above-mentioned SEBI circulars.

Pursuant to the Employment Agreement, Rajnish Narula's remuneration, as paid by our Company is attributable to a total fixed income, an allowance towards pension and provident fund contribution and an ad-hoc special allowance.

b) **Sitting fees and remuneration to Non-Executive Directors**

Pursuant to a resolution of our Board dated October 22, 2024, our Independent Directors are entitled to receive sitting

fees of ₹ 100,000 for attending each meeting of our Board and ₹ 50,000 for attending each committee meeting.

Except as disclosed in –"*Payments or benefits to our Directors*" on page 301, none of our Non-Executive Directors were paid any sitting fee or other remuneration in the Fiscal 2024.

Further, our Non-Executive Directors may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI Listing Regulations.

Payments or benefits to our Directors

a) **Executive Directors**

The table below sets forth the details of the remuneration (including salaries and perquisites) paid to our Executive Directors for Fiscal 2025:

Sr. No.	Name of the Executive Director	Remuneration for Fiscal 2025 (in ₹ million)
1.	Rajnish Narula	73.76

b) **Non-Executive Directors**

The table below sets forth the details of the remuneration (including sitting fees and commission, to the extent applicable) paid to our Non-Executive Directors for Fiscal 2025:

Sr. No.	Name of the Director	Remuneration for Fiscal 2025 (in ₹ million)
1.	K Satyanarayana Raju	Nil
2.	Santanu Kumar Majumdar*	Nil
3.	Kiyoshi Habiro	Nil
4.	Tim Van Hest	Nil
5.	Suhail Chander	1.91
6.	Agyey Kumar Azad	1.22
7.	Ravindran Menon	1.05
8.	Nirmala Sridhar	0.84
9.	Anuradha Shripad Nadkarni	0.41
10.	Vijay Walia*	Nil

***Appointed in Fiscal 2026.*

Contingent and deferred compensation payable to the Directors

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Except for (i) K Satyanarayana Raju and Santanu Kumar Majumdar, who have been nominated to our Board by Canara Bank; and (ii) Kiyoshi Habiro and Tim Van Hest, who have been nominated to our Board by OCE, there is no arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of our Directors have been appointed. For further details of the shareholders' agreement pursuant to which the aforementioned directors have been nominated, see "*History and Certain Corporate Matters -Shareholders' agreements and other material agreements*" on page 292.

Our Managing Director and Chief Executive Officer, Rajnish Narula, has been seconded, on a whole-time basis by OCE to our Company pursuant to a Secondment Terms and Conditions. For further details, please see –"*Terms of employment of our Executive Director*" on page 300.

Service Contracts with Directors

None of our Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Bonus or profit-sharing plan for Directors

Except as disclosed for Rajnish Narula, our Managing Director and Chief Executive Officer in "*Remuneration of our Directors - Terms of employment of our Executive Directors*" on page 300, none of our Directors are party to any bonus or profit-sharing plan of our Company.

Remuneration paid or payable to the Directors by our subsidiary or associate company

As on the date of this Red Herring Prospectus, our Company does not have any subsidiary and associates.

Shareholding of Directors in our Company

None of our Directors, Key Managerial Personnel, Senior Management or the members of the Promoter Group and the directors of the Corporate Promoter hold any Equity Shares in our Company.

Interests of Directors

Certain of our Directors may be deemed to be interested to the extent of the remuneration and reimbursement of expenses or sitting fees and commission, as may be applicable, payable to them by our Company under our Articles of Association and their terms of appointment, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. For further details, see "-*Terms of appointment of our Directors"* on page 300.

None of our Directors are interested in the promotion of our Company.

Our Directors may also be regarded as interested in the Equity Shares that may be subscribed by or allotted to their relatives and companies, firms and trusts, in which they are interested as directors, proprietors, members, partners, trustees and promoters, pursuant to this Offer.

Our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Red Herring Prospectus.

Our Directors may be deemed to be interested to the extent of certain related party transactions that were undertaken with them by our Company. Our Directors may also be deemed to be interested in the contract agreement agreements/arrangements entered into or to be entered into by our Company in the normal course of business with any company in which they hold directorships or any partnership firm in which they are partners. For further details, see "*Restated Financial Information*" on page 328.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested as members, by any person, either to induce him to become, or to qualify him as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested as members, in connection with the promotion or formation of our Company.

No loans have been availed by our Directors from our Company.

Other Confirmations

None of our Directors have been identified as Wilful Defaulters or Fraudulent Borrower by any bank or financial institution or consortium, in accordance with the applicable guidelines issued by the Reserve Bank of India.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except in the ordinary course of business and as disclosed in "*Restated Financial Information – Note 41 - Related parties disclosures*" at page 373, our Directors do not have any other business interest in our Company.

Changes in our Board in the last three years

Details of the changes in our Board in the last three years are set forth below:

Name	Date of Change	Reason for change in Board
Santanu Kumar Majumdar	July 28, 2025	Appointment as a Non-Executive Director
Vijay Walia	July 28, 2025	Appointment as an Independent Director
Debashish Mukherjee	May 31, 2025	Resignation as a Non-Executive Director
Anuradha Shripad Nadkarni	November 13, 2024	Appointment as an Independent Director
Nirmala Sridhar	September 19, 2024	Appointment as an Independent Director
Rajnish Narula	September 19, 2024	Appointment as a Managing Director
Pramod Kumar Sharma	August 30, 2024	Resignation as an Independent Director
Ravindran Menon	July 22, 2024	Appointment as an Independent Director
Jaideep Singh	July 21, 2023	Resignation as a director
K Satyanarayana Raju	April 15, 2023	Appointment as Non-Executive Director and Chairman
Lingam Venkata Prabhakar	December 31, 2022	Resignation as a director

Note: This table does not include changes pursuant to regularisation.

Borrowing powers of our Board

Our Board is empowered to borrow money in accordance with Section 179 and Section 180 of the Companies Act.

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable requirements for corporate governance in accordance with the SEBI Listing Regulations and the Companies Act, 2013, including those pertaining to the constitution of the Board and committees thereof.

As on the date of filing this Red Herring Prospectus, we have 11 Directors on our Board comprising, one Executive Director, 10 Non-Executive Directors including six Independent Director out of which two are woman director.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, our Company has constituted the following Board committees:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee;

(d) Corporate Social Responsibility Committee; and

(e) Risk Management Committee.

For purposes of the Offer, our Board has also constituted an IPO Committee.

(a) Audit Committee

The Audit Committee was constituted by a resolution of our Board dated January 27, 2001, and was re-constituted by our Board at their meeting held on July 17, 2025*. It is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The current constitution of the Audit committee is as follows:

Name of Director	Position in the Committee	Designation
Nirmala Sridhar	Chairperson	Independent Director
Santanu Kumar Majumdar*	Member	Non-Executive Director
Tim van Hest	Member	Non-Executive Director
Suhail Chander	Member	Independent Director
Agyey Kumar Azad	Member	Independent Director
Ravindran Menon	Member	Independent Director

**Effective from the appointment of Santanu Kumar Majumdar, our Non-Executive Director, dated July 28, 2025.*

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

(i) The Audit Committee shall have powers, which should include the following:

(a) To investigate any activity within its terms of reference;

(b) To seek information from any employee of the Company;

(c) To obtain outside legal or other professional advice;

(d) To secure attendance of outsiders with relevant expertise if it considers necessary; and

(e) Such powers as may be prescribed under the Companies Act, the SEBI Listing Regulations, SEBI MF Regulations, and other applicable laws.

(ii) The role of the Audit Committee shall include the following:

(a) Oversight of the financial reporting process of the Company and the schemes of Canara Robeco Mutual Fund, examination of the financial statements and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

(b) Recommendation to the board of directors for appointment, re-appointment and replacement, removal, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, or any other external auditor, of the Company and Canara Robeco Mutual Fund, and the fixation of fees for audit and any other services rendered by the statutory auditors with respect to Canara Robeco Mutual Fund;

(c) Reviewing the scope of internal auditors and recommending for approval of the Board of the Company;

(d) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;

(e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

(i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;

(ii) Accounting policy issues for the schemes of Canara Robeco Mutual Fund and the Company, including any proposed changes to the accounting policies and practices for transactions with related parties, etc. and reasons for the same;

(iii) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;

(iv) Significant adjustments made in the financial statements arising out of audit findings;

(v) Compliance with listing and other legal requirements relating to financial statements;

(vi) Disclosure of any related party transactions; and

(vii) Qualifications / modified opinion(s) in the draft audit report.

(f) Reviewing, with the management, the quarterly, half yearly and annual financial statements (including the half-yearly unaudited financial statements prepared for the schemes of Canara Robeco Mutual Fund) before submission to the Board for approval;

(g) Approval of the disclosure of the key performance indicators to be disclosed in the offer documents in relation to the initial public offering of the equity shares of the Company;

(h) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;

(i) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(j) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(k) 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;

(l) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(m) Scrutiny of inter-corporate loans and investments;

(n) Valuation of undertakings or assets of the company, wherever it is necessary;

(o) Evaluation of internal financial controls and risk management systems;

(p) Reviewing with the management, performance of statutory and internal auditors;

(q) Reviewing the adequacy of the internal control systems/measures in terms of the SEBI MF Regulations, various

circulars issued thereunder and other applicable laws, including defining metrics for measuring internal controls, seeking comments of the internal auditors about internal control systems, etc. and the steps taken towards improving the effectiveness of internal control system including through automation;

(r) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(s) Reviewing internal audit reports of the schemes of Canara Robeco Mutual Fund (including internal audit reports of critical activities outsourced by the Company such as to the custodian, fund accounting, the registrar and transfer agent, etc.)

(t) Discussion with internal and statutory auditors on any significant findings and follow up there on;

(u) Reviewing the findings of any internal investigations by the Company / internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature or issues highlighted or referred through whistle blower complaints, etc. and reporting the matter to the Board;

(v) Review of regulatory inspection reports;

(w) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(x) Reviewing periodic report(s) on compliance with applicable laws and regulations, including the details of non-compliance along with the corrective actions, as applicable;

(y) Reviewing the annual compliance report in relation to the "Policy on Prohibition of Insider Trading" of the Company;

(z) Assess whether the Company has been managing the schemes of Canara Robeco Mutual Fund independently of other activities and have taken adequate steps to ensure that the interest of investors of one scheme are not being compromised with those of any other scheme or of other activities of the Company;

(aa) Reviewing implementation status of all outstanding action points arising out of internal audit reports, statutory audit reports, systems audit reports, inspection reports etc. to ensure that the rectifications suggested, if any, are acted upon;

(bb) Interacting with the statutory and internal auditors of Canara Robeco Mutual Fund, at least once annually without engagement of management of the Company;

(cc) Interacting with the audit committee of CRMF Trustee Private Limited, the trustee company of Canara Robeco Mutual Fund, at least once annually.

(dd) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(ee) Reviewing the functioning of the whistle blower mechanism;

(ff) Approval of the appointment of the Chief Financial Officer of the Company ("**CFO**") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function and who will be designated as the CFO of the Company) after assessing the qualifications, experience and background, etc., of the candidate;

(gg) Carrying out any other functions as provided under or required to be performed by the audit committee under the provisions of the Companies Act, the SEBI Listing Regulations, the SEBI MF Regulations and other applicable laws;

(hh) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;

(ii) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

(jj) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

(kk) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans

/ advances / investments existing as per the SEBI Listing Regulations;

(ll) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation *etc.*, on the Company and its shareholders; and

(mm) Such roles as may be specified by the Board from time to time or prescribed under the Companies Act, the SEBI Listing Regulations, the SEBI MF Regulations, or other applicable laws, circulars, and directions issued thereunder.

(iii) The Audit Committee shall mandatorily review the following information:

(a) Management discussion and analysis of financial condition and results of operations;

(b) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

(c) Internal audit reports relating to internal control weaknesses;

(d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

(e) Statement of deviations:

(i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

(ii) annual statement of funds utilised for purposes other than those stated in the issue document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations; and

(f) Review the financial statements, in particular, the investments made by any unlisted subsidiary.

The Audit Committee is required to meet at least four times in a financial year under Regulation 18(2)(a) of the SEBI Listing Regulations. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

(b) Nomination and Remuneration Committee

The Nomination, Remuneration and Compensation committee was constituted by a resolution of our Board dated April 25, 2014 and was re-constituted by our Board at their meeting held on July 17, 2025*. The Nomination, Remuneration and Compensation Committee is in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The current constitution of the Nomination, Remuneration and Compensation committee is as follows:

Name of Director	Position in the Committee	Designation
Agyey Kumar Azad	Chairperson	Independent Director
Santanu Kumar Majumdar*	Member	Non-Executive Director
Kiyoshi Habiro	Member	Non-Executive Director
Suhail Chander	Member	Independent Director
Nirmala Sridhar	Member	Independent Director
Anuradha Shripad Nadkarni	Member	Independent Director

**Effective from the appointment of Santanu Kumar Majumdar, our Non-Executive Director, dated July 28, 2025.*

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, read with Regulation 19 of the SEBI Listing Regulations. Its terms of reference are as follows:

(a) 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 including the Chief Executive Officer, fund managers, etc. and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(b) 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 Nomination and Remuneration Committee may:

(i) use the services of any external agencies, if required;

(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(iii) consider the time commitments of the candidates.

(c) Formulation of criteria for evaluation of performance of independent directors and the Board;

(d) Devising a policy on Board diversity;

(e) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(f) Analysing, monitoring and reviewing various human resource and compensation matters;

(g) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(h) Recommending to the Board the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

(i) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(j) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(k) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

(l) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(m) Engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;

(n) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable;

(o) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

(p) Such terms of reference as may be prescribed under the Companies Act, the SEBI Listing Regulations, the SEBI MF Regulations or other applicable laws, circulars and directions issued thereunder.

The Nomination and Remuneration Committee is required to meet at least once in a financial year under Regulation 19(3A) of the SEBI Listing Regulations.

The quorum for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director.

(c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated April 4, 2025 reconstituted by a resolution of our Board dated July 17, 2025*. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The current constitution of the Stakeholders' Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
Ravindran Menon	Chairperson	Independent Director
Santanu Kumar Majumdar*	Member	Non-Executive Director
Tim Van Hest	Member	Non-Executive Director

**Effective from the appointment of Santanu Kumar Majumdar, our Non-Executive Director, dated July 28, 2025.*

The scope and function of the Stakeholders' Relationship Committee is in accordance with Regulation 20 of the SEBI Listing Regulations. Its terms of reference are as follows:

(a) Redressal of all security holders' and investors' grievances including complaints related to transfer/transmission of shares, non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of declared dividends, non-receipt of annual reports, issue of new/duplicate certificates, etc., and assisting with quarterly reporting of such complaints;

(b) Reviewing of measures taken for effective exercise of voting rights by shareholders;

(c) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(d) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(e) Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

(f) formulating procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

(g) approving, registering, refusing to register transfer or transmission of shares and other securities;

(h) giving effect to dematerialisation of shares and re-materialisation of shares, sub-dividing, consolidating and/or replacing any share or other securities certificate(s) of the Company, compliance with all the requirements related to shares, debentures and other securities from time to time;

(i) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services; and

(j) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, the SEBI Listing Regulations, or any other applicable laws.

(d) Risk Management Committee

The Risk Management Committee was constituted by a resolution of our Board dated August 23, 2022 and re-constituted by a resolution of our Board dated July 17, 2025*. The Risk Management Committee is in compliance with Regulation 21 of the SEBI Listing Regulations. The current constitution of the Risk Management Committee is as follows:

Name of Director	Position in the Committee	Designation
Santanu Kumar Majumdar*	Chairperson	Non-Executive Director
Tim Van Hest	Member	Non-Executive Director
Suhail Chander	Member	Independent Director
Nirmala Sridhar	Member	Independent Director

**Effective from the appointment of Santanu Kumar Majumdar, our Non-Executive Director, dated July 28, 2025.*

The scope and function of the Risk Management Committee is in accordance with Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee shall be responsible for, among other things, the following:

i. To formulate a detailed risk management policy at the Company level as well as at the level of the schemes of Canara Robeco Mutual Fund, including the following mandatory elements, which shall be approved by the board of directors of the Company:

   (a) A framework for identification of internal and external risks specifically faced by the Company and the schemes of Canara Robeco Mutual Fund, in particular including financial, operational, sectoral, sustainability (particularly, 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.
   (d) A risk appetite framework should be in place at the level of the Company and the schemes of Canara Robeco Mutual Fund. Quantification of the framework in the form of a metric for key risks shall include but not limiting to credit risk, market risk and liquidity risk, etc. and targeted path of improvement. The metric, wherever applicable, should incorporate an appropriate benchmark vis-à-vis which the measurements of risk and targeted risk levels may be made.
   (e) There should be a Delegation of Power (DoP) framework covering daily risk management, daily risk reporting and corrective actions at various levels of management.
   (f) Formation of risk management committees (of both the Company and CRMF Trustee Private Limited, the trustee company of Canara Robeco Mutual Fund), its roles and responsibilities.
   (g) Each CXO level officer to take ownership of risks and manage risk level for those risks as are applicable to their area of operation.
   (h) Clarity on roles and responsibility assigned to CXOs.
   (i) Responsibility of line management and process ownership for risk management and reflection of the same in the performance appraisal through Key Result Areas (KRAs) of key officials of line management. The performance may be evaluated vis-à-vis an appropriate benchmark, if applicable.
   (j) All aspects of risks that the Company can face along with the mitigation plans, including but not limited to:
      I. Risk management practices in fund management, customer service, marketing and distribution.
      II. Disaster recovery and business contingency planning.
   (k) Limit management framework for the material or key risks.
   (l) Risk assessment & monitoring measures and tools for all risks with quantified risk indicators and limits thereto.
   (m) Implementation of scenario analysis and stress testing.
   (n) Risk mitigation requirements and control mechanisms.
   (o) Additional triggers that could require review of the risk management framework, including:
      i. Material claims or litigations from customers or incidents.
      ii. Material findings from internal or external audits.
      iii. Adverse media attention impacting reputation risk.
      iv. Adverse observations from the regulator(s), etc.
      v. Key risk indicator breaches.
      vi. New regulatory requirements.
      vii. Sector-relevant developments or incidents

ii. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

iii. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

iv. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

v. To report to the board of directors and recommend long term solutions regarding risk management both at the level of the Company and the schemes of Canara Robeco Mutual Fund;

vi. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

vii. To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;

viii. To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;

ix. To review the status of the compliance, regulatory reviews and business practice reviews;

x. To review and recommend the Company's potential risk involved in any new business plans and processes;

xi. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

xii. To perform such other activities as may be delegated by the board of directors and/or prescribed under the SEBI Listing Regulations, the SEBI MF Regulations and circulars issued thereunder, or any other applicable laws to be attended to by the Risk Management Committee; and

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

(e) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by a resolution of our Board dated April 25, 2014 and was re-constituted by our Board at their meeting held on July 17, 2025*. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of Director	Position in the Committee	Designation
Santanu Kumar Majumdar*	Chairperson	Non-Executive Director
Kiyoshi Habiro	Member	Non-Executive Director
Suhail Chander	Member	Independent Director
Agyey Kumar Azad	Member	Independent Director

**Effective from the appointment of Santanu Kumar Majumdar, our Non-Executive Director, dated July 28, 2025.*

The scope and function of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act. Its terms of reference are as follows:

(a) To formulate and recommend to the board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

(b) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(c) To recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(d) To formulate the annual action plan of the Company;

(e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(f) To review and monitor the implementation of corporate social responsibility policy, corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and

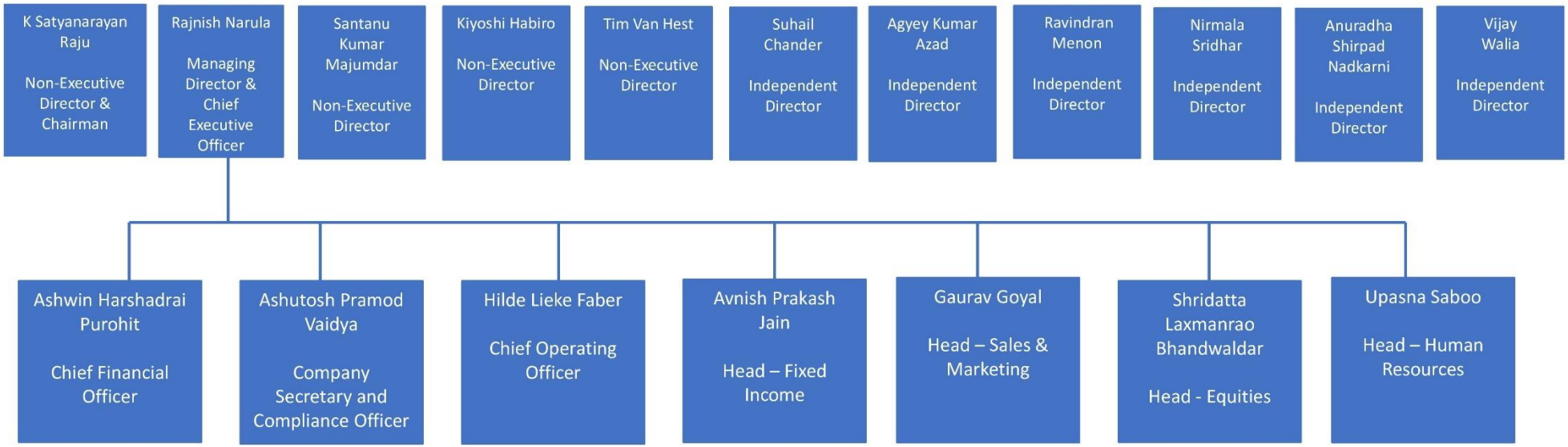
(g) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act, as amended or other applicable laws.

Management Organisation Structure

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CANARA ROBECO

Directors



Key Managerial Personnel

In addition to Rajnish Narula, our Managing Director and Chief Executive Officer, whose details are set out under " – *Brief Biographies of Directors*" on page 299, the details of the Key Management Personnel, as on the date of this Red Herring Prospectus, are set out below**:**

Ashwin Harshadrai Purohit is the Chief Financial Officer of our Company. He has been associated with our Company since December 19, 2022. He holds a bachelor's degree in commerce from the Bhavan's college, University of Bombay. He is a member of the Institute of Chartered Accountants of India. His role in the Company is to ensure financial discipline and implement financial, budgeting and strategies for the company, develop actual and forecasts for revenue and expenses. He has over 27 years of experience. Prior to joining our Company, he was associated with Presstech (India) Private Limited, Mahindra and Mahindra Group, Reliance Industries Limited, Reliance MediaWorks Limited, Reliance Power Limited and Enam Asset Management Company Private Limited. The remuneration paid to him was ₹ 13.90 million for Fiscal 2025.

Ashutosh Pramod Vaidya is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since January 28, 2016. He holds a bachelor's degree in Commerce from University of Bombay. He is a member of the Institute of Company Secretaries of India. His role in the Company is to oversee all corporate secretarial activities including the preparation and filing of necessary documents with regulatory authorities. He has over 15 years of experience. Prior to joining our Company, he was associated with SREI Mutual Fund Asset Management, SBI Funds Management Private Limited, Kotak Mahindra Asset Management Company Limited, Godrej Soaps Limited, Godrej Industries Limited, DBOI Global Services Private Limited and Deutsche Asset Management (India) Private Limited. The remuneration paid to him was ₹ 5.65 million for Fiscal 2025.

Senior Management

In addition to our Key Managerial Personnel, whose details are provided in *"– Key Managerial Personnel"* on page 313, the details of our other Senior Management as on the date of this Red Herring Prospectus are as set forth below:

Hilde Lieke Faber is the Chief Operating Officer of our Company. She has been associated with our Company since May 8, 2023 as a secondee of Robeco Nederland B.V. She is currently serving as a full-time employee of the Company. She holds a bachelor's degree in psychology from Radboud University Nijmegen and master's degree in Psychology and International Business Administration from Tilburg University and Radboud Universiteit Nijmegen, respectively. Her role in the Company is oversee day-to-day operations including registrar and transfer agent, fund processing, investor servicing and compliance. She has over 8 years of experience. Prior to joining our Company, she was associated with Robeco and Delta Lloyd N.V. She was paid ₹ 9.23 million by the Company for Fiscal 2025 in her capacity as Chief Operating Officer of the Company. Additionally, pursuant to an employment contract dated June 29, 2021, read with an international assignment agreement dated March 22, 2023, each amongst Hilde Lieke Faber and Robeco Nederland, B.V., she was paid EUR 151,263 by Robeco Nederland B.V. for Fiscal 2025.

Avnish Prakash Jain is the Head – Fixed Income of our Company. He has been associated with our Company since September 16, 2013. He holds a bachelor's degree in technology (mechanical engineering) from Indian Institute of Technology, Kharagpur and has completed post-graduate diploma in management from Indian Institute of Management, Kolkata. His role in the Company is to lead the fixed income investment strategy and portfolio management activities. He has over 27 years of experience. Prior to joining our Company, he was associated with ICICI Prudential Asset Management Company Limited, Deutsche Asset Management (India) Private Limited, Misys Software Solutions (India) Limited, Yes Bank Limited, Reliance Industries Limited and ICICI Bank Limited. The remuneration paid to him was ₹ 13.77 million for Fiscal 2025.

Gaurav Goyal is the Head – Sales and Marketing of our Company. He has been associated with our Company since December 15, 2022. He completed his master's degree in management from Devi Ahilya Vishwavidyalaya (formerly University of Indore). His role in the Company is to lead the development and execution of the Company's strategic objectives. He has over 24 years of experience. Prior to joining our Company, he was associated with Principal Financial Group, ITI Asset Management Limited, ICICI Prudential Asset Management Company Limited, ICICI Prudential Life Insurance Company Limited, Associates India Financial Services Private Limited, HDFC Bank Limited, IDBI Capital Market Services Limited. The remuneration paid to him was ₹ 15.39 million for Fiscal 2025.

Shridatta Laxmanrao Bhandwaldar is the Head - Equities of our Company. He has been associated with our Company since July 5, 2016. He holds a bachelor's degree in engineering from Dr. Babasaheb Ambedkar Marathwada University and master's degree in management studies from University of Mumbai. His role in the Company is to oversee team of portfolio managers and analysts who manage equity assets, develop and execute investment strategies. He has over 19 years of experience. Prior to joining our Company, he was associated with SBI Pension Funds Private Limited, Heritage India Advisory Private Limited, Motilal Oswal Securities Limited, MF Global Sify Securities India Private Limited, Technology Network (India) Private Limited and Centurion Bank Limited. He was ranked as the Best Fund Manager for Canara Robeco Mutual Fund by Economic Times – Wealth received in the year 2025. The remuneration paid to him was ₹ 26.30 million for Fiscal 2025.

Upasna Saboo is the Head – Human Resources of our Company. She has been associated with our Company since August 2, 2010. She holds a bachelor's degree in business administration from Annamalai University and has completed her management diploma from Indian Institute of Planning and Management, New Delhi. Her role in the Company is to oversee the human resources strategy and operations. She has over 23 years of experience. Prior to joining our Company, she was associated with SHL (India) Private Limited, ABC Consultants Private Limited, CMS Securitas Limited and Manpower Services India Private Limited. The remuneration paid to her was ₹ 10.01 million for Fiscal 2025.

Relationship between our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and/or Senior Management are related to each other.

Status of Key Managerial Personnel and Senior Management

As on the date of this Red Herring Prospectus, all our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Interest of Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service.

Our 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.

Bonus or profit-sharing plans for our Key Managerial Personnel and Senior Management

Our Company does not have bonus or profit-sharing plans for our Key Managerial Personnel and Senior Management.

Shareholding of Key Managerial Personnel and Senior Management in our Company

None of our Key Managerial Personnel and Senior Management hold any Equity Shares.

Changes in our Key Managerial Personnel and Senior Management in the three immediately preceding years.

Except as disclosed in " – *Changes in our Board in the last three years*", details of the changes in our Key Managerial Personnel and Senior Management in the last three years are set forth below:

Name	Date of Change	Reason for change in Key Managerial Personnel and Senior Management
Ashutosh Pramod Vaidya	March 28, 2025	Appointment as a Compliance Officer
Rajnish Narula	September 18, 2024	Resignation as Manager
Hilde Lieke Faber	May 8, 2023	Appointment as a Chief Operating Officer
Ashwin Harshadrai Purohit	December 19, 2022	Appointment as a Chief Financial Officer
Gaurav Goyal	December 15, 2022	Appointment as a Head – Sales and Marketing

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

Arrangements or understanding with major shareholders, customers, suppliers or others

Except for (i) Rajnish Narula, who has been appointed to our Board pursuant to the Secondment Terms and Conditions; and (ii) Hilde Lieke Faber, our Chief Operating Officer, who has been appointed as a Senior Management pursuant to an employment contract dated June 29, 2021, read with an international assignment agreement dated March 22, 2023, there is no arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of our Key Managerial Personnel or Senior Management has been appointed. For further details please see –"*Terms of employment of our Executive Directo*r" on page 300.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

Except as disclosed below, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel and Senior Management for Fiscal 2025, which does not form part of their remuneration for such period.

Key Managerial Personnel/ members of the Senior Management	**Contingent or deferred compensation accrued for Fiscal 2025 but payable at a later date (₹ in million)**
Key Managerial Personnel	
Ashwin Harshadrai Purohit	*3.15*
Ashutosh Pramod Vaidya	*0.50*
Members of Senior Management	
Hilde Lieke Faber	0.50
Avnish Prakash Jain	4.15
Gaurav Goyal	1.45
Shridatta Laxmanrao Bhandwaldar	11.40
Upasna Saboo	1.45

Retirement and termination benefits

Our Key Managerial Personnel or Senior Management have not entered into any service contracts with our Company which include termination or retirement benefits. Except statutory benefits upon termination of their employment in our Company or superannuation, none of the Key Managerial Personnel or Senior Management is entitled to any benefit upon termination of employment or superannuation.

Payment of non-salary related benefits to Key Managerial Personnel and Senior Management of our Company

No amount or benefit has been paid or given to any Key Managerial Personnel and Senior Management of our Company within the two years preceding the date of filing of this Red Herring Prospectus or is intended to be paid, other than in the ordinary course of their employment.

Employee stock option plan and employee stock purchase plan

Except as disclosed in "*Capital Structure – CRAMCL Employee Stock Option Scheme 2025 ("ESOP Scheme")* " on page 123, our Company does not have any employee stock option plan or employee stock purchase plan as on the date of this Red Herring Prospectus.

Other Confirmations

There is no conflict of interest between the lessors of our immovable properties of our Company (which are crucial for operations of our Company) and any of our Directors or Key Managerial Personnel.

There is no conflict of interest between the suppliers of raw materials or any third-party service providers of our Company (which are crucial for operations of our Company), and any of our Directors or Key Managerial Personnel.

OUR PROMOTERS AND PROMOTER GROUP

Canara Bank and ORIX Corporation Europe N. V. are the Promoters of our Company. Our Company is a joint venture between our Promoters, Canara Bank and ORIX Corporation Europe N. V. (*previously known as Robeco Groep N. V.*).

As on the date of this Red Herring Prospectus, our Promoters, hold Equity Shares in our Company, the details of which are set out below. For further details, see "*Capital Structure"* on page 99.

S. No.	Name of the Promoter	Number of Equity Shares	Percentage of the pre-Offer issued, subscribed and paid-up Equity Share capital (%)
1.	Canara Bank	101,702,888*	51.00
2.	ORIX Corporation Europe N. V.	97,714,540	49.00
	Total	**199,417,428**	**100.00**

** Includes 4,800 Equity Shares held by Ranjeet Kumar Jha, Arunkumar K R, Alok Kumar Agarwal, Purshottam Chand, S Kanimozhi, and Mahesh Muralidhar Pai, jointly with Canara Bank.*

Details of our Promoters

I. Canara Bank

Corporate Information

Canara Bank, originally incorporated as 'Canara Hindu Permanent Fund' in July 1906, is a public-sector bank constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 on July 19, 1969, having its registered and head office at 112, J C Road, Bengaluru - 560 002 Karnataka, India.

Nature of Business

Canara Bank is engaged in the field of commercial banking and financial services.

Change in present/ past business activities

There has been no change in the business activities of Canara Bank.

Board of Directors

The board of directors of Canara Bank, as on the date of this Red Herring Prospectus are as follows:

S. No.	Name of the Director	Designation
1.	Vijay Srirangan	Non-Executive Director and Chairperson
2.	K Satyanarayana Raju	Executive Director - Chief Executive Officer and Managing Director
3.	Santanu Kumar Majumdar	Executive Director
4.	Hardeep Singh Ahluwalia	Executive Director
5.	Bhavendra Kumar	Executive Director
6.	Parshant Kumar Goyal	Non-Executive - Nominee Director
7.	Rohit Das	Non-Executive - Nominee Director
8.	Abha Singh Yaduvanshi	Non-Executive - Independent Director
9.	Nalini Padmanabhan	Part-Time Non-Official Director
10.	Gunjeet Singh Pannu	Non-Executive Independent Director
11.	B Raghavendra Rao	Non-Executive Independent Director

Shareholding Pattern of Canara Bank

Canara Bank is a listed company having its equity shares listed on BSE and NSE with effect from December 23, 2002. As on the date of this Red Herring Prospectus, the authorized share capital of Canara Bank is ₹ 30,000,000,000 divided into 15,000,000,000 equity shares of ₹ 2 each. The shareholding pattern of Canara Bank as of June 30, 2025, is as follows:

Category of shareholder	No. of shareholders	No. of fully paid-up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form	Sub-categorization of shares (XV)		
								Shareholding (No. of shares) under		
								Sub Category I	Sub Category II	Sub Category III
(A) Promoter & Promoter Group	1	5,708,548,390	5,708,548,390	62.93	5,708,548,390	62.93	5,708,548,390	-	-	-
(B) Public	1,699,714	3,362,102,870	3,362,102,870	37.07	3,362,102,870	37.07	3,331,796,180	-	-	-
(C1) Shares underlying DRs	-	-	-	0.00	-	0.00	-	-	-	-
(C2) Shares held by Employee Trust	-	-	-	0.00	-	0.00	-	-	-	-
(C) Non Promoter-Non Public	-	-	-	0.00	-	0.00	-	-	-	-
Grand Total	1,699,715	9,070,651,260	9,070,651,260	100.00	9,070,651,260	100.00	9,040,344,570			

Details of change in control of Canara Bank

There has been no change in the control of Canara Bank in the last three years preceding the date of this Red Herring Prospectus.

Promoters of Canara Bank

President of India

Canara Bank's promoter is the President of India acting through the Ministry of Finance, Government of India. As the promoter is the President of India, disclosures and confirmations in relation to the Promoter Group (as defined in Regulation 2(1)(pp) of the SEBI ICDR Regulations) as specified in Schedule VI of the SEBI ICDR Regulations are inapplicable to Canara Bank and have therefore not been provided in this Red Herring Prospectus.

II. ORIX Corporation Europe N.V. ("OCE")

Corporate Information

OCE is a public company with limited liability incorporated under the laws of the Netherlands on February 25, 1997, having its registered office at Weena 850, 3014 DA Rotterdam, the Netherlands. The company trade register number of OCE in the Chamber of Commerce is 24272679. OCE is a wholly-owned subsidiary of ORIX Corporation, a Japanese conglomerate listed on the Tokyo Stock Exchange and New York Stock Exchange.

Nature of Business

OCE is an operating holding company and an investment platform for its parent company ORIX Corporation.

Change in present/ past business activities

There has been no change in the business activities of OCE.

Board of Director

The board of directors of OCE, as on the date of this Red Herring Prospectus are as follows:

S. No.	Name of the Director	Designation
1.	Kiyoshi Habiro	Chief Executive Officer
2.	Hideaki Yokoyama	Chief Financial and Fiduciary Officer
3.	Stan Koyanagi	General Counsel
4.	Tim van Hest	Chief Risk Officer

Shareholding Pattern of OCE

As on the date of this Red Herring Prospectus, the authorised share capital of OCE is EUR 22,689,015 divided into 22,689,015 equity shares of nominal value of EUR 1 each.

The shareholding pattern of the equity shares of nominal value of EUR 1 each of OCE as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	Number of equity shares held	Shareholding Percentage (%)
1.	ORIX Corporation	22,689,015	100%
Total		**22,689,015**	**100%**

Details of change in control of OCE

There has been no change in the control of OCE in the last three years preceding the date of this Red Herring Prospectus.

Promoters of OCE

OCE is an entity incorporated in the Netherlands and does not have a promoter. Further, there is no ultimate natural person in control (i.e., holding 15% percent or more voting rights) of OCE.

Change in the control of our Company

OCE is not the original promoter of our Company. However, there has been no change in the control of our Company during the last five years preceding the date of this Red Herring Prospectus. For further details in relation to change in control of our Company, see "*Capital Structure – 2. Details of shareholding of our Promoters, directors of our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel and Senior Management in our Company – (ii). Build-up of our Promoters' shareholding in our Company*", beginning on page 105.

Interests of Promoters and common pursuits

Our Promoters are interested in our Company to the extent (i) that they are the Promoters of our Company; (ii) of their shareholding in our Company. For details of the shareholding of our Promoters in our Company, see "*Capital Structure – Equity Shareholding of the Promoters*", beginning on page 104; (iii) of their nomination of directors on the Board of our Company; and (iv) of the trademark license agreements as disclosed in "*Government and Other Approvals- Intellectual Property*" and "*History and Certain Corporate Matters - Shareholders' agreement and other material agreements*" on pages 436 and 292, respectively.

Our Promoters are not interested in any transaction in acquisition of land, construction of building or supply of machinery. Our Promoters are not interested as a member of a firm or a company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by any of Promoters or by such firm or company in connection with the promotion of our Company.

Payment or benefits to our Promoters or members of the Promoter Group

Except in the ordinary course of business and as stated in *"Summary of the Offer Document – Summary of Related Party Transactions"* and "*Restated Financial Information –Note 41 – Related party Transactions*" beginning on pages 22 and 373, respectively, there has been no payment of any amount or benefit given to our Promoters or members of the Promoter Group during the two years preceding the date of filing of this Red Herring Prospectus nor is there any intention to pay any amount or give any benefit to our Promoters or Promoter Group. For details please see '*History and Other Corporate Matters - Shareholders' agreement and other material agreements*' beginning on page 292.

Our Company does not operate in a business which requires supply of raw materials. Additionally, there is no conflict of interest between the third-party service providers (which are crucial for operations of our Company) and our Promoters and members of the Promoter Group.

Except as disclosed in " - *Interests of Promoters and common pursuits*", there is no conflict of interest between the lessors of the immovable properties (which are crucial for operations of our Company) and our Promoters and members of the Promoter Group.

Material guarantees given by our Promoters to third parties with respect to Equity Shares of our Company

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

Companies and firms with which our Promoters have disassociated in the last three years

Except for Canara Bank, which disassociated from (i) Commercial Indo Bank LLC (CIBL), Moscow Russia on November 30, 2022 for strategic disinvestment; and (ii) Andhra Pragathi Grameena Bank with effect from May 01, 2025 pursuant to a gazette notification issued by the Department of Financial Services on April 05, 2025, our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Red Herring Prospectus.

Promoter Group

The entities that form a part of the Promoter Group of our Company (excluding our Promoters) in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are provided below:

Sr. No.	Name of the Promoter	Name
1.	**Canara Bank**	1. Canbank Factors Limited 2. Canara Bank Securities Limited 3. Canbank Computer Services Limited 4. Canbank Venture Capital Fund Limited 5. Canbank Financial Services Limited 6. CRMF Trustee Private Limited 7. Canara HSBC Life Insurance Company Limited 8. Canara Tanzania Limited 9. Can Fin Homes Limited* 10. Kerala Gramin Bank 11. Karnataka Grameena Bank**
2.	**ORIX Corporation Europe N. V.**	1. OCE US Holding Inc 2. OCE US Holding B.V. 3. OCE Nederland B.V. 4. ORIX Corporation UK Limited 5. Boston Partners Global Investors Inc. 6. Boston Partners Securities, LLC 7. Boston Partners Trust Company 8. Boston Partners (UK) Limited 9. Harbor Capital Advisors, Inc 10. Harbor Funds Distributors Inc. 11. Harbor Services Group, Inc 12. Harbor Trust Company, Inc 13. Gravis Capital Management Limited 14. Gravis Advisory Limited 15. Robeco Holding B.V. 16. Robeco Nederland B.V. 17. Robeco Institutional Asset Management B.V. 18. Robeco Indices B.V. 19. Robeco France S.A.S 20. Ro-Boetie S.A.S 21. Robeco Hong Kong Limited 22. Robeco Private Fund Management (Shanghai) Co. Ltd. 23. Robeco Overseas Investment Fund Management (Shanghai) Limited Company 24. Robeco Singapore Private Limited 25. Robeco Japan Company Limited 26. Robeco Institutional Asset Management US Inc. 27. Robeco Miami B.V. 28. Robeco Schweiz A.G 29. SAM Sustainable Asset Management A.G 30. Robeco Institutional Asset Management UK Limited 31. Transtrend B.V. 32. Elawan Energy, S.L. 33. Vector Energía 2, S.A. 34. Elawan Energy Wallonie, S.A. 35. Elawan Energy Feluy, S.A. 36. Elawan Energy Beaumont, S.A. 37. Elawan Energy Hannut, S.A. 38. Elawan Energy Salazine, S.A. 39. Elawan Energy Merbes, S.A. 40. Macambiras Holding, S.A. 41. Elawan Desenvolvimentos Brasil, S.A. 42. Elawan Eólica Brasil, S.A. 43. Eólica Gravatá - Geradora de Energía S.A.

Sr. No.	Name of the Promoter	Name
		44. Eólica Pirauá – Geradora de Energía S.A. 45. Elawan Eólica Jardins–S.A. 46. Elawan Eólica Alvorada –S.A. 47. Elawan Eólica Agreste –S.A. 48. Elawan Eólica Macambira I – S.A. 49. Elawan Eólica Macambira II – S.A. 50. Eólica Pedra do Reino V S.A. 51. Elawan Eólica Rio Grande do Norte S.A. 52. Elawan Eólica Passagem S.A. 53. Eólica Limoeiros S.A. 54. Elawan Energy Colombia, SAS 55. Elawan Energy Colombia Developments, S.A. 56. Elawan Energy France, SAS 57. Gournay PV S.A.S. 58. St Pierre le Moutier P.V. 59. ENR EEF 11, SAS 60. ENR EEF 12, SAS 61. ENR EEF 13, SAS 62. ENR EEF 14, SAS 63. ENR EEF 15, SAS 64. ENR EEF 16, SAS 65. Elawan Energy Deutschland 1, GmbH 66. Elawan Energy Deutschland 2, GmbH 67. Elawan Energy Deutschland Developments, GmbH 68. PINDO WIND S.M.P.C. 69. ElawanEnergy Italia S.R.L. 70. Pharos 2 S.R.L. 71. Pharos 3 S.R.L. 72. Elawan Energy Italia Solar 1, SRL, abreviatura EEI Solar 1, SRL 73. Elawan Energy Italia Solar 2, SRL, abreviatura EEI Solar 2, SRL 74. Elawan Energy Mexico S.A. de C.V. 75. Elawan Wind Mexico I, S.A.P.I de C.V. 76. Elawan Wind Mexico II, S.A.P.I de C.V. 77. Elawan Wind Mexico III, S.A.P.I de C.V. 78. Eólica Del Mayab, S.A.P.I de C.V. 79. Eólica Huimilpan, S.A.P.I de C.V. 80. Farma Wiatrowa Szerzawy Sp. z o.o. 81. Elawan Energy Polska, Sp. z o.o. 82. Farma Wiatrowa Kłęby Sp. z o.o. 83. Farma Wiatrowa Bukówiec Górny Sp. z o.o. 84. Farma Wiatrowa Wronczyn Sp. Z.o.o. (formerly known as Elawan Solar Polska Sp. z.o.o.) 85. Elawan Wind 14, Sp. z o.o. 86. Elawan Energy 25 Sp. Z.o.o. 87. Elawan Energy 26 Sp. Z.o.o. 88. Elawan Energy 27 Sp. Z.o.o. 89. Elawan Energy 28 Sp. Z.o.o. 90. Elawan Energy Portugal, LDA. 91. Elawan Energy Romania, SRL 92. Vientos SRL 93. Elawan Wind Berezeni SRL 94. Elawan Energy Bucharest Renewable Energy 10 S.R.L. 95. Elawan Energy Vaslui, S.R.L. 96. Gestamp Wind Africa, Ltd 97. Deltrade 67 Propiertary Ltd 98. Copperton Maintenance Services Proprietary Limited 99. Modderfontein Wind Energy Project Proprietary Limited 100. Copperton Wind Farm (Pty) Ltd

Sr. No.	Name of the Promoter	Name
		101. Canela Wind 1 (Pty) Limited 102. Canela Wind 2 (Pty) Limited 103. Canela Wind 3 (Pty) Limited 104. Canela Wind 4 (Pty) Limited 105. Canela Ren 1 (Pty) Limited 106. Canela Ren 2 (Pty) Limited 107. Canela Ren 3 (Pty) Limited 108. Elawan Energy Developments 1, S.L.U. 109. Elawan Energy Developments 2, S.L.U. 110. Elawan Energy Developments 3, S.L.U. 111. Elawan Energy Developments 4, S.L.U. 112. Konesticial, S.L.U. 113. Renovables Torrejoncillo del Rey, AIE 114. Gómez Narro Renovables 132 kV, AIE 115. Elawan Energy Castilla La Mancha, S.L.U. 116. Erge Occidente, S.L. 117. Elawan HC Eolica, S.L. 118. Parque Eólico Becerril, S.L. 119. Parque Eólico Rondavino, S.L. 120. Planta Fotovoltaica Torrijos, S.L.U. 121. Elawan Eólica Derramador, S.L.U. 122. Elawan Eólica Frontones, S.L.U. 123. Elawan Eólica Fuente Álamo, S.L.U. 124. Parque Eólico Iniesta, S.L.U. 125. Parque Eólico Miravete, S.L.U. 126. Parque Eólico Monte Becerril, S.L.U. 127. Parque Eólico Salguero, S.L. 128. Elawan Fotovoltaica Torrijos 220, S.L.U. 129. Elawan Fotovoltaica Brazatortas 1, S.L.U. 130. Elawan Fotovoltaica Brazatortas 2, S.L.U. 131. Elawan Fotovoltaica Campanario 1, S.L.U. 132. Elawan Fotovoltaica Campanario 2, S.L.U. 133. Elawan Fotovoltaica Campanario 3, S.L.U. 134. Elawan Fotovoltaica Campanario 4, S.L.U. 135. Elawan Fotovoltaica Campanario 5, S.L.U. 136. Elawan Fotovoltaica Escuderos 1, S.L.U. 137. Elawan Fotovoltaica Escuderos 2, S.L.U. 138. Elawan Fotovoltaica Escuderos 3, S.L.U. 139. Elawan Fotovoltaica Escuderos 4, S.L.U. 140. Elawan Fotovoltaica Escuderos 5, S.L.U. 141. Elawan Fotovoltaica Belinchón 1, S.L.U. 142. Elawan Fotovoltaica Belinchón 2, S.L.U. 143. Elawan Fotovoltaica Belinchón 3, S.L.U. 144. Elawan Energy Tordesillas 1, S.L.U. 145. Elawan Energy Tordesillas 2, S.L.U. 146. Elawan Energy Tordesillas 3, S.L.U. 147. Elawan Energy Tordesillas 4, S.L.U. 148. Elawan Fotovoltaica Manzanares, S.L.U. 149. Elawan Energy Valdecarretas, S.L.U. 150. Elawan Energy Olmedo 1, S.L.U. 151. Elawan Energy Olmedo 2, S.L.U. 152. Elawan Energy Olmedo 3, S.L.U. 153. Elawan Energy Jijona 2, S.L.U. 154. Elawan Fotovoltaica Brazatortas 220, S.L.U. 155. Elawan Fotovoltaica Escatrón 1, S.L.U. 156. Elawan Fotovoltaica Escatrón 2, S.L.U. 157. Elawan Fotovoltaica Escatrón 3, S.L.U. 158. Elawan Energy Ayora 1, S.L.U. 159. Elawan Energy Ayora 2, S.L.U. 160. Elawan Energy Ayora 3, S.L.U.

Sr. No.	Name of the Promoter	Name
		161. Elawan Energy Ayora 4, S.L.U. 162. Elawan Energy Jumilla 1, S.L.U. 163. Elawan Energy Jumilla 2, S.L.U. 164. Elawan Fotovoltaica Fuendetodos 1, S.L.U. 165. Elawan Fotovoltaica Fuendetodos 2, S.L.U. 166. Elawan Fotovoltaica Velilla, S.L.U. 167. Elawan Fotovoltaica Villanueva , S.L.U. 168. Elawan Saltos de Agua S.L.U. (antes denominada Acciona Saltos de Agua S.L.U.) (nueva denominación pendiente de inscripción en el registro mercantil) 169. Saltos del Nansa I, S.A.U. 170. Saltos y Centrales De Catalunya, S.A.U 171. Hidroeléctrica del Serrado, S.L.U. 172. Elawan Wind North America, Inc. (formerly named Gestamp Wind North America, Inc) 173. Elawan Wind Energy North America, Inc. (formerly named Gestamp Wind Energy North America, Inc.) 174. North Buffalo Wind, L.L.C. 175. Nebraska Wind I, LLC 176. Flat Water Holdings, LLC 177. Elawan Wind Annapolis, Inc. (formerly named Gestamp Wind Annapolis, Inc) 178. Roth Rock Holdings, LLC 179. Roth Rock North Wind Farm, LLC 180. Elawan Petersburg Holdings, LLC (formerly named Gestamp Petersburg Holdings, LLC) 181. Elawan Wind Petersburg, Inc. (formerly named Gestamp Wind Petersburg, Inc) 182. Flat Water Wind Farm, LLC 183. Roth Rock Wind Farm, LLC 184. TPW Petersburg, LLC 185. Elawan Pitts Dudik Solar, LLC 186. Elawan Pitts Dudik Solar II, LLC 187. Elawan Dileo Solar, LLC 188. Elawan Energy Appalachia, LLC 189. Elawan Cibeles Solar, LLC 190. PD Alpha, LLC. 191. PD Beta, LLC. 192. PD Lessee, LLC. 193. PD Lessor Parent, LLC. 194. Dileo Lessee, LLC. 195. Dileo Lessor Parent, LLC. 196. EWNA PD Investor, Inc. 197. Elawan Energy UK Limited 198. Westfa Limited 199. Beeston Royds Limited 200. Workshop 2 Limited 201. Elawan Neutron Storage, LLC. 202. Flat Water Wind Farm 2, LLC. 203. Elawan Barrow Limited 204. Elawan Barrow 2 Limited 205. Elawan Chirton Grange Limited 206. Elawan Staygate Limited 207. Elawan Harlow West Limited 208. Elawan Belchamp Limited 209. Elawan Whinmoor Limited 210. Elawan Whitley Limited 211. Elawan Bowesfield Limited 212. Elawan Laxfield Limited 213. Elawan Worksop 1 Limited

Sr. No.	Name of the Promoter	Name
		214. Elawan Berkswell Limited 215. Elawan Torquay Limited 216. ENR EEF 17, SAS 217. ENR EEF 18, SAS 218. ENR EEF 19, SAS 219. ENR EEF 20, SAS 220. ENR EEF 21, SAS 221. ENR EEF 22, SAS 222. ENR EEF 23, SAS 223. ENR EEF 24, SAS 224. Bewen Enerji Anonim Şirketi 225. Bak Enerji Üretimi A.Ş. 226. BER Enerji Üretim A.Ş. 227. Beyçelik Elawan Renewable Energy, LLC. 228. Beyçelik Elawan UA 1 Renewable Energy, LLC 229. Beyçelik Elawan Yenilenebilir Enerji Üretimi A.Ş. 230. E.R.P 6, S.R.L. 231. E.R.P, 1 S.R.L. 232. E.R.P, 2 S.R.L. 233. E.R.P, 3 S.R.L. 234. E.R.P, 5 S.R.L. 235. E.R.P, 8 S.R.L. 236. E.R.P, S.R.L. 237. E.R.P. 11, S.R.L. 238. Elawan Energy Glabais, S.A. 239. Elawan Energy Italia Solar 3, S.R.L. 240. Elawan Energy Italia Solar 4, S.R.L. 241. Elawan Energy Italia Solar 5, S.R.L. 242. Elawan Energy Italia Solar 6, S.R.L. 243. Elawan Sunset Hills Solar, LLC 244. Elawan Tierras del Cid, S.L.U. 245. Erge Aragon S.L. 246. Gestamp and Sarge Wind Proprietary Limited 247. Hidroeléctrica de Tacotán, S.A. de C.V. 248. Hidroeléctrica Trigomil, S.A. de C.V. 249. ORIX Corporation, Tokyo 250. CRMF Trustee Private Limited 251. R. Power Italy Helios 1 S.R.L. 252. R. Power Italy Sol S.R.L. 253. Sabaş Elektrik Üretim A.Ş. 254. Tacotán Trigomil Servicios S.A. de C.V. 255. YGT Elektrik Üretim A.Ş.

** Equity shares of Can Fin Homes Limited are listed on the BSE and NSE. Further, non-convertible debentures are listed on NSE, and commercial papers are listed on BSE.*

***Karnataka Vikas Grameena Bank and Karnataka Gramin Bank which earlier formed a part of Promoter Gorup of the Company were amalgamated with effect from May 1, 2025, pursuant to the notification dated April 5, 2025 issued by the Ministry of Finance (Department of Financial Services) into the entity named Karnataka Grameena Bank.*

DIVIDEND POLICY

Our Board at its meeting held on March 28, 2025, has adopted a dividend distribution policy ("**Dividend Policy**"). The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable law, including the Companies Act.

The Company shall comply with the applicable laws in declaring dividend or portion of profits not distributed among the shareholders but retained by the Company for use in business. Further, in the case of Offer for Sale, the dividend for the entire year shall be payable to the transferees. Generally, the Board shall determine the dividend for a particular period after taking into consideration the financial performance of the Company, the advice of management, and other parameters described in this Policy. In certain circumstances, the shareholders may not expect dividend/or the dividend may not be declared by the Company which shall include, but are not limited to, the following: (a) due to operation of any other law in force or regulatory restriction placed upon the Company; (b) due to adverse market conditions and business uncertainty; (c) due to need to conserve capital due to incurred loss or inadequacy of profits in a financial year; (d) due to significantly higher working capital requirements adversely impacting free cash flow; (e) due to any corporate action resulting cash outflow, such as buyback of shares, investments, mergers, acquisitions etc; (f) due to any default on part of the Company; or (g) any other factor as deemed fit by the Board.

The details of dividend on the equity shares declared and paid by our Company from July 1, 2025 until the date of filing of this Red Herring Prospectus, for the three months period ended June 30, 2025, and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, is given below:

(₹ in million, except per share data, and percentages)

Particulars	From July 1, 2025 till the date of this Red Herring Prospectus	From April 1, 2025 till June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
No. of equity shares as on last day of the period/fiscal	199,417,428	199,417,428	199,417,428[#]	49,854,357	49,854,357
Face value per share (in ₹)	10.00	10.00	10.00	10.00	10.00
Aggregate dividend (in ₹ million)	NIL	NIL	498.55	373.91	249.27
Dividend declared per share (in ₹)	NIL	NIL	2.50	7.50	5.00
Rate of dividend (%)	NIL	NIL	25.00	75.00	50.00
Dividend Distribution Tax (%)*	NIL	NIL	10.00	10.00	10.00
Dividend Distribution Tax (in ₹ million)**	NIL	NIL	49.86	37.39	24.93
Mode of payment of dividend	NA	NA	Electronic Fund Transfer	Electronic Fund Transfer	Electronic Fund Transfer

Dividend Distribution Tax ("DDT**") is not applicable but for the applicable periods it includes the withholding tax details*
*** DDT is not applicable but for the applicable periods it includes the withholding tax amount.*
[%] As certified by M/s. G. P. Kapadia & Co., Chartered Accountants by way of their certificate dated October 3, 2025.
[#] Enhanced number of equity shares on account of bonus declared in the ratio of 3:1 on September 19, 2024.

The amounts paid as dividends in the past are not necessarily indicative of the dividend distribution policy of our Company or dividend amounts, if any, in the future. Bidders are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares issued in the Offer. There is no guarantee that any dividends will be declared or paid in the future. For details in relation to our ability to pay dividends, see *"Risk Factors –* 52. *We have declared dividends during Fiscals 2025, 2024 and 2023. Our ability to pay dividends in the future will depend on our earnings, and financial condition*." on page 67.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors,
Canara Robeco Asset Management Company Limited
Construction House, 4th Floor,
5 Walchand Hirachand Marg,
Ballard Estate, Mumbai City,
Mumbai - 400001
Maharashtra, India

Independent Auditor's Examination Report on the Restated Financial Information prepared in connection with the initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Canara Robeco Asset Management Company Limited.

Dear Sirs,

1. We, Borkar & Muzumdar, Chartered Accountants (the "Firm", "we" or "us") have examined the attached Restated Financial Information of **Canara Robeco Assets Management Company Limited** (the **"Company"**), comprising the Restated Statement of Assets and Liabilities as at June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the three months period ended June 30, 2025 and June 30, 2024 and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, the Summary of Material Accounting Policies and other explanatory notes (collectively referred to as, the **"Restated Financial Information"),** for the purpose of inclusion in the Red Herring Prospectus ("**RHP**") and Prospectus (collectively, the "**Offer Documents**"), proposed to be filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") and the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), in connection with its proposed initial public offer of equity shares of face value Rs. 10 each of the Company (the "**Offering/IPO**"). The Restated Financial Information, which have been approved by the Board of Directors of the Company at their meeting held on September 20, 2025, have been prepared in accordance with the requirements of:

   a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the **"Act"**);

   b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"ICDR Regulations"**); and

   c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the **"ICAI"**), as amended from time to time (the **"Guidance Note"**).

Management's Responsibility for Restated Financial Information

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents . The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 2(a) to the Restated Financial Information. The Board of Directors of the Company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Restated Financial Information taking into consideration:

   a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated February 7**,** 2025, addendum thereto dated [X], 2025, in connection with the proposed IPO of the Company;

   b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

   d. The requirements of Section 26 of the Act and the ICDR Regulations.

   e. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Offer.

Restated Financial Information

4. These Restated Financial Information have been compiled by the Company's management from:

   a. The special purpose interim audited financial statements of the Company as at and for the three months period ended June 30, 2025 and June 30, 2024 (the "Special Purpose Interim Audited Financial Statements") prepared in accordance with recognition and measurement principles of India Accounting Standard (Ind AS) 34 "Interim Financial Reporting" ("Ind AS 34"), 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 September 20, 2025; and

   b. The audited financial statements of the Company as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 (the Previous Years' Audited Financial Statements") prepared in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on May 05, 2025, April 23, 2024 and April 26, 2023 respectively.

5. We have audited the Special Purpose Interim Audited Financial Statements as at and for the three months period ended June 30, 2025 and June 30, 2024; and have issued an unmodified opinion thereon vide our audit reports each dated September 20, 2025. We have also audited the financial statements as at and for the year ended March 31, 2025 and have issued an unmodified opinion thereon vide our audit report dated May 05, 2025. The Previous Years' Audited Financial Statements as at and for the years ended March 31, 2024 and March 31, 2023 have been audited by S B A & Company, Chartered Accountants and have issued unmodified opinions thereon vide their audit reports dated April 23, 2024 and April 26, 2023 respectively.

6. For the purpose of our examination, we have relied on:

a. Special purpose audit reports issued by us each dated September 20, 2025 on the Special Purpose Interim Audited Financial Statements as at and for the three months period ended June 30, 2025 and June 30, 2024 as referred in Para 5 above. Our reports on the Special Purpose Interim Audited Financial Statements of the Company as at and for the three months period ended June 30, 2025 and June 30, 2024 included the following Emphasis of Matter paragraph:

- Emphasis of Matter – Basis of preparation and restriction of use:

We draw attention to Note 2(a) of the Special Purpose Interim Audited Financial Statements, which describes the purpose and basis of preparation of the Special Purpose Interim Audited Financial Statements. The Special Purpose Interim Audited Financial Statements been prepared by the Management of the Company solely for the purpose of the Restated Financial Information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations"), which will be included in the Red Hearing Prospectus and Prospectus (the "Offer Documents") in connection with its proposed Initial Public Offering of the Equity Shares of the Company (the "Offer"). As a result, the Special Purpose Interim Audited Financial Statements may not be suitable for any other purpose. Our report is intended solely for the Company and should not be used, referred to or distributed for any other purpose. Our opinion is not modified in respect of this matter.

b. Audit report issued by us dated May 05, 2025 on the Previous Years's Audited Financial Statements as at and for the year ended March 31, 2025, as referred in Para 5 above.

c. Audit reports issued by the Company's previous auditors, S B A & Company, Chartered Accountants dated April 23, 2024 and April 26, 2023 on the Previous Years's Audited Financial Statements as at and for the years ended March 31, 2024 and March 31, 2023 respectively, as referred in Para 5 above.

7. Based on our examination and according to the information and explanations given to us as at and for the three months period ended June 30, 2025 and June 30, 2024 and as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 (the "Relevant Period") and also as per the reliance placed on the audit reports submitted by previous auditors on their audits, wherever carried out, of the financial statements for the respective years mentioned in paragraph 6 above, we report that:

a. The Restated Financial Information 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, 2025, March 31, 2024 and March 31, 2023 and the three months period ended June 30, 2024 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed for the three months period ended June 30, 2025;

b. The Restated Financial Information do not require any adjustments for modifications, since there are no modifications as mentioned in paragraph 6 above.

c. The Restated Financial Information have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Interim Audited Financial Statement and the Audited Financial Statements mentioned in paragraph 6 above

9. We have not audited any financial statements of the Company as of any date or for any period subsequent to June 30, 2025. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Company as of any date or for any period subsequent to June 30, 2025.

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. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with SEBI, the Stock Exchanges and ROC, in connection with the Offer. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number 101569W

Brijmohan Agarwal
Partner
Membership Number 033254
UDIN: 25033254BMINZY2786

Place: Mumbai
Date: September 20, 2025

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Restated Statement of Assets and Liabilities

Amount ₹ in Millions

Particulars	Note No	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
ASSETS						
(1) Financial Assets						
(a) Cash and Cash Equivalents	4	115.74	38.02	2.89	18.40	13.50
(b) Trade Receivables	5	367.36	322.69	416.09	346.56	234.08
(c) Investments	6	6,494.11	5,092.81	6,041.20	4,568.77	3,295.59
(d) Other Financial Assets	7	96.46	17.73	34.77	15.90	13.66
		7,073.67	**5,471.25**	**6,494.95**	**4,949.63**	**3,556.83**
(2) Non-Financial Assets						
(a) Current Tax Assets (Net)	8	-	-	3.79	1.94	2.56
(b) Property, Plant And Equipment	10	30.79	19.88	27.26	18.90	16.43
(c) Capital Work-in-Progress	12	1.83	-	-	0.97	-
(d) Intangible Assets Under Development	13	6.03	0.58	21.97	0.58	-
(e) Right of Use Assets	14	150.75	139.49	126.08	143.14	154.87
(f) Other Intangible Assets	11	35.65	6.79	9.22	8.42	13.49
(g) Other Non-Financial Assets	15	52.31	40.54	57.02	44.56	35.47
		277.36	**207.28**	**245.34**	**218.51**	**222.82**
Total Assets		**7,351.03**	**5,678.53**	**6,740.29**	**5,168.14**	**3,779.65**
LIABILITIES AND EQUITY						
LIABILITIES						
(1) Financial Liabilities						
(a) Lease Liabilities	14	180.89	166.19	156.88	168.16	172.68
(b) Other Financial Liabilities	16	74.51	45.29	51.63	42.24	34.06
		255.40	**211.48**	**208.51**	**210.40**	**206.74**
(2) Non-Financial Liabilities						
(a) Provisions	17	87.88	82.42	16.40	11.90	9.43
(b) Deferred Tax Liabilities (Net)	9	81.68	64.77	56.94	25.55	14.10
(c) Other Non-Financial Liabilities	18	320.03	266.93	457.88	375.40	263.89
		489.59	**414.12**	**531.22**	**412.85**	**287.42**
EQUITY						
(a) Equity Share Capital	19	1,994.17	498.54	1,994.17	498.54	498.54
(b) Other Equity	20	4,611.87	4,554.39	4,006.39	4,046.35	2,786.95
		6,606.04	**5,052.93**	**6,000.56**	**4,544.89**	**3,285.49**
Total Liabilities and Equity		**7,351.03**	**5,678.53**	**6,740.29**	**5,168.14**	**3,779.65**
Material accounting policies and explanatory notes	1-3					
Other Notes to the Financial Statements	4-45					

The accompanying notes form an integral part of the Financial Statement.
As per our report of even date

For Borkar & Muzumdar
Chartered Accountants
Firm Registration No : 101569W

Brijmohan Agarwal
Partner (M.No. 033254)

Place: Mumbai
Date: September 20,2025

For and on Behalf of the Board of Directors of
Canara Robeco Asset Management Company Limited

Rajnish Narula
MD & CEO
DIN: 03607363

Ravindran Menon
Director
DIN: 00016302

Ashwin Purohit
CFO

Ashutosh Vaidya
Company Secretary
M. No. ACS14242

Place: Mumbai
Date: September 20,2025

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Restated Statement of Profit and Loss

Amount ₹ in Millions

	Particulars	Note No	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
	Revenue From Operations						
(i)	Asset Management Services	21	970.48	804.33	3,645.45	2,698.63	1,906.79
(ii)	Net Gain On Fair Value Changes	22	240.21	213.63	391.50	482.27	139.16
I	**Total Revenue From Operations**		**1,210.69**	**1,017.96**	**4,036.95**	**3,180.90**	**2,045.95**
II	**Other Income**	23	2.70	0.53	3.00	6.94	2.04
III	**Total Income (I + II)**		**1,213.39**	**1,018.49**	**4,039.95**	**3,187.84**	**2,047.99**
	Expenses						
(i)	Finance Cost	24	4.64	4.41	17.13	18.72	19.23
(ii)	Employee Benefits Expenses	25	248.62	215.31	885.20	758.17	596.46
(iii)	Depreciation, Amortization And Impairment	26	16.98	11.63	50.25	47.80	41.50
(iv)	Other Expenses	27	144.38	99.52	510.94	411.31	320.62
IV	**Total Expenses**		**414.62**	**330.87**	**1,463.52**	**1,236.00**	**977.81**
V	**Profit / (Loss) before exceptional items and tax (III - IV)**		798.77	687.62	2,576.43	1,951.83	1,070.18
VI	**Exceptional Items**		-	-	-	-	-
VII	**Profit/(loss) before tax (V-VI)**		**798.77**	**687.62**	**2,576.43**	**1,951.83**	**1,070.18**
VIII	**Tax Expense:**						
	(1) Current Tax	28	162.80	136.80	637.10	430.00	271.50
	(2) Deferred Tax Charge/(Credit)	29	26.20	40.11	32.29	11.89	8.67
	Total Tax Expense		189.00	176.91	669.39	441.89	280.17
IX	**Profit/(Loss) for the Year/Period (VII-VIII)**		**609.77**	**510.71**	**1,907.04**	**1,509.95**	**790.01**
X	**Other comprehensive income**						
	(i) Items that will not be reclassified to profit or loss						
	- Remeasurement gain/(loss) of the Defined Benefit Plans		(5.73)	(3.57)	(3.58)	(1.70)	(2.77)
	(ii) Income Tax relating to items that will not be reclassified to Profit or Loss						
	- Tax on Remeasurements of the Defined Benefit Plans		1.44	0.90	0.90	0.43	0.70
	Other Comprehensive Income/(loss) (i + ii)		**(4.29)**	**(2.67)**	**(2.68)**	**(1.27)**	**(2.07)**
XI	**Total Comprehensive Income for the Period (IX + X)**		**605.48**	**508.04**	**1,904.36**	**1,508.68**	**787.94**
XII	**Earnings Per Equity Share**	30					
	Basic (₹)		3.06	2.56	9.56	7.57	3.96
	Diluted (₹)		3.06	2.56	9.56	7.57	3.96
Material accounting policies and explanatory notes		1-3					
Other Notes to the Financial Statements		4-45					

As per our report of even date

For Borkar & Muzumdar
Chartered Accountants
Firm Registration No : 101569W

Brijmohan Agarwal
Partner (M.No. 033254)

Place: Mumbai
Date: September 20,2025

For and on Behalf of the Board of Directors of
Canara Robeco Asset Management Company Limited

Rajnish Narula
MD & CEO
DIN: 03607363

Ravindran Menon
Director
DIN: 00016302

Ashwin Purohit
CFO

Ashutosh Vaidya
Company Secretary
M. No. ACS14242

Place: Mumbai
Date: September 20,2025

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Restated Statement of Cash Flows

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities					
Net Profit / (Loss) before tax	798.77	687.62	2,576.43	1,951.83	1,070.18
Adjustments for:					
Depreciation, amortization and impairment	7.59	3.86	18.39	15.61	10.78
Finance Cost	4.64	4.41	17.13	18.72	19.23
Fair valuations of Investment (Net)	(149.84)	(150.67)	(118.47)	(282.61)	(17.86)
(Profit) /Loss on sale of Property, Plant, Equipment & Intangible Assets (Net)	-	(0.01)	(0.03)	(0.06)	(0.05)
Gain on sale/redemption of investments	(90.37)	(62.96)	(273.03)	(199.66)	(121.30)
Other Interest Income	0.43	0.34	1.40	1.44	1.33
Cash generated from / (used in) operations before working capital changes	**571.22**	**482.59**	**2,221.82**	**1,505.27**	**962.30**
Adjustments for changes in Working Capital :					
Decrease / (Increase) in Trade Receivable	48.73	23.87	(69.53)	(112.48)	(65.02)
Decrease / (Increase) in Other financial assets	(61.70)	(1.83)	(18.87)	(2.24)	(1.44)
Decrease / (Increase) in Other non-financial assets	4.70	4.03	(12.45)	(9.10)	(7.01)
(Decrease) / Increase in Other Financial Liability	22.88	3.04	9.39	8.18	6.99
(Decrease) / Increase in Provision	2.11	66.95	0.92	0.77	(0.25)
(Decrease) / Increase in Other non-financial liabilities	(137.85)	(108.47)	82.48	111.51	59.61
Cash generated from/(used in) operations	450.11	470.18	2,213.76	1,501.93	955.19
Income taxes paid net of refund ,if any	(95.38)	(134.87)	(638.96)	(429.38)	(266.15)
Net cash generated from / (used in) operating activities (A)	**354.73**	**335.31**	**1,574.80**	**1,072.55**	**689.03**
B. Cash flow from investing activities					
Purchase of property, plant and equipment and intangible assets	(23.43)	(2.24)	(48.02)	(14.61)	(23.03)
Proceeds from sale of property, plant and equipment and intangible assets	-	0.01	0.07	0.12	0.12
Purchase of Investments	(5,673.08)	(4,473.37)	(19,483.95)	(13,935.59)	(9,034.05)
Proceeds from Sale of Investments	5,460.37	4,162.96	18,403.03	13,144.66	8,596.30
Net cash generated from / (used in) investing activities (B)	**(236.14)**	**(312.63)**	**(1,128.87)**	**(805.42)**	**(460.66)**
C. Cash flow from financing activities					
Interim Dividend paid	-	-	(199.42)	(124.64)	(124.64)
Final Dividend paid	-	-	(249.27)	(124.64)	(99.71)
Prinicipal Element of Lease Payments	(1.10)	1.35	4.38	5.77	8.65
Interest Element of Lease Payments	(4.64)	(4.41)	(17.13)	(18.72)	(19.23)
Net cash generated from / (used in) financing activities (C)	**(5.74)**	**(3.06)**	**(461.44)**	**(262.23)**	**(234.92)**
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)	**112.85**	**19.62**	**(15.51)**	**4.90**	**(6.55)**
Add: Cash and Cash Equivalents at the beginning of Year/Period	2.89	18.40	18.40	13.50	20.05
Cash and Cash Equivalents at the end of the Year/Period	**115.74**	**38.02**	**2.89**	**18.40**	**13.50**
Components of Cash and Cash Equivalents					
Cash on hand	0.09	0.10	0.12	0.08	0.15
Balances with banks	115.65	37.92	2.77	18.32	13.35
	115.74	**38.02**	**2.89**	**18.40**	**13.50**

The above Statement of cash flow has been prepared under the indirect method set out in Ind AS 7 - Statement of Cash Flow.

As per our report of even date

For Borkar & Muzumdar
Chartered Accountants
Firm Registration No : 101569W

Brijmohan Agarwal
Partner (M.No. 033254)

Place: Mumbai
Date: September 20,2025

For and on Behalf of the Board of Directors of
Canara Robeco Asset Management Company Limited

Rajnish Narula
MD & CEO
DIN: 03607363

Ravindran Menon
Director
DIN: 00016302

Ashwin Purohit
CFO

Ashutosh Vaidya
Company Secretary
M. No. ACS14242

Place: Mumbai
Date: September 20,2025

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Restated Statement of Changes in Equity

A. Equity Share Capital

Amount ₹ in Millions

Particulars	Balance at the beginning of the year/period	Changes in Equity Share Capital during the year/period	Balance as at the end of the year/period
Equity Share of ₹ 10 each (June 30, 2024:₹ 10 each, March 31, 2025:₹ 10 each March 31, 2024:₹ 10 each & March 31, 2023 ₹ 10 each), fully paid-up			
As at March 31, 2023	498.54	-	498.54
As at March 31, 2024	498.54	-	498.54
As at March 31, 2025	498.54	1,495.63	1,994.17
As at June 30, 2024	498.54	-	498.54
As at June 30, 2025	1,994.17	-	1,994.17

B. Other Equity

Amount ₹ in Millions

Particulars	Reserves and Surplus			OCI*	Total Other Equity
	Securities premium	General Reserve	Retained earnings		
Balance at April 1, 2022	**21.35**	**294.54**	**1,907.54**	**(0.07)**	**2,223.36**
Profit for the year	-		790.00	-	**790.00**
Other Comprehensive Income	-	-	-	(2.07)	**(2.07)**
- Remeasurement gain/(loss) of the defined benefit plans (net of tax)					
Total Comprehensive Income for the year	**-**	**-**	**790.00**	**(2.07)**	**787.93**
Transferred to/from retained earnings	-	79.00	(79.00)	-	**-**
Other Additions/Deduction during the year	-	-	-	-	**-**
Final Dividend FY 2021-22	-	-	(99.71)	-	**(99.71)**
Interim Dividend FY 2022-23	-	-	(124.64)	-	**(124.64)**
Changes during the year	-	**79.00**	**(303.35)**	-	**(224.35)**
Closing Balance at March 31, 2023	**21.35**	**373.54**	**2,394.20**	**(2.14)**	**2,786.95**
Balance at April 1, 2023	**21.35**	**373.54**	**2,394.20**	**(2.14)**	**2,786.95**
Profit for the year	-		1,509.95	-	**1,509.95**
Other Comprehensive Income for the year	-	-	-	(1.27)	**(1.27)**
- Remeasurement gain/(loss) of the defined benefit plans (net of tax)					
Total Comprehensive Income for the year	**-**	**-**	**1,509.95**	**(1.27)**	**1,508.68**
Transferred to/from retained earnings	-	-	-	-	**-**
Other Additions/Deduction during the year	-	-	-	-	**-**
Final Dividend FY 2022-23	-	-	(124.64)	-	**(124.64)**
Interim Dividend FY 2023-24	-	-	(124.64)	-	**(124.64)**
Changes during the year	**-**	**-**	**(249.28)**	**-**	**(249.28)**
Closing Balance at March 31, 2024	**21.35**	**373.54**	**3,654.87**	**(3.41)**	**4,046.35**
Balance at April 1, 2024	**21.35**	**373.54**	**3,654.87**	**(3.41)**	**4,046.35**
Profit for the year	-		1,907.04	-	**1,907.04**
Other Comprehensive Income	-	-	-	(2.68)	**(2.68)**
- Remeasurement gain/(loss) of the defined benefit plans (net of tax)					
Total Comprehensive Income for the year	**-**	**-**	**1,907.04**	**(2.68)**	**1,904.36**
Transferred to/from retained earnings	-	-	-	-	**-**
Other Additions/Deduction during the year	-	(373.54)	(1,122.09)	-	**(1,495.63)**
Final Dividend FY 2023-24	-	-	(249.27)	-	**(249.27)**
Interim Dividend FY 2024-25	-	-	(199.42)	-	**(199.42)**
Changes during the year	**-**	**(373.54)**	**(1,570.78)**	**-**	**(1,944.32)**
Closing Balance at March 31, 2025	**21.35**	**-**	**3,991.13**	**(6.09)**	**4,006.39**

Balance at April 1, 2024	**21.35**	**373.54**	**3,654.87**	**(3.41)**	**4,046.35**
Profit for the period	-		510.71	-	**510.71**
Other Comprehensive Income	-	-	-	(2.67)	**(2.67)**
Total Comprehensive Income for the period	**-**	**-**	**510.71**	**(2.67)**	**508.04**
Transferred to/from retained earnings	-	-	-	-	**-**
Other Additions/Deduction during the period	-	-	-	-	**-**
Changes during the period	**-**	**-**	**-**	**-**	**-**
Closing Balance at June 30, 2024	**21.35**	**373.54**	**4,165.58**	**(6.08)**	**4,554.39**
Balance at April 1, 2025	**21.35**	**-**	**3,991.13**	**(6.09)**	**4,006.39**
Profit for the period	-	-	609.77	-	**609.77**
Other Comprehensive Income for the period	-	-	-	(4.29)	**(4.29)**
Total Comprehensive Income for the period	**-**	**-**	**609.77**	**(4.29)**	**605.48**
Transferred to/from retained earnings	-	-	-	-	**-**
Other Additions/Deduction during the period**	-	-	-	-	**-**
Changes during the period	**-**	**-**	**-**	**-**	**-**
Closing Balance at June 30, 2025	**21.35**	**-**	**4,600.90**	**(10.38)**	**4,611.87**

* Other Comprehensive Income

** At the EGM of the company held on 19th September 2024, it was decided to capitalise a sum of ₹ 1,49,56,30,710/- by way of issue of bonus shares of ₹ 10/- each to existing shareholder's in the proportion of three new shares for every one shares held. Pursuant to this, 7,62,77,166 equity shares were issued as bonus shares to Canara Bank & 7,32,85,905 equity shares were issued as bonus shares to ORIX Corporation Europe N.V.

As per our report of even date

For Borkar & Muzumdar
Chartered Accountants
Firm Registration No : 101569W

Brijmohan Agarwal
Partner (M.No. 033254)

Place: Mumbai
Date: September 20,2025

For and on Behalf of the Board of Directors of
Canara Robeco Asset Management Company Limited

Rajnish Narula
MD & CEO
DIN: 03607363

Ravindran Menon
Director
DIN: 00016302

Ashwin Purohit
CFO

Ashutosh Vaidya
Company Secretary
M. No. ACS14242

Place: Mumbai
Date: September 20,2025

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Material Accounting Policies and Explanatory Notes

1 Corporate Information

Canara Robeco Asset Management Company Limited ("the company") is domiciled in India and it's registered office is situated at Construction House, 4th Floor, Walchand Hirachand Marg, Ballard Estate, Mumbai-400001. The company has been incorporated under the Companies Act, 1956 on March 2, 1993 and was approved to act as the Asset Management Company for Canara Robeco Mutual Fund by Securities and Exchange Board of India(SEBI) vide its letter dated October 19, 1993.

The Company is presently a Joint venture between CANARA Bank and ORIX Corporation Europe N.V. ("OCE") (formerly known as Robeco Groep N. V.). Pursuant to the joint venture documents signed between Canara Bank and OCE on September 26,2007, OCE acquired 49% stake in the company and Canara Bank retained the remaining 51%. Consequent to this, the Fund was renamed as Canara Robeco Mutual Fund and the company was renamed as Canara Robeco Asset Management Company Limited.
The Company is incorporated to carry on the business of providing management and administrative services to the Canara Robeco Mutual Fund('the Fund') and to deploy the funds raised by the Canara Robeco Mutual Fund under its various Schemes.

The company is also registered with SEBI under SEBI (Portfolio Managers) Regulations, 1993 to provide Portfolio Management Services (PMS) to domestic and international clients.

2 Basis of preparation and recent accounting developments

a) Basis of Preparation:

The Restated Financial Information of the Company comprise Restated Statement of Assets and Liabilities as at June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the period ended June 30, 2025 and June 30, 2024 and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, the Summary of Material Accounting Policies and other explanatory notes (collectively referred to as, the "Restated Financial Information")

The Restated Financial Information has been prepared for inclusion in the Red Herring Prospectus ("RHP") and Prospectus(collectively, the "Offer Documents") to be filed with Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") and the Registrar of Companies, Maharashtra at Mumbai ("RoC"), prepared by the Company in connection with its initial public offering of equity shares (the "Offer"), in accordance with the requirements of:

a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the **"Act"**);

b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"ICDR Regulations"**); and

c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the **"ICAI"**), as amended from time to time (the **"Guidance Note"**).

The Restated Financial Information of the Company has been prepared on going concern basis and in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 notified under the section 133 of the Companies Act, 2013 ("the Act") and other provisions of the Act, as amended, and other accounting principles generally accepted in India.

The Restated Financial Information of the Company have been compiled from;

a) Special Purpose Audited Interim Financial Statements as at and for the period ended June 30, 2025 and June 30, 2024 prepared in accordance with the recognition and measurement principles under Indian Accounting Standard 34 "Interim Financial Reporting" (referred to as "Ind AS") as prescribed under Section 133 of the Act as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on September 20, 2025.

b) Audited Financial Statements of the Company as at and for the year ended 31 March 2025, 31 March 2024 and 31 March 2023 prepared in accordance with Indian Accounting Standards ('Ind AS') as per Companies (Indian Accounting Standards) Rules, 2015 notified under the section 133 of the Companies Act, 2013 ("the Act") and other provisions of the Act, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on May 05, 2025, April 26, 2024 and April 23, 2023 respectively.

The Restated Financial Information have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial years ended 31 March 2025, 31 March 2024 and 31 March 2023 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed for the period ended June 30, 2025.

The Restated Financial Information do not require any adjustments for modifications, since there are no modifications in audit reports on the audited financial statements as mentioned above.

The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the audit reports on the audited financial statements as mentioned above.

The Restated Financial Information is presented in Indian Rupees (INR) millions, except where otherwise indicated.

The financial statements were approved for issue by the Company's Board of Directors on September 20, 2025.

Details of the Company's accounting policies are included in Note 3.

b) Presentation of financial statements:

The Company presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note No 36.

c) Functional and presentation currency:

Indian Rupee(₹) is the currency of the primary economic environment in which the company operates and hence, the functional currency of the company. Accordingly, the management has determined that financial statement are prepared in Indian Rupees (₹).

d) Foreign currency transactions and balances:

Foreign Currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the Settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in statement of Profit and Loss.

e) Rounding Off:

All amounts have been rounded-off to the nearest Millions up to two decimal places, unless otherwise indicated.

f) Basis of measurements:

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurements
Certain financial instruments (As explained in the accounting policies below)	Fair Value
Net defined benefit asset/(liability)	Fair Value of Plan assets less present value of defined benefit obligations

g) Use of estimates and judgements:

In preparing these financial statements, management has made estimates judgements and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, revenue and expenses. Actual results may differ from these estimates.

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions as on the reporting date. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results/actions are known or materialised. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about critical judgements, assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment is included in the following notes:

i) Note No. 3.3 (A) and 10 &11 - Estimates of useful lives and residual value of Property, Plant and Equipment, and other intangible assets.
ii) Note No. 10 &11 - Impairment Test of Non Financial asset: key Assumptions Underlying recoverable amounts including the recoverability of expenditure on intangible assets.
iii) Note No. 29 - Recognition of deferred tax assets;
iv) Note No. 38 - Financial instruments-Fair values, risk management and impairment of financial assets;
v) Note No. 34 - Measurement of defined benefit obligation: Key actuarial assumption;
vi) Note No. 31 - Recognition and measurement of provisions and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources, if any;
vii) Note No. 14 - Determination of lease term and discount rate for lease liability.
viii) Discontinuity of long term financial assets/liabilities

h) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. Measurement of fair values includes determining appropriate valuation techniques.

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received on sale of asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

Valuation models that employ significant unobservable inputs require a higher degree of judgement and estimation in the determination of fair value. Judgement and estimation are usually required for selection of the appropriate valuation methodology, determination of expected future cash flows on the financial instrument being valued, determination of probability of counterparty default and selection of appropriate discount rates.

The management regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The 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 Company 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 addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability

3 Material Accounting Policy Information

3.1 Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

3.2 Financial Instruments

i) Recognition and initial measurement

All financial assets and financial liabilities which are not recognised at Fair value through Profit and Loss are initially measured at fair value plus transaction cost that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement

Financial assets on initial recognition

A financial asset is classified and measured at :

- Amortised Cost
- Fair Value through Other Comprehensive Income (FVOCI)
- Fair Value through Profit and Loss (FVTPL)
  Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the company changes its business model for managing financial assets.

Financial asset at amortized cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not recognised at FVTPL:

- The asset is held within a business model where objective is to hold assets to collect contractual cash flow; and
- The contractual terms of the financial asset give rise on specified dates to cashflow that are solely payments of Principle and interest on principal amount outstanding using effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR and reported as part of interest income in the Statement of Profit and Loss. The losses, if any, arising from impairment are recognized in the Statement of Profit and Loss.

Financial assets at fair value through other comprehensive income (FVOCI)

A Financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- The asset 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 cashflow that are solely payments of Principle and interest on principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at fair value. Interest income is recognized using the effective interest (EIR) method. The impairment losses, if any, are recognized through Statement of Profit and Loss. The loss allowance is recognized in OCI and does not reduce the carrying value of the financial asset. On derecognition, gains and losses accumulated in OCI are reclassified to the Statement of Profit and Loss.

Financial assets at fair value through Profit and Loss(FVTPL)

Any financial asset, which does not meet the criteria for classification as at amortized cost or as FVOCI, is classified to be measured at FVTPL.

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity instruments at FVOCI

The Company subsequently measures all equity investments at FVTPL, unless the Company has elected to classify irrevocably some of its equity investments as equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

Gains and losses on these equity instruments are never recycled to the Statement of Profit and Loss. Dividends are recognized in the Statement of Profit and Loss as dividend income when the right of the payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVOCI are not subject to an impairment assessment.

Financial liabilities

Classification, subsequent measurement, gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of payables, net of directly attributable transaction costs.

The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at FVTPL. Liabilities which are classified at FVTPL, including derivatives that are liabilities, shall be subsequently measured at fair value.

Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Impairment of financial instruments

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not classified as Fair Value Through Profit and Loss or Equity investments at FVOCI. Expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk or the assets have become credit impaired from initial recognition in which case, those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the Statement of Profit and Loss.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows which the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the counter party does not have assets or sources of income that could generate cash flows to repay the amounts. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Off-setting financial instruments

Financial assets and liabilities are offset and the net amount is presented in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

3.3 (A) Property, plant and equipment

i) Recognition and measurement

Items of property, plant and equipment (PPE) are measured at cost less accumulated depreciation and any accumulated impairment losses.

The cost of an item of property, plant and equipment comprises:

a its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

b any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the Management.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the Statement of Profit and Loss.

ii) Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii) Depreciation

Depreciation on property, plant and equipment is provided on WDV basis as per the estimated useful life and in the manner prescribed in Schedule II of the Companies Act, 2013 except for certain assets.

Following is the summary of useful lives of the assets as per management's estimate and as required by the Companies Act, 2013.

Description of Assets	Useful Lives (In years)	Method of Depreciation
Residential Flats	60 years	Written Down Value
Office Equipment's	5 years	Written Down Value
Computers - Servers & Networks	6 years	Written Down Value
Computers - End User Devices, Such As, Desktops, Laptops, Etc	3 years	Written Down Value
Air conditioners	5 years	Written Down Value
Furniture & Fixtures	10 years	Written Down Value
Electrical Items	5 years	Written Down Value
Motor Vehicles	8 years	Written Down Value

iv) Derecognition

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

v) Capital work in progress

Projects under which property plant and equipment are not ready for their intended use are carried at cost less accumulated impairment losses, comprising direct cost, inclusive of taxes, duties, freight, and other incidental expenses.

(B) Other Intangible Assets

i) Recognition and measurement

Intangible assets are recognized when they are separately identifiable, under control of the Company, and from which future economic benefits are expected to flow to the entity. Intangible assets including computer software are measured at cost. Such other intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in the Statement of Profit and Loss as incurred.

Amortization is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortization in the Statement of Profit and Loss. Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted, if required

ii) Amortisation of Intangible assets

Intangible assets are amortised on straight line basis over a period of three years from the date on which such asset is first utilized.

iii) Derecognition

Intangible assets are derecognized on disposal or when no future economic benefits are expected to arise from its continuous use, and the resultant gains or losses are recognized in the Statement of Profit and Loss.

iv) Intangible Assets Under Development

The intangible assets under development includes cost of intangible assets that are not ready for their intended use on the date of balance sheet less accumulated impairment losses, if any.

3.4 Impairment of non-financial assets

The Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or goodwill is the higher of its value in use and its fair value. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to it.

An impairment loss is recognised if the carrying amount of an asset or goodwill exceeds its estimated recoverable amount. Impairment losses are recognised in the Standalone Statement of Profit and Loss.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.5 Leases

The Company as a lessee: The Company's leased assets classes primarily consist of leases for office on lease and other assets. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the company's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment, where it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

3.6 Revenue recognition

i) Rendering of services

The Company recognizes revenue from contracts with customers based on a five step model as set out in Ind AS 115, Revenue from Contracts with Customers to determine when to recognize revenue and at what amount.

Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customer is recognized when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur. If the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for rendering the promised services to a customer. The amount of consideration can vary because of discounts, rebates, refunds, credits, price concessions, incentives, performance bonuses, or other similar items. The promised consideration can also vary if an entitlement to the consideration is contingent on the occurrence or non-occurrence of a future event.

ii) Nature of Services

a) **Asset Management Services**

The Company has been appointed as the investment manager to Canara Robeco Mutual Fund. The Company receives investment management fees from the mutual fund which is charged as a percent of the Assets Under Management (AUM) and is recognised on accrual basis. The maximum amount of management fee that can be charged is subject to applicable SEBI regulations.

The contract includes a single performance obligation (series of distinct services) that is satisfied over time and the investment management fees earned are considered as variable consideration.

b) **Advisory Services**

The Company provides advisory services to its clients wherein a separate agreement is entered into with the client. The Company earns advisory fee which is based on the terms of contract and is recognised on accrual basis.

The contracts include a single performance obligation (series of distinct services) that is satisfied over time and the advisory fees earned are considered as variable consideration.

Canara Robeco AMC provides advisory services to Robeco HK for the funds invested in the Indian market.

The advisory fees is charged based on the rates defined in the agreements entered into between Canara Robeco Asset Management Company and Robeco HK.

3.7 Employee benefits

i) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into an account with a separate entity and has no legal or constructive obligation to pay further amounts. The Company makes specified periodic contributions to the credit of the employees' account with the Employees' Provident Fund Organisation. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the Statement of Profit and Loss in the periods during which the related services are rendered by employees.

National Pension System (NPS)

NPS is a defined contribution plan. In case employee opts for NPS, the Company contributes a sum not exceeding 10% of basic salary plus dearness pay, if any, of the eligible employees' salary to the NPS. The Company recognises such contribution as an expense as and when incurred.

iii) Defined benefit plans

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of the defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of the defined benefit obligation is performed periodically by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income. The Company determines the net interest expense/income on the net defined benefit liability/asset for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability/asset, taking into account any changes in the net defined benefit liability/ asset during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post employment benefits, which do not fall due wholly within 12 months after the end of the period in which the employees render the related services, is the amount of future benefit that 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 related assets is deducted. The obligation is measured on the basis of an independent actuarial valuation using the projected unit credit method. Remeasurement gains or losses are recognised as profit or loss in the period in which they arise.

v) Short Term Compensated Absences

Compensated absences which accrue to employees and which are expected to be paid within twelve months immediately following the year end are reported as expenses during the year in which the employees performs the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefit.

3.8 Scheme Expenses

New fund offer expenses, and other expenses not chargeable to schemes, in accordance with applicable circulars and guidelines issued by SEBI and Association of Mutual Funds in India (AMFI), are borne by the Company and are part of other expenses in Statement of Profit and Loss account.

3.9 Income Tax

Income tax expense comprises current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income (OCI).

Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act,1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and current tax liabilities are offset only if the Company has a legally enforceable right to set off the recognized amounts, and it intends to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are reviewed at each reporting date and based on management's judgment, are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

a. the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and
b. the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

3.10 Foreign Currency transactions

Transactions in foreign currencies are translated into functional currency at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate prevailing at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction and are not retranslated.

All foreign exchange gains and losses are presented in the Statement of Profit and Loss.

3.11 Provisions and Contingent Liabilities

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. When the effect of the time value of money is material, the Company determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed and disclosed as contingent liability.

3.12 Segment reporting

The Company's operating segments are established on the basis of those components of the Company that are evaluated regularly by the Executive Committee (the 'Chief Operating Decision Maker' as defined in Ind AS 108- 'Operating Segments'), in deciding how to allocate resources and in assessing performance. These have been identified taking into account the nature of products and services, the differing risks and returns and the internal business reporting systems. Basis of such evaluation, the Company concluded it operates in a single reportable segment.

3.13 Earnings per share (EPS)

The basic earnings per share is computed by dividing profit after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period.

The diluted earnings per share is computed by dividing profit after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The number of equity shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also weighted average number of equity shares which would have been issued on the conversion of all dilutive potential shares, unless they are anti-dilutive.

3.14 Dividends on Equity Shares

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

3.15 Trade receivables

Trade receivables that do not contain a significant financing component are measured at transaction price.

3.16 Standards Issued/Amended but not Effective

There is no new standards which have been issued but not yet effective.

Notes to the Restated Financial Information

4 Cash and Cash Equivalents

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a. Cash on hand	0.09	0.10	0.12	0.08	0.15
b. Balances with banks					
- in Current accounts	115.65	37.92	2.77	18.32	13.35
Total	**115.74**	**38.02**	**2.89**	**18.40**	**13.50**

5 Trade Receivables*

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a. Receivables Considered Good - Secured	-	-	-	-	-
b. Receivables Considered Good - Unsecured					
i. Management Fees receivable	323.33	258.55	374.78	321.43	218.20
ii. Advisory Fees receivables	44.03	64.14	41.31	25.13	15.88
c. Trade receivable which has significant increase in credit risk	-	-	-	-	-
d. Receivables – credit impaired	-	-	-	-	-
Total	**367.36**	**322.69**	**416.09**	**346.56**	**234.08**

* No debts are due from directors or other officers or any of them either severally or jointly with any other person. No debts are due from firms, Limited Liability Partnerships or private companies in which any director is a partner or a director or a member.

Receivables Considered Good - Unsecured

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a. **Undisputed**					
- Unbilled	367.36	322.69	41.31	25.13	15.88
- Billed not due	-	-	-	-	-
- Billed and due	-	-	374.78	321.43	218.20
b. **Disputed**	-	-	-	-	-
Total	**367.36**	**322.69**	**416.09**	**346.56**	**234.08**

Trade Receivables - Ageing Schedule

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a. **Unsecured, considered good & undisputed**					
- Unbilled	367.36	322.69	41.31	25.13	15.88
- Outstanding for following periods from due date of payment					
- Less than 6 Months	-	-	374.78	321.43	218.20
- 6 Months - 1 year	-	-	-	-	-
- 1 - 2 years	-	-	-	-	-
- 2 - 3 years	-	-	-	-	-
- more than 3 years	-	-	-	-	-
b. **Disputed**	-	-	-	-	-
Total	**367.36**	**322.69**	**416.09**	**346.56**	**234.08**

Notes to the Restated Financial Information

6 Investments

As at June 30, 2025 Amount ₹ in Millions

Particulars	Amortised cost	At Fair Value			Subtotal	Others	Total
		Through OCI	Designated at Fair Value Through profit & loss account	Through profit & loss account			
	1	2	3	4	(5=1+2+3+4)	6	(7=5+6)
Mutual Fund Units	-	-	-	6,473.39	6,473.39	-	6,473.39
Equity Instruments	-	-	-	5.77	5.77	-	5.77
Alternative Investment Funds	-	-	-	14.95	14.95	-	14.95
Total - Gross (A)	**-**	**-**	**-**	**6,494.11**	**6,494.11**	**-**	**6,494.11**
i. Overseas Investment	-	-	-	-	-	-	-
ii. Investment in India	-	-	-	6,494.11	6,494.11	-	6,494.11
Total - (B)	**-**	**-**	**-**	**6,494.11**	**6,494.11**	**-**	**6,494.11**
Less : Impairment loss allowance (C)	-	-	-	-	-	-	-
Total - Net (D) = (A) - (C)	**-**	**-**	**-**	**6,494.11**	**6,494.11**	**-**	**6,494.11**

As at June 30, 2024 Amount ₹ in Millions

Particulars	Amortised cost	At Fair Value			Subtotal	Others	Total
		Through OCI	Designated at Fair Value Through profit & loss account	Through profit & loss account			
	1	2	3	4	(5=1+2+3+4)	6	(7=5+6)
Mutual Fund Units	-	-	-	5,073.15	5,073.15	-	5,073.15
Equity Instruments	-	-	-	5.88	5.88	-	5.88
Alternative Investment Funds	-	-	-	13.78	13.78	-	13.78
Total - Gross (A)	**-**	**-**	**-**	**5,092.81**	**5,092.81**	**-**	**5,092.81**
i. Overseas Investment	-	-	-	-	-	-	-
ii. Investment in India	-	-	-	5,092.81	5,092.81	-	5,092.81
Total - (B)	**-**	**-**	**-**	**5,092.81**	**5,092.81**	**-**	**5,092.81**
Less : Impairment loss allowance (C)	-	-	-	-	-	-	-
Total - Net (D) = (A) - (C)	**-**	**-**	**-**	**5,092.81**	**5,092.81**	**-**	**5,092.81**

As at March 31, 2025 Amount ₹ in Millions

Particulars	Amortised cost	At Fair Value			Subtotal	Others	Total
		Through OCI	Designated at Fair Value Through profit & loss account	Through profit & loss account			
	1	2	3	4	(5=1+2+3+4)	6	(7=5+6)
Mutual Fund Units	-	-	-	6,020.76	6,020.76	-	6,020.76
Equity Instruments	-	-	-	5.77	5.77	-	5.77
Alternative Investment Funds	-	-	-	14.67	14.67	-	14.67
Total - Gross (A)	**-**	**-**	**-**	**6,041.20**	**6,041.20**	**-**	**6,041.20**
i. Overseas Investment	-	-	-	-	-	-	-
ii. Investment in India	-	-	-	6,041.20	6,041.20	-	6,041.20
Total - (B)	**-**	**-**	**-**	**6,041.20**	**6,041.20**	**-**	**6,041.20**
Less : Impairment loss allowance (C)	-	-	-	-	-	-	-
Total - Net (D) = (A) - (C)	**-**	**-**	**-**	**6,041.20**	**6,041.20**	**-**	**6,041.20**

As at March 31, 2024

Amount ₹ in Millions

Particulars	Amortised cost	At Fair Value			Subtotal	Others	Total
		Through OCI	Designated at Fair Value Through profit & loss account	Through profit & loss account			
	1	2	3	4	(5=1+2+3+4)	6	(7=5+6)
Mutual Fund Units	-	-	-	4,549.25	4,549.25	-	4,549.25
Equity Instruments	-	-	-	5.88	5.88	-	5.88
Alternative Investment Funds	-	-	-	13.64	13.64	-	13.64
Total - Gross (A)	**-**	**-**	**-**	**4,568.77**	**4,568.77**	**-**	**4,568.77**
i. Overseas Investment	**-**	**-**	**-**	**-**	-	**-**	-
ii. Investment in India	-	-	-	4,568.77	4,568.77	-	4,568.77
Total - (B)	**-**	**-**	**-**	**4,568.77**	**4,568.77**	**-**	**4,568.77**
Less : Impairment loss allowance (C)	-	-	-	-	-	-	-
Total - Net (D) = (A) - (C)	**-**	**-**	**-**	**4,568.77**	**4,568.77**	**-**	**4,568.77**

As at March 31, 2023

Amount ₹ in Millions

Particulars	Amortised cost	At Fair Value			Subtotal	Others	Total
		Through OCI	Designated at Fair Value Through profit & loss account	Through profit & loss account			
	1	2	3	4	(5=1+2+3+4)	6	(7=5+6)
Mutual Fund Units	-	-	-	3,289.89	3,289.89	-	3,289.89
Equity Instruments	-	-	-	5.70	5.70	-	5.70
Total - Gross (A)	**-**	**-**	**-**	**3,295.59**	**3,295.59**	**-**	**3,295.59**
i. Overseas Investment	**-**	**-**	**-**	**-**	-	**-**	-
ii. Investment in India	-	-	-	3,295.59	3,295.59	-	3,295.59
Total - (B)	**-**	**-**	**-**	**3,295.59**	**3,295.59**	**-**	**3,295.59**
Less : Impairment loss allowance (C)	-	-	-	-	-	-	-
Total - Net (D) = (A) - (C)	**-**	**-**	**-**	**3,295.59**	**3,295.59**	**-**	**3,295.59**

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Notes to the Restated Financial Information

7 Other Financial Assets

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Security Deposits -unsecured, considered good	22.74	17.73	19.03	15.90	13.66
Other receivables	73.72	-	15.74	-	-
Total	**96.46**	**17.73**	**34.77**	**15.90**	**13.66**

8 Current Tax Assets

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Advance Tax (Net of Provision)	-	-	3.79	1.94	2.56
Total	**-**	**-**	**3.79**	**1.94**	**2.56**

9 Deferred Tax Assets/ (Liabilities) (net) (Refer Note No 29)

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Deferred Tax Assets/ (Liabilities)					
- Provision for Employee Benefits	8.88	9.02	11.03	7.19	4.10
- Property Plant & Equipment & Other Intangible Assets	5.21	4.59	5.02	4.31	4.00
- Right of Use Assets / Security Deposit / Lease Liability	9.62	8.63	9.52	8.28	6.59
- Fair Value gains/losses on Investments	(105.39)	(87.01)	(82.51)	(45.33)	(28.79)
Total Deferred Tax Assets/ (Liabilities) (net)	**(81.68)**	**(64.77)**	**(56.94)**	**(25.55)**	**(14.10)**

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Notes to the Restated Financial Information

10 Property, Plant and Equipment

(i) As at June 30, 2025

Amount ₹ in Millions

Particulars	Gross Block (At cost)				Accumulated Depreciation				Net block
	As at 01.04.2025	Additions for the period	Disposal for the period	Upto 30.06.2025	As at 01.04.2025	For the period	Disposal for the period	Upto 30.06.2025	As at 30.06.2025
Residential Flats	3.02	-	-	3.02	0.62	0.03	-	0.65	2.37
Air conditioners	1.72	0.21	-	1.93	0.20	0.21	-	0.41	1.52
Furniture & Fixtures	1.82	0.53	-	2.35	0.71	0.08	-	0.79	1.56
Office Equipment	4.09	0.51	-	4.60	2.52	0.25	-	2.77	1.83
Electrical Items	0.02	-	-	0.02	-	-	-	-	0.02
Leasehold Improvements	14.78	3.10	-	17.88	5.53	0.98	-	6.51	11.37
Computers & Peripherals	16.20	2.87	-	19.07	4.87	2.14	-	7.01	12.06
Motor Vehicle	0.08	-	-	0.08	0.02	-	-	0.02	0.06
Total Tangible Assets	**41.73**	**7.22**	**-**	**48.95**	**14.47**	**3.69**	**-**	**18.16**	**30.79**

(ii) As at June 30, 2024

Amount ₹ in Millions

Particulars	Gross Block (At cost)				Accumulated Depreciation				Net block
	As at 01.04.2024	Additions for the period	Disposal for the period	Upto 30.06.2024	As at 01.04.2024	For the period	Disposal for the period	Upto 30.06.2024	As at 30.06.2024
Residential Flats	3.02	-	-	3.02	0.48	0.03	-	0.51	2.51
Air conditioners	0.92	0.37	0.63	0.66	0.29	0.12	0.63	(0.22)	0.88
Furniture & Fixtures	1.22	0.11	0.03	1.30	0.53	0.05	0.03	0.55	0.75
Office Equipment	3.36	0.37	0.13	3.60	2.05	0.19	0.13	2.11	1.49
Electrical Items	0.02	-	-	0.02	-	-	-	-	0.02
Leasehold Improvements	9.22	1.80	0.93	10.09	2.91	0.76	0.93	2.74	7.35
Computers & Peripherals	7.45	0.56	-	8.01	0.11	1.08	-	1.19	6.82
Motor Vehicle	0.08	-	-	0.08	0.02	-	-	0.02	0.06
Total Tangible Assets	**25.29**	**3.21**	**1.72**	**26.78**	**6.39**	**2.23**	**1.72**	**6.90**	**19.88**

(iii) As at March 31, 2025

Amount ₹ in Millions

Particulars	Gross Block (At cost)				Accumulated Depreciation				Net block
	As at 01.04.2024	Additions for the year	Disposal for the year	Upto 31.03.2025	As at 01.04.2024	For the year	Disposal for the year	Upto 31.03.2025	As at 31.03.2025
Residential Flats	3.02	-	-	3.02	0.48	0.14	-	0.62	2.40
Air conditioners	0.92	1.48	0.68	1.72	0.29	0.59	0.68	0.20	1.52
Furniture & Fixtures	1.22	0.70	0.10	1.82	0.53	0.27	0.09	0.71	1.11
Office Equipment	3.36	1.33	0.60	4.09	2.05	1.07	0.60	2.52	1.57
Electrical Installations	0.02	-	-	0.02	-	-	-	-	0.02
Leasehold Improvements	9.22	7.01	1.45	14.78	2.91	4.07	1.45	5.53	9.25
Computers & Peripherals	7.45	10.78	2.03	16.20	0.11	6.76	2.00	4.87	11.33
Motor Vehicle	0.08	-	-	0.08	0.02	-	-	0.02	0.06
Total Tangible Assets	**25.29**	**21.30**	**4.86**	**41.73**	**6.39**	**12.90**	**4.82**	**14.47**	**27.26**

(iv) As at March 31, 2024

Amount ₹ in Millions

Particulars	Gross Block (At cost)				Accumulated Depreciation				Net block
	As at 01.04.2023	Additions for the year	Disposal for the year	Upto 31.03.2024	As at 01.04.2023	For the year	Disposal for the year	Upto 31.03.2024	As at 31.03.2024
Residential Flats	3.02	-	-	3.02	0.33	0.15	-	0.48	2.54
Air conditioners	0.65	0.51	0.24	0.92	0.19	0.33	0.23	0.29	0.63
Furniture & Fixtures	1.01	0.25	0.04	1.22	0.37	0.20	0.04	0.53	0.69
Office Equipment	2.96	0.53	0.13	3.36	1.10	1.08	0.13	2.05	1.31
Electrical Installations	0.02	-	-	0.02	-	-	-	-	0.02
Leasehold Improvements	6.77	2.54	0.09	9.22	0.69	2.31	0.09	2.91	6.31
Computers & Peripherals	6.06	7.89	6.50	7.45	1.44	5.12	6.45	0.11	7.34
Motor Vehicle	0.08	-	-	0.08	0.02	-	-	0.02	0.06
Total Tangible Assets	**20.57**	**11.72**	**7.00**	**25.29**	**4.14**	**9.19**	**6.94**	**6.39**	**18.90**

(v) As at March 31, 2023

Amount ₹ in Millions

Particulars	Gross Block (At cost)				Accumulated Depreciation				Net block
	As at 01.04.2022	Additions for the year	Disposal for the year	Upto 31.03.2023	As at 01.04.2022	For the year	Disposal for the year	Upto 31.03.2023	As at 31.03.2023
Residential Flats	3.02	-	-	3.02	0.17	0.16	-	0.33	2.70
Air conditioners	0.47	0.42	0.23	0.65	0.16	0.26	0.23	0.19	0.47
Furniture & Fixtures	0.84	0.22	0.05	1.01	0.23	0.20	0.05	0.37	0.64
Office Equipment	2.10	1.38	0.52	2.96	0.82	0.77	0.50	1.10	1.86
Electrical Installations	0.02	-	-	0.02	-	-	-	-	0.02
Leasehold Improvements	4.00	4.39	1.62	6.77	1.00	1.31	1.62	0.69	6.07
Computers & Peripherals	5.79	3.61	3.34	6.06	0.92	3.81	3.29	1.44	4.62
Motor Vehicle	0.08	-	-	0.08	0.02	-	-	0.02	0.06
Total Tangible Assets	**16.32**	**10.02**	**5.76**	**20.57**	**3.32**	**6.51**	**5.69**	**4.14**	**16.43**

11 Other Intangible Assets

(i) As at June 30, 2025

Amount ₹ in Millions

Particulars	Gross Block (At cost)				Accumulated Amortisation				Net block
	As at 01.04.2025	Additions for the period	Disposal for the period	Upto 30.06.2025	As at 01.04.2025	For the period	Disposal for the period	Upto 30.06.2025	As at 30.06.2025
Computer Software	14.89	-	-	14.89	8.18	0.73	-	8.91	5.98
Website Development	16.68	30.33	-	47.01	14.17	3.17	-	17.34	29.67
Total Intangible Assets	**31.57**	**30.33**		**61.90**	**22.35**	**3.90**	**-**	**26.25**	**35.65**

(ii) As at June 30, 2024

Amount ₹ in Millions

Particulars	Gross Block (At cost)				Accumulated Amortisation				Net block
	As at 01.04.2024	Additions for the period	Disposal for the period	Upto 30.06.2024	As at 01.04.2024	For the period	Disposal for the period	Upto 30.06.2024	As at 30.06.2024
Computer Software	8.60	-	-	8.60	6.31	0.70	-	7.01	1.59
Website Development	16.68	-	-	16.68	10.55	0.93	-	11.48	5.20
Total Intangible Assets	**25.28**	**-**	**-**	**25.28**	**16.86**	**1.63**	**-**	**18.49**	**6.79**

(iii) As at March 31, 2025

Amount ₹ in Millions

Particulars	Gross Block (At cost)				Accumulated Amortisation				Net block
	As at 01.04.2024	Additions for the year	Disposal for the year	Upto 31.03.2025	As at 01.04.2024	For the year	Disposal for the year	Upto 31.03.2025	As at 31.03.2025
Computer Software	8.60	6.29	-	14.89	6.30	1.88	-	8.18	6.71
Website Development	16.68	-	-	16.68	10.56	3.61	-	14.17	2.51
Total Intangible Assets	**25.28**	**6.29**	**-**	**31.57**	**16.86**	**5.49**	**-**	**22.35**	**9.22**

(iv) As at March 31, 2024

Amount ₹ in Millions

Particulars	Gross Block (At cost)				Accumulated Amortisation				Net block
	As at 01.04.2023	Additions for the year	Disposal for the year	Upto 31.03.2024	As at 01.04.2023	For the year	Disposal for the year	Upto 31.03.2024	As at 31.03.2024
Computer Software	7.25	1.35	-	8.60	4.13	2.18	-	6.31	2.29
Website Development	16.68	-	-	16.68	6.31	4.24	-	10.55	6.13
Total Intangible Assets	**23.93**	**1.35**	**-**	**25.28**	**10.44**	**6.42**	**-**	**16.86**	**8.42**

(v) As at March 31, 2023

Amount ₹ in Millions

Particulars	Gross Block (At cost)				Accumulated Amortisation				Net block
	As at 01.04.2022	Additions for the year	Disposal for the year	As at 31.03.2023	Upto 01.04.2022	For the year	Disposal for the year	Upto 31.03.2023	As at 31.03.2023
Computer Software	4.99	2.26	-	7.25	2.19	1.94	-	4.13	3.12
Website Development	5.93	10.75	-	16.68	3.97	2.34	-	6.31	10.37
Total Intangible Assets	**10.92**	**13.01**	**-**	**23.93**	**6.16**	**4.28**	**-**	**10.44**	**13.49**

12 Capital Work-in-Progress

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Capital Work-in-Progress	1.83	-	-	0.97	-
Total	**1.83**	**-**	**-**	**0.97**	**-**

Capital Work-in-Progress (As at 30 June 2025) Amount ₹ in Millions

Particulars	Less than 1 Year	1-2 Years	Total
Project in Process	1.83	-	1.83
Total	**1.83**	**-**	**1.83**

Capital Work-in-Progress (As at 30 June 2024) Amount ₹ in Millions

Particulars	Less than 1 Year	1-2 Years	Total
Project in Process	-	-	-
Total	**-**	**-**	**-**

Capital Work-in-Progress (As at 31 Mar 2025) Amount ₹ in Millions

Particulars	Less than 1 Year	1-2 Years	Total
Project in Process	-	-	-
Total	**-**	**-**	**-**

Capital Work-in-Progress (As at 31 Mar 2024) Amount ₹ in Millions

Particulars	Less than 1 Year	1-2 Years	Total
Project in Process	0.97	-	0.97
Total	**0.97**	**-**	**0.97**

Capital Work-in-Progress (As at 31 Mar 2023) Amount ₹ in Millions

Particulars	Less than 1 Year	1-2 Years	Total
Project in Process	-	-	-
Total	**-**	**-**	**-**

13 Intangible Assets Under Development

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Intangible Assets Under Development	6.03	0.58	21.97	0.58	-
Total	**6.03**	**0.58**	**21.97**	**0.58**	**-**

Intangible Assets Under Development (30 June 2025) Amount ₹ in Millions

Particulars	Less than 1 Year	1-2 Years	Total
Project in Process	6.03	-	6.03
Total	**6.03**	**-**	**6.03**

Intangible Assets Under Development (30 June 2024) Amount ₹ in Millions

Particulars	Less than 1 Year	1-2 Years	Total
Project in Process	0.58	-	0.58
Total	**0.58**	**-**	**0.58**

Intangible Assets Under Development (As at 31 Mar 2025) Amount ₹ in Millions

Particulars	Less than 1 Year	1-2 Years	Total
Project in Process	21.47	0.50	21.97
Total	**21.47**	**0.50**	**21.97**

Intangible Assets Under Development (As at 31 Mar 2024) Amount ₹ in Millions

Particulars	Less than 1 Year	1-2 Years	Total
Project in Process	0.58	-	0.58
Total	**0.58**	**-**	**0.58**

Intangible Assets Under Development (As at 31 Mar 2023) Amount ₹ in Millions

Particulars	Less than 1 Year	1-2 Years	Total
Project in Process	-	-	-
Total	**-**	**-**	**-**

14 Leases (As a lessee)

The Company has entered into leasing arrangements for premises. Majority of the leases are cancellable by the Company. Right of Use asset has been separately disclosed under "Non Financial Assets" and Lease liability has been disclosed under 'Financial Liabilities' in the Balance Sheet.

(i) Amounts recognised in the balance sheet

The following shows the changes to carrying value relating to right-to-use assets: Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Opening balance of Right-of-use assets	126.08	143.14	143.14	154.87	182.62
Add: Additions during the year/period	34.43	4.40	15.93	21.70	4.11
Less: Depreciation / amortisation during the year/period	(9.39)	(7.77)	(31.86)	(32.23)	(30.72)
Less: Amortisation of Prepaid rent	(0.37)	(0.28)	(1.13)	(1.20)	(1.14)
Closing balance of Right-of-use assets	**150.75**	**139.49**	**126.08**	**143.14**	**154.87**

The following shows the movement to lease liabilities during the year: Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance at the beginning	156.88	168.16	168.16	172.68	190.46
Add: New Lease arrangements	32.92	4.28	15.34	20.87	3.92
Add: Finance cost accrued	4.64	4.41	17.13	18.72	19.23
Less: Payment of Lease liabilities	(13.55)	(10.66)	(43.75)	(44.11)	(40.93)
Balance at the end	**180.89**	**166.19**	**156.88**	**168.16**	**172.68**

The following is the break up of current and non-current lease liabilities Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Current	38.62	28.49	33.52	25.34	22.51
Non-current	142.27	137.70	123.37	142.82	150.17
Total	**180.89**	**166.19**	**156.89**	**168.16**	**172.68**

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis: Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Less than one year	55.76	45.26	48.40	31.41	39.57
One to five years	171.93	186.06	149.63	222.66	170.33
More than five years	-	0.38	0.57	-	30.02
Total	**227.69**	**231.70**	**198.60**	**254.07**	**239.92**

(ii) Amounts recognised in the statement of profit or loss

The statement of profit or loss shows the following amounts relating to leases: Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Depreciation charge on right-of-use assets	9.39	7.77	31.86	32.23	30.72
Interest expense (included in finance cost)	4.64	4.41	17.13	18.72	19.23

15 Other Non-Financial Assets

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Prepaid expenses	35.09	22.09	34.28	22.72	19.61
GST input credit	15.19	13.00	20.36	21.78	15.74
Other Advances-unsecured, considered good	2.03	5.45	2.38	0.06	0.12
Total	**52.31**	**40.54**	**57.02**	**44.56**	**35.47**

16 Other Financial Liabilities

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Retention Money	0.20	0.15	0.14	0.13	0.23
Creditors for expenses	74.31	45.14	51.49	42.11	33.83
Total	**74.51**	**45.29**	**51.63**	**42.24**	**34.06**

17 Provisions

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Provisions for Employee Benefits	24.25	17.23	16.40	11.90	9.43
Provision For Tax (Net of Advance Tax)	63.63	65.19	-	-	-
Total	**87.88**	**82.42**	**16.40**	**11.90**	**9.43**

18 Other Non Financials Liabilities

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Statutory dues payable	79.89	60.10	151.43	130.75	87.28
Employee Benefits	240.14	206.83	306.45	244.65	176.61
Total	**320.03**	**266.93**	**457.88**	**375.40**	**263.89**

19 Equity Share Capital

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Authorised Capital					
25,00,00,000(5,00,00,000) Equity shares of ₹ 10 each	2,500.00	500.00	2,500.00	500.00	500.00
Issued, Subscribed and Paid up					
19,94,17,428 equity Equity shares of ₹ 10 each (Previous period 4,98,54,357 equity Equity shares of ₹ 10 each) (Previous year 24-25 ; 19,94,17,428 equity Equity shares of ₹ 10 each) (Previous year 23-24 ; 4,98,54,357 equity Equity shares of ₹ 10 each) (Previous year 22-23 ; 4,98,54,357 equity Equity shares of ₹ 10 each)	1,994.17	498.54	1,994.17	498.54	498.54
Total	**1,994.17**	**498.54**	**1,994.17**	**498.54**	**498.54**

Note:

Authorised share capital of company is increased from ₹ 50,00,00,000/- divided into 5,00,00,000 equity shares of ₹ 10/- each to ₹ 2,50,00,00,000/- consisting of 25,00,00,000 equity shares of ₹ 10/- each by the creation of additional 20,00,00,000 equity shares of ₹ 10/- each during the FY 2024-25.

At the EGM of the company held on 19th September 2024, it was decided to capitalise a sum of ₹ 1,49,56,30,710/- by way of issue of bonus shares of ₹ 10/- each to existing shareholder's in the proportion of three new shares for every one shares held. Pursuant to this, 7,62,77,166 equity shares were issued as bonus shares to Canara Bank & 7,32,85,905 equity shares were issued as bonus shares to ORIX Corporation Europe N.V. during the FY 2024-25

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Notes to the Restated Financial Information

19.1 Reconciliation of number of Shares Outstanding at the beginning and at the end of the Reporting Period

Particulars	As at June 30, 2025		As at June 30, 2024		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	No of Shares	Amount ₹ in Millions	No of Shares	Amount ₹ in Millions	No of Shares	Amount ₹ in Millions	No of Shares	Amount ₹ in Millions	No of Shares	Amount ₹ in Millions
Equity										
Outstanding at the beginning of the year / period	19,94,17,428	1,994.17	4,98,54,357	498.54	4,98,54,357	498.54	4,98,54,357	498.54	4,98,54,357	498.54
Add : Shares issued during the year / period	-	-	-	-	14,95,63,071	1,495.63	-	-	-	-
Outstanding at the end of the year/period	**19,94,17,428**	**1,994.17**	**4,98,54,357**	**498.54**	**19,94,17,428**	**1,994.17**	**4,98,54,357**	**498.54**	**4,98,54,357**	**498.54**

Notes:

Terms/rights attached to equity shares

The Company has only one class of shares referred to as equity shares. Each holder of equity shares is entitled to one vote per share.

The holders of equity shares are entitled to dividend, if any, proposed by the Board of Directors and approved by shareholders at the Annual General Meeting

No Shares were alloted as fully paid-up 'pursuant to any contract without payment being recieved in cash' in last five years.

At the EGM of the company it was decided, issue of bonus shares to existing shareholder's in the proportion of three new shares for every one shares held. Pursuant to this, 7,62,77,166 equity shares were issued as bonus shares to Canara Bank & 7,32,85,905 equity shares were issued as bonus shares to ORIX Corporation Europe N.V. during the FY 2024-25.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

19.2 Shares held by the Holding/Promoter Company

Particulars	As at June 30, 2025		As at June 30, 2024		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	No of Shares	Amount ₹ in Millions	No of Shares	Amount ₹ in Millions	No of Shares	Amount ₹ in Millions	No of Shares	Amount ₹ in Millions	No of Shares	Amount ₹ in Millions
Canara Bank	10,17,02,888	1,017.03	2,54,25,722	254.26	10,17,02,888	1,017.03	2,54,25,722	254.26	2,54,25,722	254.26
ORIX Corporation Europe N.V.	9,77,14,540	977.14	2,44,28,635	244.28	9,77,14,540	977.14	2,44,28,635	244.28	2,44,28,635	244.28
Total Shares held by Promoters	**19,94,17,428**	**1,994.17**	**4,98,54,357**	**498.54**	**19,94,17,428**	**1,994.17**	**4,98,54,357**	**498.54**	**4,98,54,357**	**498.54**

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
	% Change during the period	% Change during the period	% Change during the year	% Change during the year	% Change during the year
Canara Bank	-	-	-	-	-
ORIX Corporation Europe N.V.	-	-	-	-	-
Total Shares held by Promoters	**-**	**-**	**-**	**-**	**-**

19.3 Details of shareholder(s) holding more than 5% of equity shares in the company :

Particulars	As at June 30, 2025		As at June 30, 2024		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding
Canara Bank	10,17,02,888	51%	2,54,25,722	51%	10,17,02,888	51%	2,54,25,722	51%	2,54,25,722	51%
ORIX Corporation Europe N.V.	9,77,14,540	49%	2,44,28,635	49%	9,77,14,540	49%	2,44,28,635	49%	2,44,28,635	49%

20 Other Equity

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(A) Securities Premium Reserve					
Balance at the beginning of the year/period	21.35	21.35	21.35	21.35	21.35
Subtotal (A)	**21.35**	**21.35**	**21.35**	**21.35**	**21.35**
(B) General Reserve					
Balance at the beginning of the year/period	-	373.54	373.54	373.54	294.54
Add : Transfer from Retained Earnings	-	-	-	-	79.00
Less : Utilised towards issuse of bonus share (Ratio 3:1)	-	-	(373.54)	-	-
Subtotal (B)	**-**	**373.54**	**-**	**373.54**	**373.54**
(C) Retained Earning					
Balance at the beginning of the year/period	3,991.13	3,654.87	3,654.87	2,394.20	1,907.54
Add : Profit for the year/period	609.77	510.71	1,907.04	1,509.95	790.01
Less : Transfer to General Reserve	-	-	-	-	(79.00)
Less : Interim Dividend	-	-	(199.42)	(124.64)	(124.64)
Less : Final Dividend	-	-	(249.27)	(124.64)	(99.71)
Less : Utilised towards issuse of bonus shares (Ratio 3:1)	-	-	(1,122.09)	-	-
Subtotal (C)	**4,600.90**	**4,165.58**	**3,991.13**	**3,654.87**	**2,394.20**
(D) Other Comprehensive Income					
Balance at the beginning of the year/period	(6.09)	(3.41)	(3.41)	(2.14)	(0.07)
Add : Movement in OCI(Net) during the year/period	(4.29)	(2.67)	(2.68)	(1.27)	(2.07)
Subtotal (D)	**(10.38)**	**(6.08)**	**(6.09)**	**(3.41)**	**(2.14)**
Total (A)+(B)+(C)+(D)	**4,611.87**	**4,554.39**	**4,006.39**	**4,046.35**	**2,786.95**

a. Securities Premium Reserve
The amount received in excess of face value of equity shares has been classified as securities premium.

b. General Reserve
General Reserve is created from time to time by transferring profits from retained earnings.

c. Retained Earning
Retained earning represents the amount of accumulated earnings of the company

d. Other Comprehensive Income
It consist of remeasurement of net defined benefit liability/assets of the employee benefits.

e. Dividend
During FY 2024-25 , Interim Dividend @ ₹ 1.00 per equity share aggregating to ₹ 199.42 Millions was paid for FY 2024-25 and Final Dividend @ ₹ 5.00 per equity share aggregating to ₹ 249.27 Millions was paid for FY 2023-24.

During FY 2023-24, Interim Dividend @ ₹ 2.50 per equity share aggregating to ₹ 124.64 Millions was paid and Final Dividend @ ₹ 2.50 per equity share aggregating to ₹ 1,24.64 Millions was paid for FY 2022-23.

During FY 2022-23, Interim Dividend @ ₹ 2.50 per equity share aggregating to ₹ 124.64 Millions was paid and Final Dividend @ ₹ 2.00 per equity share aggregating to ₹ 99.71 Millions was paid for FY 2021-22.

The Board of Directors of the company have proposed declaration of final dividend of ₹ 299.13 Millions @ ₹ 1.5 per equity share for FY 2024-25 (Previous year ₹ 249.27 Millions for FY 2023-24).

Notes to the Restated Financial Information

21 Asset Management Services

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Management Fees	927.13	765.32	3,480.58	2,610.91	1,846.44
Advisory Fees	43.35	39.01	164.87	87.72	60.35
Total	**970.48**	**804.33**	**3,645.45**	**2,698.63**	**1,906.79**

22 Net gain on Fair Value Changes

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Net gain on financial instruments measured at fair value through profit or loss	240.21	213.63	391.50	482.27	139.16
Total net gain on fair value changes	**240.21**	**213.63**	**391.50**	**482.27**	**139.16**
Fair value changes					
- Realised	90.37	62.96	273.03	199.66	121.30
- Unrealised	149.84	150.67	118.47	282.61	17.86
Total net gain on fair value changes	**240.21**	**213.63**	**391.50**	**482.27**	**139.16**

23 Other Income

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Miscellaneous Income	2.27	0.19	1.60	5.50	0.71
Interest On Security Deposit	0.43	0.34	1.40	1.44	1.33
Total	**2.70**	**0.53**	**3.00**	**6.94**	**2.04**

24 Finance Cost

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on lease liabilities (Refer note 14)	4.64	4.41	17.13	18.72	19.23
Total	**4.64**	**4.41**	**17.13**	**18.72**	**19.23**

25 Employee Benefits Expenses

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, Bonus and Other allowances	227.95	195.15	798.60	691.77	535.40
Contribution to provident, Group Gratuity and other funds	13.41	12.68	47.38	39.24	31.78
Other welfare expenses	7.26	7.48	39.22	27.16	29.28
Total	**248.62**	**215.31**	**885.20**	**758.17**	**596.46**

26 Depreciation, Amortisation and Impairments

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on Property, Plant and Equipment's (Refer Note 10)	3.69	2.23	12.90	9.15	6.51
Amortisation of intangible assets (Refer Note 11)	3.90	1.63	5.49	6.42	4.27
Depreciation on Right to use Assets (Refer Note 14)	9.39	7.77	31.86	32.23	30.72
Total	**16.98**	**11.63**	**50.25**	**47.80**	**41.50**

27 Other Expenses

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Advertisement and publicity	2.73	0.30	38.83	43.19	37.62
Bulk Sms/E-mail Exp	2.94	2.60	10.11	10.32	7.42
Business development expenses	29.77	7.54	37.13	30.52	10.38
IT Services	15.08	19.84	79.00	64.77	51.60
Directors sitting fees	3.40	0.68	5.75	2.86	3.46
Electricity and water charges	1.39	1.33	5.23	4.74	4.47
Fund accounting charges	16.11	14.72	62.06	52.02	42.11
Insurance expenses	0.01	0.19	0.90	0.82	0.53
Lease Rental	1.46	1.73	6.88	1.79	1.07
Legal and professional charges	6.04	3.23	30.99	23.79	31.29
Miscellaneous expenses	0.79	0.07	23.38	6.04	2.24
Outsourced Manpower expenses	5.84	5.79	23.12	22.32	20.44
Payment to Statutory Auditors*					
- Audit Fees	0.23	0.26	0.55	0.55	0.55
- Other Fees	-	-	0.20	0.20	0.21
- Towards reimbursement of expenses	0.02	-	-	0.06	0.01
Postage , telegrams & telephone	3.28	2.21	10.26	13.30	10.40
Printing and stationery	7.95	0.62	13.22	14.91	7.27
Rates and taxes	3.61	0.75	5.25	3.31	3.92
Recruitment, seminar and training	3.38	0.81	9.26	3.49	4.71
Repair and maintenance	3.80	3.57	13.94	13.82	12.58
Subscription	19.09	18.33	74.28	50.50	36.10
Travelling and conveyance	8.86	8.65	37.02	32.25	21.41
Corporate Social Responsibility (Refer note 33)	8.60	6.30	23.59	15.73	10.83
Total	**144.38**	**99.52**	**510.94**	**411.30**	**320.62**

* IPO related certification fees of Rs. 0.96 million and 0.14 million for year ended March 31, 2025 and June 30, 2025 respectively are accounted as receivable and not debited to statement of profit and loss account

28 Tax Expenses

(A) Amount recognised in the Statement of Profit and loss

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax:	162.80	136.80	637.10	430.00	271.50
Deferred Tax (Income)/ Expense					
(i) Origination and reversal of temporary differences	26.20	40.11	32.29	11.89	8.67
Income tax expense for the year / period	**189.00**	**176.91**	**669.39**	**441.89**	**280.17**

(B) Tax on amounts recognised in Other Comprehensive Income

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Remeasurement of the defined benefit plans	1.44	0.90	0.90	0.43	0.70

(C) Reconciliation of Tax Expense and the accounting profit multiplied by India's Domestic Tax Rate

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	798.77	687.62	2,576.43	1,951.83	1,070.18
Applicable Tax Rate*	25.17%	25.17%	25.17%	25.17%	25.17%
Computed Tax Expenses (B1)	**201.04**	**173.06**	**648.44**	**491.24**	**269.34**
Tax Effect of/on:					
Net expenses that are not deductible in determining taxable profit	2.18	1.60	10.78	4.04	2.77
Effect of Items taxable at different rates	(14.83)	3.77	7.37	(54.60)	7.33
Others	0.60	(1.52)	2.81	1.21	0.72
Total (B2)	**(12.05)**	**3.85**	**20.95**	**(49.35)**	**10.82**
Tax expense recognised during the year (B3=B1+B2)	**188.99**	**176.91**	**669.38**	**441.89**	**280.16**
Effective Tax Rate	**23.66%**	**25.73%**	**25.98%**	**22.64%**	**26.18%**

* Company had opted for Concessional Tax Rate as notified by Taxation Laws (Amendment) Ordinance, 2019 under section 115BAA.

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Notes to the Restated Financial Information

29 Deferred Tax

The following is the analysis of Deferred Tax Assets/(Liabilities) presented in the Balance Sheet:

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Deferred Tax Assets	23.71	22.24	25.57	19.78	14.69
Deferred Tax Liabilities	(105.39)	(87.01)	(82.51)	(45.33)	(28.79)
Net	**(81.68)**	**(64.77)**	**(56.94)**	**(25.55)**	**(14.10)**

For the period April to June 2025

Amount ₹ in Millions

Particulars	Opening Balance as at April 1, 2025	Recognised in Profit or Loss	Recognised in OCI	Recognised directly in Equity	Reclassified from Equity to Profit or Loss	Closing Balance as at June 30, 2025
Deferred Tax (Liabilities)/Assets in relation to:						
Property Plant & Equipment & Other Intangible Assets	5.02	0.20	-	-	-	5.21
Provision for Employee Benefits	11.04	(3.60)	1.44	-	-	8.88
Right of Use Assets / Security Deposit / Lease Liability	9.51	0.11	-	-	-	9.62
Fair Valuation of Investments	(82.51)	(22.89)	-	-	-	(105.39)
Total	**(56.94)**	**(26.18)**	**1.44**	**-**	**-**	**(81.68)**

For the Period April to June 2024

Amount ₹ in Millions

Particulars	Opening Balance as at April 1, 2024	Recognised in Profit or Loss	Recognised in OCI	Recognised directly in Equity	Reclassified from Equity to Profit or Loss	Closing Balance as at June 30, 2024
Deferred Tax (Liabilities)/Assets in relation to:						
Property Plant & Equipment & Other Intangible Assets	4.31	0.28	-	-	-	4.59
Provision for Employee Benefits	7.18	0.94	0.90	-	-	9.02
Right of Use Assets / Security Deposit / Lease Liability	8.28	0.35	-	-	-	8.63
Fair Valuation of Investments	(45.32)	(41.69)	-	-	-	(87.01)
Total	**(25.55)**	**(40.12)**	**0.90**	**-**	**-**	**(64.77)**

For the FY 2024-25

Amount ₹ in Millions

Particulars	Opening Balance as at April 1, 2024	Recognised in Profit or Loss	Recognised in OCI	Recognised directly in Equity	Reclassified from Equity to Profit or Loss	Closing Balance as at March 31, 2025
Deferred Tax (Liabilities)/Assets in relation to:	-	-	-			
	-	-	-			
Property Plant & Equipment & Other Intangible Assets	4.31	0.71	-	-	-	5.02
Provision for Employee Benefits	7.18	2.95	0.90	-	-	11.03
Right of Use Assets / Security Deposit / Lease Liability	8.28	1.24	-	-	-	9.52
Fair Valuation of Investments	(45.32)	(37.19)	-	-	-	(82.51)
Total	**(25.55)**	**(32.29)**	**0.90**	**-**	**-**	**(56.94)**

For the FY 2023-24

Amount ₹ in Millions

Particulars	Opening Balance as at April 1, 2023	Recognised in Profit or Loss	Recognised in OCI	Recognised directly in Equity	Reclassified from Equity to Profit or Loss	Closing Balance as at March 31, 2024
Deferred Tax (Liabilities)/Assets in relation to:						
Property Plant & Equipment & Other Intangible Assets	4.00	0.31	-	-	-	4.31
Provision for Employee Benefits	4.10	2.65	0.43	-	-	7.18
Right of Use Assets / Security Deposit / Lease Liability	6.59	1.69	-	-	-	8.28
Fair Valuation of Investments	(28.79)	(16.53)	-	-	-	(45.32)
Total	**(14.10)**	**(11.88)**	**0.43**	**-**	**-**	**(25.55)**

For the FY 2022-23

Amount ₹ in Millions

Particulars	Opening Balance as at April 1, 2022	Recognised in Profit or Loss	Recognised in OCI	Recognised directly in Equity	Reclassified from Equity to Profit or Loss	Closing Balance as at March 31, 2023
Deferred Tax (Liabilities)/Assets in relation to:						
Property Plant & Equipment & Other Intangible Assets	4.31	(0.31)	-	-	-	4.00
Provision for Employee Benefits	2.17	1.23	0.70	-	-	4.10
Right of Use Assets / Security Deposit / Lease Liability	4.37	2.22	-	-	-	6.59
Fair Valuation of Investments	(16.97)	(11.82)	-			(28.79)
Total	**(6.12)**	**(8.68)**	**0.70**	**-**	**-**	**(14.10)**

Notes to the Restated Financial Information

30 Earnings Per Share (EPS)

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
a Nominal Value of an Equity Share (₹)	10	10	10	10	10
b Net Profit available to Equity Shareholders (₹ in Millions)	609.77	510.71	1,907.04	1,509.95	790.01
c Number of Shares Outstanding	19,94,17,428	19,94,17,428	19,94,17,428	19,94,17,428	19,94,17,428
d Weighted Average Number of Shares Outstanding	19,94,17,428	19,94,17,428	19,94,17,428	19,94,17,428	19,94,17,428
e Effect of Potential Equity Shares for Stock Outstanding	-	-	-	-	-
f Weighted Average Number of Equity Shares used for computing Diluted	19,94,17,428	19,94,17,428	19,94,17,428	19,94,17,428	19,94,17,428
g Basic EPS (₹) = (b)/(d)	**3.06**	**2.56**	**9.56**	**7.57**	**3.96**
h Diluted EPS (₹) = (b)/(f)	**3.06**	**2.56**	**9.56**	**7.57**	**3.96**

Note The management issued bonus shares in the ratio of 3 bonus shares for every 1 share held during period ended 31March 2025, which have been adjusted in the preceding periods.

31 Contingent Liabilities & Capital Commitments

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
A Contingent Liabilities					
Claims Against the Company Not Acknowledged as Debts in respect of:					
i) Disputed Income Tax demand	33.44	33.44	33.44	33.44	33.44
B Capital Commitments					
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	30.24	1.34	33.35	-	-
Total (A+B)	**63.68**	**34.78**	**66.79**	**33.44**	**33.44**

32 Dividend Remittances to Non-Resident Shareholders:*

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Number of non-resident shareholders	1.00	1.00	1.00	1.00	1.00
Number of equity shares held by them	9,77,14,540	2,44,28,635	9,77,14,540	2,44,28,635	2,44,28,635
Amount of final dividend paid (₹ in Millions)	-	-	122.14	61.07	48.86
Year to which dividend relates	2024-25	2022-23	2023-24	2022-23	2021-22
Amount of interim dividend paid (₹ in Millions)	-	-	97.72	61.07	61.07
Year to which dividend relates	2025-26	2024-25	2024-25	2023-24	2022-23

* On payment basis during the period

33 Corporate Social Responsibility (CSR)

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Opening Balance					
(i) With Company	-	-	-	-	-
(ii) In separate CSR unspent A/c	-	-	-	-	-
b) Amount required to be spent during the year	8.60	6.24	23.59	15.63	10.73
c) Amount spent during the year					
(i) From Company's bank account *	-	-	23.59	15.73	10.83
(ii) From separate CSR unspent A/c	-	-	-	-	-
d) Unutilised/ unspent CSR amount in separate CSR account	-	-	-	-	-
e) From separate CSR Unspent account	-	-	-	-	-
Amount yet to be spent	8.60	6.24	-	-	-
Nature of CSR activities:					
(i) Construction/ acquisition of any asset	-	-	-	-	-
(ii) On purposes other than (i) above	-	-	23.59	15.73	10.83
Purpose/ Nature of activities	Education & PM Care Fund	Education & PM Care Fund	Education & PM Care Fund	Education & PM Care Fund	Education & PM Care Fund
Total	**-**	**-**	**23.59**	**15.73**	**10.83**

* The amount paid to related party towards CSR expenditure is Nil.

34 Employee Benefits

a) Defined Contribution Plan

The Company has recognised the following amounts in the Statement of Profit and Loss, which are included under Contributions to Provident Fund:

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Employer's Contribution to Provident Fund.	6.71	5.45	22.41	19.14	16.31

b) Defined benefit plan - Gratuity

In accordance with the applicable Indian laws, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment, which requires contributions to be made to a separately administered fund. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

The Company contribute to an approved Group gratuity policy with LIC. To Administer gratuity payments, Company has created a gratuity Trust. Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Company makes annual contributions to the plan.

The following tables summaries the components of net employee benefit expense recognised in the Statement of Profit and Loss, the funded status and amounts recognised in Balance Sheet.

(i) Changes in Present Value of the Defined Benefit Obligation

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Present Value of Benefit Obligation at the beginning	**71.33**	**62.42**	**62.42**	**53.78**	**50.14**
Current Service Cost	1.91	1.63	6.50	5.95	5.02
Past Service Cost	-	-	-	-	-
Interest Cost	1.03	0.99	3.95	3.87	3.29
(Benefit Paid From the Fund)	(5.63)	(0.64)	(5.54)	(2.82)	(7.48)
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	1.61	0.17	2.07	0.77	1.06
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-	-	0.32	-
Actuarial (Gains)/Losses on Obligations - Due to Experience adjustments	4.07	3.53	1.93	0.55	1.75
Present Value of Benefit Obligation at the end	**74.32**	**68.10**	**71.33**	**62.42**	**53.78**

(ii) Change in the Fair Value of Plan Assets

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Fair Value of Plan Assets at the beginning	**57.32**	**52.64**	**52.64**	**46.13**	**44.76**
Interest Income	0.83	0.86	3.43	3.40	3.03
Contributions by the Employer	-	-	6.38	5.98	5.78
(Benefit Paid from the Fund)	(5.63)	(0.64)	(5.54)	(2.82)	(7.48)
Return on plan assets less interest on plan assets	(0.05)	0.13	0.41	(0.05)	0.04
Fair Value of Plan Assets at the end	**52.47**	**52.99**	**57.32**	**52.64**	**46.13**

(iii) Amount recognised in the Balance Sheet

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Present Value of Defined Benefit Obligation	(74.32)	(68.10)	(71.33)	(62.42)	(53.78)
Fair Value of Plan Assets	52.47	52.99	57.32	52.64	46.13
Funded Status (Surplus/(Deficit))	(21.85)	(15.11)	(14.01)	(9.78)	(7.65)
Net Liability Recognized in the Balance Sheet	**(21.85)**	**(15.11)**	**(14.01)**	**(9.78)**	**(7.65)**

(iv) Expenses recognised in the Statement of Profit or Loss

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Service cost	1.91	1.63	6.50	5.95	5.02
Past service cost	-	-	-	-	-
Administration expenses	-	-	-	-	-
Interest on net defined benefit liability / (asset)	0.20	0.13	0.53	0.46	0.27
(Gains)/Losses on settlement	-	-	-	-	-
Expenses recognised in the Statement of Profit and loss	**2.11**	**1.76**	**7.03**	**6.41**	**5.29**

(v) Expenses Recognised in the Other Comprehensive Income (OCI)

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Changes in financial assumptions	1.61	0.17	2.07	0.77	1.06
Changes in demographic assumptions	-	-	-	0.32	-
Experience adjustments	4.07	3.53	1.93	0.56	1.75
Actual return on plan assets less interest on plan assets	0.05	(0.13)	(0.41)	0.05	(0.04)
Net (Income)/Expense For the Period Recognized in OCI	**5.73**	**3.57**	**3.58**	**1.70**	**2.77**

(vi) Amount Recognised in the Balance Sheet

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Net Liability at the end of the Year	74.32	68.10	71.33	62.42	53.78
Fair Value of Plan Assets at the end of the year	(52.47)	(52.99)	(57.32)	(52.64)	(46.13)
Amount Recognised in the Balance sheet	**21.85**	**15.11**	**14.01**	**9.78**	**7.65**

(vii) Balance Sheet Reconciliation

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Net Liability at the end of the Year	14.01	9.78	9.78	7.65	5.37
Expenses Recognized in Statement of Profit or Loss	2.11	1.76	7.03	6.41	5.29
Expenses Recognized in OCI	5.73	3.57	3.58	1.70	2.77
(Employer's Contribution)	-	-	(6.38)	(5.98)	(5.78)
Net Liability / (Assets) recognised in the Balance Sheet	**21.85**	**15.11**	**14.01**	**9.78**	**7.65**

(viii) Investment Pattern

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
	Non Quoted Value	Non Quoted Value	Non Quoted Value	Non Quoted Value	Non Quoted Value
Property	-	-	-	-	-
Government debt instruments	-	-	-	-	-
Other debt instruments	-	-	-	-	-
Equity Instruments	-	-	-	-	-
Corporate Bonds	-	-	-	-	-
Insurance managed fund	52.47	52.99	57.32	52.64	46.13
Other	-	-	-	-	-

(ix) Actuarial Assumptions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Rate of Discounting	6.90%	7.15%	6.60%	7.20%	7.45%
Rate of Salary Increase	8.00%	8.00%	8.00%	8.00%	8.00%
Rate of Employee Turnover	21-30 Age(Years) 20% 31-40 Age(Years) 18% 41-50 Age(Years) 12% 51-59 Age(Years) 11%	21-30 Age(Years) 20% 31-40 Age(Years) 18% 41-50 Age(Years) 12% 51-59 Age(Years) 11%	21-30 Age(Years) 20% 31-40 Age(Years) 18% 41-50 Age(Years) 12% 51-59 Age(Years) 11%	21-30 Age(Years) 7% 31-40 Age(Years) 12% 41-50 Age(Years) 5%	21-30 Age(Years) 7% 31-40 Age(Years) 12% 41-50 Age(Years) 5%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

(x) The Company generally makes annual contributions to the plan based on the actuarial valuation of 'amount recognised in the Balance Sheet as Liability at the year end'.

(xi) The expected contributions to the plan for the next annual reporting period

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
The expected contributions to the plan for the next annual reporting period	3.00	3.00	3.00	5.00	3.00

(xii) Maturity Analysis of the Benefit Payments

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Projected Benefits Payable in Future Years From the Date of Reporting					
1st Following Year	13.01	17.70	17.38	15.10	3.92
2nd Following Year	10.90	8.18	10.37	9.13	9.93
3rd Following Year	10.01	9.16	8.23	8.66	5.04
4th Following Year	11.24	8.34	11.60	6.69	5.27
5th Following Year	5.71	9.38	5.00	9.68	3.36
Sum of Years 6 to 9	24.21	19.75	20.96	17.65	19.77
Sum of Years 10 and above	36.02	32.66	32.32	29.51	63.67

(xiii) Sensitivity Analysis

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Projected Benefit Obligation on Current Assumptions	74.32	68.10	71.33	62.42	53.78
Delta Effect of +0.50% Change in Rate of Discounting	72.31	66.42	69.59	60.89	51.76
Delta Effect of -0.50% Change in Rate of Discounting	76.42	69.85	73.15	64.02	55.95
Delta Effect of +0.50% Change in Rate of Salary Increase	75.89	69.46	72.76	63.70	55.48
Delta Effect of -0.50% Change in Rate of Salary Increase	72.77	66.77	69.93	61.17	52.15
Delta Effect of +0.50% Change in Rate of Employee Turnover	74.19	68.07	71.24	62.39	53.81
Delta Effect of -0.50% Change in Rate of Employee Turnover	74.45	68.12	71.42	62.45	53.79

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

Risks associated with defined benefit plan

(i) Interest Rate Risk

A fall in the discount rate which is linked to the G-Sec rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the fair value of the assets depending on the duration of asset.

(ii) Salary Risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than the assumed level will increase the plan's liability.

(iii) Investment Risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the gratuity plan in India, it has a relatively balanced mix of investments in money market instruments and public deposits.

(iv) Asset Liability Matching Risk

The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962. this generally reduces ALM risk.

(v) Mortality Risk

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

(vi) Concentration Risk

The plan has a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very low as insurance companies have to follow stringent regulatory guidelines which mitigate risk.

During the year, there were no plan amendments, curtailments and settlements.

35 SEGMENT REPORTING

The Company is in the business of providing asset management services to the Fund and portfolio management/ advisory service to clients. As such the company's financial statements are largely reflective of the assets management business and there is no separate reportable segment. All assets of the Company are domiciled in India.

There is only one customer contributing in excess of 10% of the total revenue of the Company.

The amounts for the same are as follows:

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Canara Robeco Mutual fund- Management Fees	927.13	765.32	3,480.58	2,610.91	1,846.44

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Notes to the Restated Financial Information

36 Maturity Analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities analysed according to their maturity profile

Amount ₹ in Millions

Particulars	As at June 30, 2025			As at June 30, 2024			As at March 31, 2025			As at March 31, 2024			As at March 31, 2023*		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS															
1 Financial Assets															
(a) Cash and cash equivalents	115.74	-	**115.74**	38.02	-	**38.02**	2.89	-	**2.89**	18.40	-	**18.40**	13.50		**13.50**
(b) Trade Receivables	367.36	-	**367.36**	322.69	-	**322.69**	416.09	-	**416.09**	346.56		**346.56**	234.08		**234.08**
(c) Investments	4,874.25	1,619.86	**6,494.11**	3,703.55	1,389.26	**5,092.81**	4,611.03	1,430.17	**6,041.20**	3,353.52	1,215.25	**4,568.77**	2,952.45	343.14	**3,295.59**
(d) Other Financial assets	80.15	16.31	**96.46**	5.09	12.64	**17.73**	20.91	13.86	**34.77**	0.75	15.15	**15.90**	2.52	11.14	**13.66**
Sub-total - Financial Assets	**5,437.50**	**1,636.17**	**7,073.67**	**4,069.35**	**1,401.90**	**5,471.25**	**5,050.92**	**1,444.03**	**6,494.95**	**3,719.23**	**1,230.40**	**4,949.63**	**3,202.55**	**354.28**	**3,556.83**
2 Non-Financial Assets															
(a) Current Tax assets (Net)	-	-	**-**	-	-	**-**	-	3.79	**3.79**	-	1.94	**1.94**	-	2.56	**2.56**
(b) Property, plant and equipment	-	30.79	**30.79**	-	19.88	**19.88**	-	27.26	**27.26**	-	18.90	**18.90**	-	16.43	**16.43**
(c) Capital work in progress	1.83	-	**1.83**	-	-	**-**	-	-	**-**	0.97	-	**0.97**	-	-	**-**
(d) Intangible assets under development	6.03	-	**6.03**	0.58	-	**0.58**	21.97	-	**21.97**	0.58	-	**0.58**	-	-	**-**
(e) Right to use Assets	23.39	127.36	**150.75**	3.18	136.31	**139.49**	5.56	120.52	**126.08**	3.83	139.31	**143.14**	6.25	148.62	**154.87**
(f) Other intangible assets	-	35.65	**35.65**	-	6.79	**6.79**	-	9.22	**9.22**	-	8.42	**8.42**	-	13.49	**13.49**
(g) Other Non- financial assets	48.04	4.27	**52.31**	36.89	3.65	**40.54**	52.16	4.86	**57.02**	44.55	0.01	**44.56**	35.43	0.04	**35.47**
Sub-total - Non- Financial Assets	**79.29**	**198.07**	**277.36**	**40.65**	**166.63**	**207.28**	**79.69**	**165.65**	**245.34**	**49.93**	**168.58**	**218.51**	**41.68**	**181.14**	**222.82**
Total Assets (A)	**5,516.79**	**1,834.24**	**7,351.03**	**4,110.00**	**1,568.54**	**5,678.53**	**5,130.61**	**1,609.68**	**6,740.29**	**3,769.16**	**1,398.98**	**5,168.14**	**3,244.23**	**535.42**	**3,779.65**
LIABILITIES															
1 Financial Liabilities															
(a) Lease Liabilities	38.62	142.27	**180.89**	28.49	137.70	**166.19**	33.52	123.36	**156.88**	25.34	142.82	**168.16**	22.51	150.17	**172.68**
(b) Other Financial Liabilities	74.30	0.21	**74.51**	45.14	0.15	**45.29**	51.56	0.07	**51.63**	42.11	0.13	**42.24**	33.83	0.23	**34.06**
Sub total	**112.92**	**142.48**	**255.40**	**73.63**	**137.85**	**211.48**	**85.08**	**123.43**	**208.51**	**67.45**	**142.95**	**210.40**	**56.34**	**150.40**	**206.74**
2 Non-Financial Liabilities															
(a) Provisions	85.48	2.40	**87.88**	80.30	2.12	**82.42**	14.00	2.40	**16.40**	-	11.90	**11.90**	-	9.43	**9.43**
(b) Deferred Tax Liabilities (Net)	-	81.68	**81.68**	-	64.77	**64.77**	-	56.94	**56.94**	-	25.55	**25.55**	-	14.10	**14.10**
(c) Other non-financial liabilities	311.63	8.40	**320.03**	249.43	17.50	**266.93**	447.70	10.18	**457.88**	375.37	0.03	**375.40**	263.86	0.03	**263.89**
Sub Total	**397.11**	**92.48**	**489.59**	**329.73**	**84.39**	**414.12**	**461.70**	**69.52**	**531.22**	**375.37**	**37.48**	**412.85**	**263.86**	**23.56**	**287.42**
Total Liabilities (B)	**510.03**	**234.96**	**744.99**	**403.36**	**222.24**	**625.60**	**546.78**	**192.95**	**739.73**	**442.82**	**180.43**	**623.25**	**320.20**	**173.96**	**494.16**
Net Assets / (Liabilities) (A - B)	**5,006.76**	**1,599.28**	**6,606.04**	**3,706.64**	**1,346.29**	**5,052.93**	**4,583.83**	**1,416.73**	**6,000.56**	**3,326.34**	**1,218.55**	**4,544.89**	**2,924.03**	**361.46**	**3,285.49**

*Note : Previous year's figures have been regrouped/reclassified, wherever necessary, to conform to the current year's classification

37 Revenue

Amount ₹ in Millions

Note No.	Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
1	Details of revenue from Schemes pursuant to investment management agreement and contracts with customers recognised by the Company, net of indirect taxes in its statement of Profit and loss.					
	Revenue from operations					
	- Management Fees	927.13	765.32	3,480.58	2,610.91	1,846.44
	- Advisory Fees	43.35	39.01	164.87	87.72	60.35
	Total	**970.48**	**804.33**	**3,645.45**	**2,698.63**	**1,906.79**
2	**Disaggregate Revenue** The table below presents disaggregated revenues of the Company from schemes of mutual fund and from contracts with customers by geography/ offerings/ contract-type/market . The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by industry, market and other economic factors.					
	Revenue based on geography					
	In India	927.13	765.32	3,480.58	2,610.91	1,846.44
	Outside India	43.35	39.01	164.87	87.72	60.35
	Total	**970.48**	**804.33**	**3,645.45**	**2,698.63**	**1,906.79**

38 Financial Instruments

A. Fair value measurements

"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, as explained below"

Classification and Fair Values of Financial Assets & Liabilities

Amount ₹ in Millions

As at June 30, 2025	Carrying Amount			Fair Value			
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets							
Cash and cash equivalents #	-	115.74	**115.74**	-	-	-	**-**
Trade Receivables #	-	367.37	**367.37**	-	-	-	**-**
Investments							
- Mutual funds	6,473.39	-	**6,473.39**	6,473.39	-	-	**6,473.39**
- Equity instruments	5.77	-	**5.77**	-	-	**5.77**	**5.77**
- Alternative Investment Fund	14.95	-	**14.95**	14.95	-	-	**14.95**
Other Financial assets #	-	96.46	**96.46**	-	-	-	**-**
Total	**6,494.11**	**579.57**	**7,073.68**	**6,488.34**	**-**	**5.77**	**6,494.11**
Financial liabilities							
Lease Liabilities #	-	180.89	**180.89**	-	-	-	**-**
Other financial liabilities #	-	74.51	**74.51**	-	-	-	**-**
Total	**-**	**255.40**	**255.40**	**-**	**-**	**-**	**-**

Fair Value Measurement using significant unobservable inputs (level 3)

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Amount ₹ in Millions

Particulars	Equity share in Others
Opening balance as on 1st April 2025	**5.78**
Net gain/(losses) on Financial Instruments recognised in the Statement of Profit and Loss	**-**
Purchases of financial instruments	**-**
Sale of financial instruments	**-**
Closing balance as on 30th June 2025	**5.78**

Amount ₹ in Millions

As at June 30, 2024	Carrying Amount			Fair Value			
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets							
Cash and cash equivalents #	-	38.02	**38.02**	-	-	-	**-**
Trade Receivables #	-	322.69	**322.69**	-	-	-	**-**
Investments							
- Mutual funds	5,073.15	-	**5,073.15**	5,073.15	-	-	**5,073.15**
- Equity instruments	5.88	-	**5.88**	-	-	5.88	**5.88**
- Alternative Investment Fund	13.78	-	**13.78**	13.78	-	-	**13.78**
Other Financial assets #	-	17.73	**17.73**	-		-	**-**
Total	**5,092.81**	**378.44**	**5,471.25**	**5,086.93**	**-**	**5.88**	**5,092.81**
Financial liabilities							
Lease Liabilities #	-	166.19	**166.19**	-	-	-	**-**
Other financial liabilities #	-	45.29	**45.29**	-	-	-	**-**
Total	**-**	**211.48**	**211.48**	**-**	**-**	**-**	**-**

Fair Value Measurement using significant unobservable inputs (level 3)

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Amount ₹ in Millions

Particulars	Equity share in Others
Opening balance as on 1st April 2024	**5.89**
Net gain/(losses) on Financial Instruments recognised in the Statement of Profit and Loss	**-**
Purchases of financial instruments	**-**
Sale of financial instruments	**-**
Closing balance as on 30th June 2024	**5.89**

Amount ₹ in Millions

As at March 31, 2025	Carrying Amount			Fair Value			
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets							
Cash and cash equivalents #	-	2.89	**2.89**	-	-	-	**-**
Trade Receivables #	-	416.09	**416.09**	-	-	-	**-**
Investments							
- Mutual funds	6,020.76	-	**6,020.76**	6,020.76	-	-	**6,020.76**
- Equity instruments	5.77	-	**5.77**	-	-	5.77	**5.77**
- Alternative Investment Fund	14.67	-	**14.67**	14.67	-	-	**14.67**
Other Financial assets #	-	34.77	**34.77**	-	-	-	**-**
Total	**6,041.20**	**453.75**	**6,494.95**	**6,035.43**	**-**	**5.77**	**6,041.20**
Financial liabilities							
Lease Liabilities #	-	156.88	**156.88**	-	-	-	**-**
Other financial liabilities #	-	51.63	**51.63**	-	-	-	**-**
Total	**-**	**208.51**	**208.51**	**-**	**-**	**-**	**-**

Fair Value Measurement using significant unobservable inputs (level 3)

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Amount ₹ in Millions

Particulars	Equity share in Others
Opening balance as on 1st April 2024	**5.89**
Net gain/(losses) on Financial Instruments recognised in the Statement of Profit and Loss	**(0.11)**
Purchases of financial instruments	**-**
Sale of financial instruments	**-**
Closing balance as on 31st March 2025	**5.78**

Amount ₹ in Millions

As at March 31, 2024	Carrying Amount			Fair Value			
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets							
Cash and cash equivalents #	-	18.40	**18.40**	-	-	-	**-**
Trade Receivables #	-	346.56	**346.56**	-	-	-	**-**
Investments							
- Mutual funds	4,549.25	-	**4,549.25**	4,549.25	-	-	**4,549.25**
- Equity instruments	5.88	-	**5.88**	-	-	5.88	**5.88**
Other Financial assets #	-	15.90	**15.90**	-	-	-	**-**
Total	**4,555.13**	**380.86**	**4,935.99**	**4,549.25**	**-**	**5.88**	**4,555.13**
Financial liabilities							
Lease Liabilities #	-	168.16	**168.16**	-	-	-	**-**
Other financial liabilities #	-	42.24	**42.24**	-	-	-	**-**
Total	**-**	**210.40**	**210.40**	**-**	**-**	**-**	**-**

Fair Value Measurement using significant unobservable inputs (level 3)

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Amount ₹ in Millions

Particulars	Equity share in Others
Opening balance as on 1st April 2023	**5.70**
Net gain/(losses) on Financial Instruments recognised in the Statement of Profit and Loss	**0.19**
Purchases of financial instruments	**-**
Sale of financial instruments	**-**
Closing balance as on 31st March 2024	**5.89**

Amount ₹ in Millions

As at March 31, 2023	Carrying Amount			Fair Value			
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets							
Cash and cash equivalents #	-	13.50	**13.50**	-	-	-	**-**
Trade Receivables #	-	234.08	**234.08**	-	-	-	**-**
Investments							
- Mutual funds	3,289.89	-	**3,289.89**	3,289.89	-	-	**3,289.89**
- Equity instruments	5.70	-	**5.70**	-	-	5.70	**5.70**
Other Financial assets #	-	13.66	**13.66**	-	-	-	**-**
Total	**3,295.59**	**261.24**	**3,556.83**	**3,289.89**	**-**	**5.70**	**3,295.59**
Financial liabilities							
Lease Liabilities #	-	172.68	**172.68**	-	-	-	**-**
Other financial liabilities #	-	34.06	**34.06**	-	-	-	**-**
Total	**-**	**206.74**	**206.74**	**-**	**-**	**-**	**-**

Fair Value Measurement using significant unobservable inputs (level 3)

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Amount ₹ in Millions

Particulars	Equity share in Others
Opening balance as on 1st April 2022	**5.70**
Net gain/(losses) on Financial Instruments recognised in the Statement of Profit and Loss	**-**
Purchases of financial instruments	**-**
Sale of financial instruments	**-**
Closing balance as on 31st March 2023	**5.70**

Fair value of cash and cash equivalents, bank balances, trade & other receivables, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to current maturities of these instruments. Accordingly, fair value hierarchy for these financial instruments have not been presented above.

For the purpose of disclosure, price provided by valuation agency is considered as the fair value of financial assets that are measured at amortised cost.

The hierarchy used is as follows:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.Investment in open ended Mutual Funds are included in Level 1

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). Investment in close ended Mutual Funds and Debt Securities that are not traded in active market are included in Level 2

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Investment in unlisted Debt Securities, unlisted Equity Instruments, Alternative Investment Funds and Venture Capital Fund are included in Level 3.

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurement as described below:

Financial instruments	Valuation techniques
Mutual funds	On the basis of latest NAV/Market price available
Equity instruments	The investment is recognised at the fair value
Alternative Investment Funds	Net Asset Value (NAV) provided by issuer fund which is arrived at based on valuation from independent valuer for unlisted portfolio companies, quoted price of listed portfolio companies and price of recent investments.

In order to assess Level 3 valuations, the management reviews the performance of the alternative investment funds on a regular basis by tracking their latest available financial statements/financial information, valuation report of independent valuers, recent transaction results etc. which are considered in valuation process.

Notes to the Restated Financial Information

B. Financial Risk Management

Risk management is an integral part of the business practices of the Company. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The financial risks are managed in accordance with the Company's risk management policy which has been approved by the Risk Committee of Board of director's. The Company's Risk Committee has overall responsibility for managing the risk profile of the Company. The purpose of risk management is to identify potential problems before they occur, so that risk-handling activities may be planned and invoked as needed to manage adverse impacts on achieving objectives.
The Risk Committee of the Company reviews the development and implementation of the risk management policy of the Company on periodic basis. The Risk Committee provides guidance on the risk management activities, review the results of the risk management process and reports to the Board of Directors on the status of the risk management initiatives.

The Company has exposure to the following risks arising from Financial Instruments:

Financial instruments	Valuation techniques
Cash and cash equivalents, trade & other receivables, financial assets measured at amortised cost	Credit Risk
Financial liabilities	Liquidity Risk
Recognised financial assets not denominated in ₹	Market Risk - Foreign Currency Risk
Investments in debt securities	Market Risk - Interest Rate Risk
Investments in equity securities, units of mutual funds, measured at FVTPL, alternative investment funds	Market Risk - Price Risk

1 Liquidity Risk :

Liquidity risk is defined as the risk that the Company 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 Company 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. Such scenarios could occur when funding needed for illiquid asset positions is not available to the Company on acceptable terms.

To limit this risk, management has adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a regular basis. The Company has developed internal control processes for managing liquidity risk.

The Company maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flow. The Company assesses the liquidity position under a variety of scenarios, giving due consideration to stress factors relating to both the market in general and specifically to the Company.

The table below analyses the Company's financial liabilities into relevant maturity pattern based on their contractual maturities for all financial liabilities.

As at June 30, 2025 Amount ₹ in Millions

Particulars	Carrying Amount	Contractual Cash Flow		
		Total	Up to 1 year	More than 1 year
Financial Liabilities				
- Lease liabilities	180.89	180.89	38.62	142.27
- Other financial liabilities	74.51	74.51	74.30	0.21

As at June 30, 2024 Amount ₹ in Millions

Particulars	Carrying Amount	Contractual Cash Flow		
		Total	Up to 1 year	More than 1 year
Financial Liabilities				
- Lease liabilities	166.19	166.19	28.49	137.70
- Other financial liabilities	45.29	45.29	45.14	0.15

As at March 31, 2025 Amount ₹ in Millions

Particulars	Carrying Amount	Contractual Cash Flow		
		Total	Up to 1 year	More than 1 year
Financial Liabilities				
- Lease liabilities	156.88	156.88	33.52	123.36
- Other financial liabilities	51.63	51.63	51.56	0.07

As at March 31, 2024 Amount ₹ in Millions

Particulars	Carrying Amount	Contractual Cash Flow		
		Total	Up to 1 year	More than 1 year
Financial Liabilities				
- Lease liabilities	168.16	168.16	25.34	142.82
- Other financial liabilities	42.24	42.24	42.11	0.13

As at March 31, 2023

Amount ₹ in Millions

Particulars	Carrying Amount	Contractual Cash Flow		
		Total	Up to 1 year	More than 1 year
Financial Liabilities				
- Lease liabilities	172.68	172.68	22.51	150.17
- Other financial liabilities	34.06	34.06	33.83	0.23

2 Credit Risk :

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's trade and other receivables, cash and cash equivalents, and financial assets measured at amortised cost.
Exposure to credit risk is mitigated through regular monitoring of collections, counterparty's creditworthiness and diversification in exposure.

Exposure to credit risk

The carrying amount of financial assets represents maximum amount of credit exposure. The maximum exposure to credit risk is as per the table below, it being total of carrying amount of cash and cash equivalent, trade and other receivables and financial assets measured at amortised cost.

Amount ₹ in Millions

Particulars	30-Jun-25	30-Jun-24	31-Mar-25	31-Mar-24	31-Mar-23
Maximum Exposure to Credit Risk	579.56	378.44	453.75	380.86	261.24

Expected Credit Loss (ECL) on Financial Assets

The Company continuously monitors all financial assets subject to ECLs. In order to determine whether an instrument is subject to 12 month ECL (12mECL) or life time ECL (LTECL), the Company assesses whether there has been a significant increase in credit risk or the asset has become credit impaired since initial recognition. The Company applies following quantitative and qualitative criteria to assess whether there is significant increase in credit risk or the asset has been credit impaired:

- Historical trend of collection from counterparty
- Company's contractual rights with respect to recovery of dues from counterparty
- Credit rating of counterparty and any relevant information available in public domain.

ECL is a probability weighted estimate of credit losses. It is measured as the present value of cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with contract and the cash flows that the Company expects to receive).

The Company has two types of financial assets that are subject to the expected credit loss:

- Trade & other receivables
- Cash and cash equivalent

Trade and Other Receivables

Exposures to customers' outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of collection from counterparties on timely basis reflects low level of credit risk. As the Company has a contractual right to such receivables as well as control over preponderant amount of such funds due from customers, the Company does not estimate any credit risk in relation to such receivables.

Cash and Cash Equivalents

The Company holds cash and cash equivalents and other bank balances as per note 4. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be high.

3 Market Risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows related to financial instrument that may result from adverse changes in market rates and prices (such as foreign exchange rates, interest rates, other prices). The Company is exposed to market risk primarily related to currency risk, interest rate risk and price risk.

i. Foreign Currency Risk:

The Company has insignificant amount of foreign currency denominated assets and liabilities. Accordingly, there is no significant exposure to currency risk.

ii. Interest Rate Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financia instruments will fluctuate because of changes in market interest risk.

iii. Price risk:

Price risk is the risk that the value of the financial instrument will fluctuate as a result of changes in market prices and related market variables including interest rate for investments in debt oriented mutual funds and debt securities, whether caused by factors specific to an individual investment, its issuer or the market. The Company's exposure to price risk arises from investments in equity securities, AIF& units of mutual funds, which are classified as financial assets at Fair Value Through Profit and Loss and is as follows:

Amount ₹ in Millions

Particulars	30-Jun-25	30-Jun-24	31-Mar-25	31-Mar-24	31-Mar-23
Investment exposure to price risk	6,494.11	5,092.81	6,041.20	4,568.77	3,295.59

To manage its price risk from investments in equity securities & units of mutual funds, the Company diversifies its portfolio.

Sensitivity Analysis

The table below sets out the effect on profit or loss and equity due to reasonable possible weakening/strengthening in prices of 5% :

Amount ₹ in Millions

Particulars	30-Jun-25	30-Jun-24	31-Mar-25	31-Mar-24	31-Mar-23
Effect on Profit or Loss					
5% decrease in prices	(324.71)	(254.64)	(302.06)	(228.44)	(164.78)
5% increase in prices	324.71	254.64	302.06	228.44	164.78

39 Capital management :

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create and maximise value for its shareholders. The same is done through equity. The funding requirements are met through operating cash flows and other equity. The management monitors the return on capital and the board of directors monitors the level of dividends paid to shareholders of the Company. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

40 Statutory disclosure required as per Schedule III Division III of the the Companies Act, 2013

(i) Ratios

Amount ₹ in Millions

Ratios	Numerator	Denominator	30-Jun-25
(a) Capital to risk-weighted assets ratio (CRAR)*	-	-	-
(b) Tier I CRAR*	-	-	-
(c) Tier II CRAR*	-	-	-
(d) Liquidity Coverage Ratio (no.of times) [Total Financial Assets (within 12 months)/Total Liabilities (within 12 months)] This has decreased as Financial asset balances and specifically, investments which are maturing within 12 months from the reporting date including new purchases, have changed.	5,437.50	510.03	10.66

Amount ₹ in Millions

Ratios	Numerator	Denominator	30-Jun-24
(a) Capital to risk-weighted assets ratio (CRAR)*	-	-	-
(b) Tier I CRAR*	-	-	-
(c) Tier II CRAR*	-	-	-
(d) Liquidity Coverage Ratio (no.of times) [Total Financial Assets (within 12 months)/Total Liabilities (within 12 months)] This has decreased as Financial asset balances and specifically, investments which are maturing within 12 months from the reporting date including new purchases, have changed.	4,069.35	403.36	10.09

Amount ₹ in Millions

Ratios	Numerator	Denominator	31-Mar-25
(a) Capital to risk-weighted assets ratio (CRAR)*	-	-	-
(b) Tier I CRAR*	-	-	-
(c) Tier II CRAR*	-	-	-
(d) Liquidity Coverage Ratio (no.of times) [Total Financial Assets (within 12 months)/Total Liabilities (within 12 months)] This has decreased as Financial asset balances and specifically, investments which are maturing within 12 months from the reporting date including new purchases, have changed.	5,050.92	546.78	9.24

Amount ₹ in Millions

Ratios	Numerator	Denominator	31-Mar-24
(a) Capital to risk-weighted assets ratio (CRAR)*	-	-	-
(b) Tier I CRAR*	-	-	-
(c) Tier II CRAR*	-	-	-
(d) Liquidity Coverage Ratio (no.of times) [Total Financial Assets (within 12 months)/Total Liabilities (within 12 months)] This has decreased as Financial asset balances and specifically, investments which are maturing within 12 months from the reporting date including new purchases, have changed.	3,719.23	442.82	8.40

Amount ₹ in Millions

Ratios	Numerator	Denominator	31-Mar-23
(a) Capital to risk-weighted assets ratio (CRAR)*	-	-	-
(b) Tier I CRAR*	-	-	-
(c) Tier II CRAR*	-	-	-
(d) Liquidity Coverage Ratio (no.of times) [Total Financial Assets (within 12 months)/Total Liabilities (within 12 months)] This has decreased as Financial asset balances and specifically, investments which are maturing within 12 months from the reporting date including new purchases, have changed.	3,202.55	320.20	10.00

*Note: Since the Company is not in lending business, it does not have any credit exposure. Hence, these ratios are not applicable to the Company.

Notes to the Restated Financial Information

41 Related party transactions

Related party disclosure as required by the Indian Accounting Standard 24, "Related party Disclosures", are given below:

Holding Company	Canara Bank
Entity having significant Influence over the Company	ORIX Corporation Europe N.V.
Fellow Subsidiaries & Group Entities	Canbank Computer Services Ltd. (CCSL) Canbank Financial Services Ltd. (Canfina) Canbank Factors Ltd. (CFL) Canbank Venture Capital Fund Ltd. (CVCFL) Canara Bank Securities Limited (CBSL) Canara HSBC Life Insurance Co. Ltd (CHOBCI) Syndbank Services Limited HEFA - Higher Education Financing Agency Canara Bank Tanzania Limited Andhra Pragathi Grameena Bank Karnataka Gramin Bank Kerala Gramin Bank Karnataka Vikas Grameena Bank CRMF Trustee Pvt.Ltd. Canfin Homes Ltd. (CFHL)
Under the common control of entity having significant Influence over the Company	All the fellow subsidiaries of ORIX Corporation Europe N.V Please refer annexure 1 for name of other entities
Key Management Personnel	**Members of the Director Body :** Mr. K Satyanarayana Raju from April 15, 2023 Mr. Debashish Mukherjee till May 31, 2025 Mr. Kiyoshi Habiro Mr. Tim van Hest Mr. Agyey Kumar Azad Mr. Suhail Chander Mr. Pramod Kumar Sharma upto August 2024 Mr. Ravindran Menon from October 20, 2023 Mr. Jaideep Singh upto July 21, 2023 Mr. L. V. Prabhakar Upto December 31, 2022 Ms.Nirmala Sridhar Ms.Anuradha Nadkarni Mr. Rajnish Narula **Key Managerial Personnel** Mr. Rajnish Narula (Managing Director & Chief Executive Officer) Mr. Albert Wisgerhof (Chief Financial Officer & Chief Operating Officer, upto July 31, 2022) Mr. Ashwin Purohit (Chief Financial Officer, from December 19, 2022) Ms. Hilde Faber (Chief Operating Officer, considered as KMP from May 08, 2023 to March 31, 2025) Mr. Ashutosh Vaidya (Company Secretary and Compliance Officer)
Firms/Companies where directors have their Directorships	Please refer annexure 2 for name of entities
Overseas Joint Venture of Canara Bank	Commercial Bank of India LLC
Mutual Fund Schemes managed by the Company	All Schemes of Canara Robeco Mutual Fund

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Notes to the Restated Financial Information

(a) Details of Transactions as on June 30, 2025

Amount ₹ in Millions

Sr. No	Nature of Transactions	Relationship	Company/ Person Name	Expenditure	Income	Assets	Liabilities
1	Rent	Holding Company	Canara Bank	0.10	-	-	0.03
2	Bank Charges	Holding Company	Canara Bank	0.02	-	-	-
3	Reimbursement/Salary & other benefits	Entity having significant influence over the Co.	ORIX Corporation Europe N.V	8.59	-	-	81.70
4	Reimbursement of Salary & Other Benefits	Holding Company	Canara Bank	0.62	-	-	0.19
5	Reimbursement of Maintenance charges	Holding Company	Canara Bank	-	-	-	-
6	R & T Charges	Fellow Subsidiary	CCSL	-	-	-	-
7	Insurance Premium	Fellow Subsidiary	CHOBCI	3.02	-	-	-
8	Bank Balance	Holding Company	Canara Bank	-	-	2.41	-
9	Advisory fees	Under the common control of entity having significant influence	Robeco Hongkong Ltd	-	43.35	44.03	-
10	Dividend Payment	Holding Company	Canara Bank	-	-	-	-
		Entity having significant influence over the Co.	ORIX Corporation Europe N.V.	-	-	-	-
11	Director Sitting Fee	Key Management Personnel	Members of Directors Body	3.40	-	-	-
12	Short-term employee benefits	Key Management Personnel	Key Managerial Personnel	28.37	-	-	

Figures are exclusive of good and service tax

(b) Details of Transactions as on June 30, 2024

Amount ₹ in Millions

Sr. No.	Nature of Transactions	Relationship	Company/ Person Name	Expenditure	Income	Assets	Liabilities
1	Rent	Holding Company	Canara Bank	0.10	-	-	0.03
2	Bank Charges	Holding Company	Canara Bank	0.01	-	-	-
3	Reimbursement/Salary & other benefits	Entity having significant influence over the Co.	ORIX Corporation Europe N.V	20.00	-	-	100.00
4	Reimbursement of Salary & Other Benefits	Holding Company	Canara Bank	0.70	-	-	0.48
5	Reimbursement of Maintenance charges	Holding Company	Canara Bank	0.12	-	-	0.12
6	R & T Charges	Fellow Subsidiary	CCSL	0.00	-	-	-
7	Insurance Premium	Fellow Subsidiary	CHOBCI	2.64	-	-	-
8	Bank Balance	Holding Company	Canara Bank	-	-	1.14	-
9	Advisory fees	Under the common control of entity having significant influence	Robeco Hongkong Ltd	-	39.01	64.14	-
10	Dividend Payment	Holding Company	Canara Bank	-	-	-	-
		Entity having significant influence over the Co.	ORIX Corporation Europe N.V.	-	-	-	-
11	Director Sitting Fee	Key Management Personnel	Members of Directors Body	0.68	-	-	-
12	Short-term employee benefits	Key Management Personnel	Key Managerial Personnel	28.71	-	-	

Figures are exclusive of good and service tax

(c) Details of Transactions as at March 31, 2025

Amount ₹ in Millions

Sr. No	Nature of Transactions	Relationship	Company/ Person Name	Expenditure	Income	Assets	Liabilities
1	Rent	Holding Company	Canara Bank	0.42	-	-	0.03
2	Bank Charges	Holding Company	Canara Bank	0.04	-	-	-
3	Reimbursement/Salary & other benefits	Entity having significant influence over the Co.	ORIX Corporation Europe N.V	73.10	-	-	73.10
4	Reimbursement of Salary & Other Benefits	Holding Company	Canara Bank	2.81	-	-	0.21
5	Reimbursement of Maintenance charges	Holding Company	Canara Bank	0.66	-	-	0.80
6	R & T Charges	Fellow Subsidiary	CCSL	0.01	-	-	0.01
7	Insurance Premium	Fellow Subsidiary	CHOBCI	2.69	-	-	-
8	Bank Balance	Holding Company	Canara Bank	-	-	0.84	-
9	Advisory fees	Under the common control of entity having significant influence	Robeco Hongkong Ltd	-	164.87	41.31	-
10	Dividend Payment	Holding Company	Canara Bank	228.83	-	-	-
		Entity having significant influence over the Co.	ORIX Corporation Europe N.V.	219.86	-	-	-
11	Director Sitting Fee	Key Management Personnel	Members of Directors Body	5.75	-	-	-
12	Short-term employee benefits	Key Management Personnel	Key Managerial Personnel	102.20	-	-	-

Figures are exclusive of good and service tax

(d) Details of Transactions as at March 31, 2024

Amount ₹ in Millions

Sr. No	Nature of Transactions	Relationship	Company/ Person Name	Expenditure	Income	Assets	Liabilities
1	Rent	Holding Company	Canara Bank	0.45	-	-	0.03
2	Bank Charges	Holding Company	Canara Bank	0.04	-	-	-
3	Reimbursement/Salary & other benefits	Entity having significant influence over the Co.	ORIX Corporation Europe N.V	80.00	-	-	80.00
4	Reimbursement of Salary & Other Benefits	Holding Company	Canara Bank	2.84	-	-	0.73
5	Reimbursement of	Holding Company	Canara Bank	0.67	-	-	0.16
6	R & T Charges	Fellow Subsidiary	CCSL	0.01	-	-	0.00
7	Insurance Premium	Fellow Subsidiary	CHOBCI	3.10	-	-	-
8	Bank Balance	Holding Company	Canara Bank	-	-	1.08	-
9	Advisory fees	Under the common control of entity having significant influence	Robeco Hongkong Ltd	-	87.72	25.07	-
10	Dividend Payment	Holding Company	Canara Bank	127.13	-	-	-
		Entity having significant influence over the Co.	ORIX Corporation Europe N.V.	122.14	-	-	-
11	Director Sitting Fee	Key Management Personnel	Members of Directors Body	2.86	-	-	-
12	Short-term employee benefits	Key Management Personnel	Key Managerial Personnel	100.82	-	-	-

Figures are exclusive of good and service tax

(e) Details of Transactions as at March 31, 2023

Amount ₹ in Millions

Sr. No.	Nature of Transactions	Relationship	Company/Person Name	Expenditure	Income	Assets	Liabilities
1	Rent	Holding Company	Canara Bank	0.42	-	-	0.03
2	Bank Charges	Holding Company	Canara Bank	0.03	-	-	-
3	Reimbursement/Salary & other benefits	Entity having significant influence over the Co.	ORIX Corporation Europe N.V	50.00	-	-	50.00
4	Reimbursement of Salary & Other Benefits	Holding Company	Canara Bank	2.06	-	-	0.31
5	Reimbursement of Maintenance charges	Holding Company	Canara Bank	0.44	-	-	0.14
6	R & T Charges	Fellow Subsidiary	CCSL	0.01	-	-	0.00
7	Insurance Premium	Fellow Subsidiary	CHOBCI	2.31	-	-	-
8	Bank Balance	Holding Company	Canara Bank	-	-	1.28	-
9	Advisory fees	Under the common control of entity having significant influence	Robeco Hongkong Ltd	-	60.35	15.88	-
9	Management fee	Mutual Fund managed by Company	Canara Robeco Mutual Fund (Schemes)	-	1,846.44	218.20	-
10	Investments	Mutual Fund managed by Company	Canara Robeco Mutual Fund (Schemes)	-	-	3,176.10	-
11	Profit on sale of Investment	Mutual Fund managed by Company	Canara Robeco Mutual Fund (Schemes)	-	121.30	-	-
12	Dividend Payment	Holding Company	Canara Bank	114.42	-	-	-
		Entity having significant influence over the Co.	ORIX Corporation Europe N.V.	109.93	-	-	-
13	Director Sitting Fee	Key Management Personnel	Members of Directors Body	3.46	-	-	-
14	Short-term employee benefits	Key Management Personnel	Key Managerial Personnel	59.40	-	-	-

Figures are exclusive of good and service tax

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

ANNEXURE - 1

Name of Entities under common control of entity having significant influence over the company.

Sr. No.	Company Name	Sr. No.	Company Name
1.	OCE US Holding B.V.	19.	Robeco Miami B.V.
2.	OCE US Holding, Inc.	20.	Robeco Institutional Asset Management US Inc.
3.	Harbor Capital Advisors, Inc.	21.	Robeco Japan Company Limited
4.	Harbor Funds Distributors, Inc..	22.	Robeco Hong Kong Ltd.
5.	Harbor Services Group, Inc.	23.	Asia Climate Partners General Partner Ltd.(Liquidated in July 2023)
6.	Harbor Trust Company, Inc.	24.	Asia Climate Partners Hong Kong Ltd.(Liquidated in Dec 2023)
7.	Boston Partners Global Investors Inc	25.	RSSLF GP s.a.r.l
8.	Boston Partners Securities L.L.C.	26.	Robeco Private Fund Management (Shanghai) Co. Ltd.
9.	Boston Partners Trust Company	27.	Robeco Overseas Investment Fund Management (Shanghai) Limited
10.	Boston Partners (UK) Limited	28.	Robeco Singapore Private Limited
11.	Elawan Energy S.L.	29.	Robeco France S.A.S.
12.	Gravis Capital Management Limited	30.	Ro-Boetie S.A.S.
13.	Gravis Advisory Limited	31.	Robeco Schweiz AG
14.	OCE Nederland B.V.	32.	SAM Sustainable Asset Management AG
15.	ORIX Corporation UK Limited	33.	Robeco Institutional Asset Management B.V.
16.	OurCrowd International General Partner L.P.	34.	Robeco Indices B.V.
17.	Transtrend B.V.	35.	Rebeco Netherland B.V.
18.	Robeco Holding B.V.	36.	Rebeco Institutional Asset Management UK Limited

ANNEXURE - 2

Firms/Companies where directors have their Directorships

Sr. No.	Company Name	Sr. No.	Company Name
1	Stowe Research India Private Limited	15	Minnow Trading Company Private Limited
2	Empact Next Ventures Private Limited	16	Glade Trading Company Private Limited
3	Accelya Solutions India Limited	17	Future World Retail Private Limited
4	Bank Of Baroda	18	Trust Leasing And Finance Private Limited
5	SBI Cards And Payment Services Limited	19	Thakral Services (India) Limited
6	Teamred Management Solutions Private Limited	20	Parjat Developments Private Limited
7	Sanctitas Capital & Advisrory Services LLP	21	Westminster Developments Private Limited
8	Xpanse Services LLP	22	Jagbir Developments Private Limited
9	Bandhan Bank Limited	23	Zarina Developments Private Limited
10	Normandy Developments Private Limited	24	Khazina Developments Private Limited
11	Raaya Developments Private Limited	25	Future World (India) Private Limited
12	Sovereign Investments Private Limited	26	Thakral Innovations Private Limited
13	Bhagwan Developments Private Limited	27	Normandy Investments Private Limited
14	Carew Developments Private Limited	28	Thakral One Solutions Private Limited

Notes to the Restated Financial Information

42 Dues to Micro, Small and Medium Enterprises

Trade payables do not include any amount payable to Micro, Small and Medium Enterprises. Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMEDA) which came into force from October 02, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, the following disclosures are made for the amounts due to the Micro, Small and Medium enterprises, who have registered with the competent authorities.

Amount ₹ in Millions

Particulars	As at June 30, 2025	As at June 30, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Principal amount remaining unpaid to any supplier as at the year/period end	-	-	-	-	-
Interest due thereon	-	-	-	-	-
Amount of interest paid by the company in terms of section 16 of the MSMEDA, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year/period	-	-	-	-	-
Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMEDA	-	-	-	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year/period	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-	-
*Breakup of above is as under :-					
Trade Payables	-	-	-	-	-
Creditors for expenses	-	-	-	-	-
Retention	-	-	-	-	-
Earnest Deposit	-	-	-	-	-
Total	-	-	-	-	-

43 Expenditure in Foreign Currency

Amount ₹ in Millions

Particulars	For the period ended June 30, 2025	For the period ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Travelling Expenses	0.53	0.24	1.04	2.96	3.83
Reimbursement of Expense	-	-	73.10	80.00	50.00
Subscription	6.84	4.00	5.43	2.88	-
Dividend Paid	-	-	219.86	122.14	109.93

44 Other Disclosure

- The company does not have any borrowings from banks/financial institutions.
- The company does not have immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
- The company does not have investment property in terms IND AS 40.
- The company has not revalued any of its Property, Plant and Equipment (including Right of-Use Assets) during the year/period.
- The company has not revalued any of its Intangible assets during the year/period.
- The company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013)
- The details of capital work in progress are given under Note 12
- The details of Intangible assets under development are given in Note No. 13
- The details of CSR are given in Note no. 33
- There are no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder
- The company does not have any borrowings from banks or financial institutions on the basis of security of current assets.
- The Company has not been declared a Wilful Defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- The company has not entered into any transaction with companies struck off under section 248 of the Companies Act 2013.
- The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.
- There are no ratios which are applicable with regard to new amendments under “Division III of Schedule III” under “Part I – Balance Sheet - General Instructions for preparation of Balance Sheet”.
- The Company has not entered into any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013.
- The Company has neither advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) nor received any funds to/ from any other person(s) or entity(is), including foreign entities (Intermediaries) for lending or investing or providing guarantees to/ on behalf of the ultimate beneficiary during the financial year.
- The Company has not traded or invested in Crypto currency or Virtual Currency during any financial year .
- The Company is in compliance with number of layers of companies, as prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- The Company does not have any transactions which were not recoded in the books of account, but offered as income during the year in the income tax assessment.

45 Previous year’s figures have been regrouped/reclassified, wherever necessary, to conform to the current year's classification

As per our report of even date

For Borkar & Muzumdar
Chartered Accountants
Firm Registration No : 101569W

Brijmohan Agarwal
Partner (M.No. 033254)

Place: Mumbai
Date: September 20,2025

For and on Behalf of the Board of Directors of
Canara Robeco Asset Management Company Limited

Rajnish Narula
MD & CEO
DIN: 03607363

Ravindran Menon
Director
DIN: 00016302

Ashwin Purohit
CFO

Ashutosh Vaidya
Company Secretary
M. No. ACS14242

Place: Mumbai
Date: September 20,2025

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

Key Financial Ratios

Ratios	Basis	30-Jun-25	30-Jun-24	31-Mar-25	31-Mar-24	31-Mar-23
Earning Per Share (EPS)	Net Profit / O/s. No. of Shares	3.06	2.56	9.56	7.57	3.96
Net Asset Value (NAV) per share	Net Assets / O/s. No. of Shares	33.13	101.35	30.09	91.16	65.90
Return on Net Worth (RoNW)	Net Income / Shareholders Equity	9.23%	10.11%	31.78%	33.22%	24.05%
Current Ratio (times)	Current Assets / Currrent Liabilies	10.82	10.19	9.38	8.51	10.13
Asset Turnover Ratio	Net Sales / Avg. Total Assets	0.14	0.15	0.61	0.60	0.55

Note: Since the Company is not in lending business, it does not have any credit exposure. Hence, Debt Equity Ratio & Interest Coverage Ratio these ratios are not applicable to the company.

Restatement Adjustments

(I) *Restatement of Earnings Per Share (EPS)*

During the preparation of the restated financial statements for the year ended June 30, 2024, March 31, 2024 and March 31, 2023, the management identified an prior period error in the calculation of Earnings Per Share (EPS) for prior periods. Additionally, the management issued bonus shares (in the ratio of 3 bonus shares for every 1 share held) during FY 24-25, which have been adjusted in the restated periods.

Impact on EPS for the year ended June 30, 2024, March 31, 2024 and March 31, 2023

Particulars	As previously reported	Restatement Impact	Restated
Basic and Diluted EPS as on 30 June 2024	30.26	(20.70)	9.56
Basic and Diluted EPS as on 31 March 2024	30.26	(22.69)	7.57
Basic and Diluted EPS as on 31 March 2023	15.80	(11.84)	3.96

Notes :

1) Total profit or loss remains unchanged for the impacted periods.

2) There is no impact on equity balances reported in the financial statements.

(II) *Restatement due to omission of finance costs in the Cash Flow Statement*

In the prior financial statements, finance costs (such as interest paid) were recognized in the Profit and Loss (P&L) statement but were inadvertently omitted from the Cash Flow Statement. This omission has been corrected in the restated financials. The correction involves the proper classification of finance costs within the Cash Flow Statement, ensuring accurate reporting of cash flows from operating and financing activities.

Adjustment Details:
Nature of adjustment: *Classification error in the Cash Flow Statement*
Period affected: *FY 2023*
Amount Restated:

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Finance Cost for FY 2022-23	-	19.23	19.23

This restatement ensures compliance with the relevant accounting standards and provides an accurate representation of the cash flows for the periods presented.

Impact of the Adjustment:
Balance Sheet: *No impact, as this is a non-cash reclassification within the Cash Flow Statement.*
Profit and Loss: *No impact, as finance costs were already correctly recognized in the P&L.*
Cash Flow Statement: *The adjustment ensures that the cash flow from operating or financing activities accurately reflects the finance costs.*

The correction does not affect the overall cash flow from operating activities or financing activities but ensures the proper presentation of finance costs in the Cash Flow Statement.

(III) *Restatement due to omission of Other Interest income in the Cash Flow Statement*

In the prior financial statements, Other Interest Income were recognized in the Profit and Loss (P&L) statement but were inadvertently omitted from the Cash Flow Statement. This omission has been corrected in the restated financials. The correction involves the proper classification of Other Interest Income within the Cash Flow Statement, ensuring accurate reporting of cash flows from operating and financing activities.

Adjustment Details:
Nature of adjustment: *Classification error in the Cash Flow Statement*
Period affected: *FY 2023*
Amount Restated:

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Other Interest Income FY 2022-23	-	1.33	1.33

This restatement ensures compliance with the relevant accounting standards and provides an accurate representation of the cash flows for the periods presented.

Impact of the Adjustment:
Balance Sheet: *No impact, as this is a non-cash reclassification within the Cash Flow Statement.*
Profit and Loss: *No impact, as Other Interest Income were already correctly recognized in the P&L.*
Cash Flow Statement: *The adjustment ensures that the cash flow from operating or financing activities accurately reflects the Other Interest Income.*

The correction does not affect the overall cash flow from operating activities or financing activities but ensures the proper presentation of finance costs in the Cash Flow Statement.

(IV) ***Restatement due to omission of Prinicipal Element of Lease Payments in the Cash Flow Statement***

In the prior financial statements, Prinicipal Element of Lease Payments were recognized in the Profit and Loss (P&L) statement but were inadvertently omitted from the Cash Flow Statement. This omission has been corrected in the restated financials. The correction involves the proper classification of Prinicipal Element of Lease Payments within the Cash Flow Statement, ensuring accurate reporting of cash flows from operating and financing activities.

Adjustment Details:
Nature of adjustment: *Classification error in the Cash Flow Statement*
Period affected: *FY2023*
Amount Restated:

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Prinicipal Element of Lease Payments FY 2022-23	-	8.65	8.65

This restatement ensures compliance with the relevant accounting standards and provides an accurate representation of the cash flows for the periods presented.

Impact of the Adjustment:
Balance Sheet: *No impact, as this is a non-cash reclassification within the Cash Flow Statement.*
Profit and Loss: No impact, as Prinicipal Element of Lease Payments were already correctly recognized in Cash Flow Statement: The adjustment ensures that the cash flow from operating or financing activities accurately reflects the Prinicipal Element of Lease Payments.

The correction does not affect the overall cash flow from operating activities or financing activities but ensures the proper presentation of finance costs in the Cash Flow Statement.

(V) ***Restatement due to omission of Interest Element of Lease Payments in the Cash Flow Statement***

In the prior financial statements, Interest Element of Lease Payments were recognized in the Profit and Loss (P&L) statement but were inadvertently omitted from the Cash Flow Statement. This omission has been corrected in the restated financials. The correction involves the proper classification of Interest Element of Lease Payments within the Cash Flow Statement, ensuring accurate reporting of cash flows from operating and financing activities.

Adjustment Details:
Nature of adjustment: *Classification error in the Cash Flow Statement*
Period affected: *FY 2023*
Amount Restated:

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Interest Element of Lease Payments FY 2022-23	-	(19.23)	(19.23)

This restatement ensures compliance with the relevant accounting standards and provides an accurate representation of the cash flows for the periods presented.

Impact of the Adjustment:
Balance Sheet: *No impact, as this is a non-cash reclassification within the Cash Flow Statement.*
Profit and Loss: No impact, as Interest Element of Lease Payments were already correctly recognized in the Cash Flow Statement: The adjustment ensures that the cash flow from operating or financing activities accurately reflects the Interest Element of Lease Payments.

The correction does not affect the overall cash flow from operating activities or financing activities but ensures the proper presentation of finance costs in the Cash Flow Statement.

(VI) ***Restatement of Net expenses that are not deductible in effective Tax rate in Tax expense***

During the preparation of the restated financial statements for the year ended March 31, 2024 and March 31, 2023, the management identified an prior period error in the calculation of Net expenses that are not deductible in effective Tax rate in Tax expense for prior periods.

Net expenses that are not deductible for the year ended March 31, 2024 and March 31, 2023

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Net expenses that are not deductible as on 31 March 2024	8.16	(4.12)	4.04
Net expenses that are not deductible as on 31 March 2023	4.69	(1.91)	2.77

Notes :

1) Total profit or loss remains unchanged for the impacted periods.

2) There is no impact on Tax balances reported in the financial statements.

(VII) ***Restatement of Effect of Items taxable at different rates in effective Tax rate in Tax expense***

During the preparation of the restated financial statements for the year ended March 31, 2023, the management identified an prior period error in the calculation of Effect of Items taxable at different rates in effective Tax rate in Tax expense for prior periods.

Net expenses that are not deductible for the year ended March 31, 2023

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Effect of Items taxable at different rates as on 31 March 2023	(4.50)	11.83	7.33

Notes :

1) Total profit or loss remains unchanged for the impacted periods.

2) There is no impact on Tax balances reported in the financial statements.

(VIII) ***Restatement of Effect of Others in effective Tax rate in Tax expense***

During the preparation of the restated financial statements for the year ended March 31, 2024 and March 31, 2023, the management identified an prior period error in the calculation of Effect of Others in effective Tax rate in Tax expense for prior periods.

Net expenses that are not deductible for the year ended March 31, 2024 and March 31, 2023

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Effect of Others as on 31 March 2024	(2.92)	4.12	1.21
Effect of Others as on 31 March 2023	(4.50)	5.22	0.72

Notes :

1) Total profit or loss remains unchanged for the impacted periods.

2) There is no impact on Tax balances reported in the financial statements.

(IX) ***Restatement of Effect of Investment Exposure to Price Risk exposer in Financial Risk Management***

During the preparation of the restated financial statements for the year ended March 31, 2024 and March 31, 2023, the management identified an prior period error in the calculation of Investment Exposure to Price Risk exposer in Financial Risk Management for prior periods.

Investment Exposure to Price Risk exposer in Financial Risk Management for the year ended March 31, 2024 and March 31, 2023

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Investment exposure to price risk as on 31 March 2024	3,295.59	1,273.19	4,568.77
Investment exposure to price risk as on 31 March 2023	2,718.68	576.91	3,295.59

Notes :

1) Total profit or loss remains unchanged for the impacted periods.

2) There is no impact on Investment reported in the financial statements.

(X) ***Restatement of Effect of sentivity analysis***

During the preparation of the restated financial statements for the year ended March 31, 2024 and March 31, 2023, the management identified an prior period error in the calculation of sensitvity analysis for prior periods.

Sensitivity Analysis for the year ended March 31, 2024 andMarch 31, 2023

Amount ₹ in Millions

for 5% decrease in prices	As previously reported	Restatement Impact	Restated
Sensitivity anlysis as on 31 March 2024	(164.78)	(63.66)	(228.44)
Sensitivity anlysis as on 31 March 2023	(135.93)	(28.85)	(164.78)

Amount ₹ in Millions

for 5% increase in prices	As previously reported	Restatement Impact	Restated
Sensitivity anlysis as on 31 March 2024	164.78	63.66	228.44
Sensitivity anlysis as on 31 March 2023	135.93	28.85	164.78

Notes :

1) Total profit or loss remains unchanged for the impacted periods.

2) There is no impact on Investment reported in the financial statements.

(XI) ***Restatement due to Regrouping of Advertisment & publicity with Business development expenses and Bulk SMS/E-mail exp.***

During the preparation of the restated financial statements for the year ended March 31, 2024 and March 31, 2023, the management identified regrouping of Advertisement & Publicity Expenses with Business Development Expenses .

Advertisement & Publicity

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Advertisement & publicity for FY 2023-24	15.03	28.16	43.19
Advertisement & publicity for FY 2022-23	45.04	(7.42)	37.62

Business Developement Expenses

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Business development expenses for FY 2023-24	58.68	(28.16)	30.52

Bulk Sms/E-mail Exp

Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
Bulk Sms/E-mail Exp for FY 2022-23	-	7.42	7.42

Note:

1) Total profit or loss remains unchanged for the impacted periods.

(XII) ***Restatement for nature of CSR activities***

During the preparation of the restated financial statements for the year ended March 31, 2023 the management identified an prior period error in the note of corporate social resposibility.

Nature of CSR Activities — Amount ₹ in Millions

Particulars	As previously reported	Restatement Impact	Restated
For FY 2022-23	10.73	0.10	10.83

(XIII) ***Restatement of Effect of Maturity Anlaysis***

During the preparation of the restated financial statements for the year ended March 31, 2023 the management identified an prior period error in the calculation of Maturity analysis for prior periods.

Maturity Analysis for the year ended March 31, 2023

Amount ₹ in Millions

Maturity Anlaysis as at March 31, 2023 Within 12 Months	As previously reported	Restatement Impact	Restated
ASSETS			
1 Financial Assets			
Investments	2,483.67	468.78	**2,952.45**
2 Non Financial Assets			
Other Non Financial Assets	15.91	19.52	**35.43**

Amount ₹ in Millions

Maturity Anlaysis as at March 31, 2023 after 12 Months	As previously reported	Restatement Impact	Restated
ASSETS			
1 Financial Assets			
Investments	811.92	(468.78)	**343.14**
2 Non Financial Assets			
Other Non Financial Assets	19.56	(19.52)	**0.04**

Notes :

1) Total profit or loss remains unchanged for the impacted periods.

2) There is no impact on Investment reported in the financial statements.

(XIV) ***Restatement of Effect of Standard issued /Amended but not Effective***

During the preparation of the restated financial statements for the year ended March 31, 2023 the management identified an prior period error in the Standards issued/ Amended but not Effective.

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under 440 Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023 as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require entities to disclose the material accounting policies rather than significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

This amendment distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

Ind AS 12 – Income Taxes

This amendments has clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption so that it no longer applies to transactions that, on initial recognition, give rise to equal and offsetting temporary differences.

The Company has evaluated the amendments and there is no impact on its financials statements

OTHER FINANCIAL INFORMATION

The audited standalone financial statements of our Company, for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, together with all the annexures, schedules and notes thereto (collectively, the "**Audited Standalone Financial Statements**") are available at https://www.canararobeco.com/company/shareholder-corner. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Standalone Financial Statements and the reports thereon do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Standalone Financial Statements and the reports thereon should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. Neither the Company, any of its advisors, nor any of the BRLMs or the Promoter Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Standalone Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from our Restated Financial Information required to be disclosed under Paragraph 11 of Part A of Schedule V of the SEBI ICDR Regulations are set forth below:

Particulars	For the three months ended June 30, 2025*	For the three months ended June 30, 2024*	For Financial Year 2025	For Financial Year 2024	For Financial Year 2023
Basic earnings per share from continuing and discontinuing operations (in ₹)	3.06	2.56	9.56	7.57	3.96
Diluted earnings per share from continuing and discontinuing operations (in ₹)	3.06	2.56	9.56	7.57	3.96
RoNW (in %)	9.23	10.11%	31.78%	33.22%	24.05%
NAV per Equity Share (in ₹)	33.13	101.35	30.09	91.16	65.90
EBITDA (in ₹ million)	817.69	703.13	2640.81	2,011.41	1,128.87

* *Not annualized.*

Notes:

The ratios have been computed as under:

(1) *Basic earnings per share equals Profit for the period/year attributable to the shareholders of the Company divided by the Weighted average number of Equity Shares outstanding during the year. The bonus issue undertaken during the three-months period ended June 30, 2025, has been adjusted in the prior periods for computation of Basic earnings per share.*

(2) *Diluted earnings per share equals Profit for the period/year attributable to the shareholders of the Company divided by the Weighted average number of diluted Equity Shares outstanding during the year. The bonus issue undertaken during the three-months period ended June 30, 2025, has been adjusted in the prior periods for computation of Diluted earnings per share.*

(3) *Return on Net Worth for a period equals Profit for the period/year attributable to Shareholders of the Company divided by Net Worth as at the end of the period/year.*

(4) *Net asset value per Equity Share as at a period/ year represents Net worth attributable to owners of the Company at the end of the period/year divided by the weighted average outstanding equity shares considered for basic earnings per share and diluted earnings per share from continuing and discontinuing operations. The bonus issue undertaken during the three-months period ended June 30, 2025, has not been adjusted in the prior periods for computation of Net asset value per Equity Share.*

(5) *EBITDA is calculated as profit before tax from continuing operations plus (a) finance costs and (b) depreciation and amortization expense, and less (c) other income.*

Non-GAAP measures

In addition to our results determined in accordance with Ind AS, we believe the following non-GAAP measures are useful to Bidders in evaluating our operating performance and liquidity including such as, cost to income ratio, return on net worth, return on equity, profit after tax margin and divided payout ratio. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively with financial measures disclosed in

financial statements and prepared in accordance with Ind AS, may be helpful to Bidders because it provides an additional tool for Bidders to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these non-GAAP measures in isolation or as an alternative to financial measures of our performance and liquidity that is not required by, or presented in accordance with Ind AS, IFRS or U.S. GAAP. Further, these non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit for the period/years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated (used in) by operating, investing or financing activities derived in accordance with Ind AS, IFRS or U.S. GAAP.

Non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information disclosed in financial statements and presented in accordance with Ind AS. Non-GAAP financial information are not standardised terms, hence a direct comparison of these non-GAAP Measures between companies may not be possible and these measures may be different from similarly titled non-GAAP measures used by other companies. Other companies may calculate these non-GAAP measures differently from us, limiting its usefulness as a comparative measure. Non-GAAP financial measures are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or U.S. GAAP. For further details, see "*Risk Factors – We have in this Red Herring Prospectus included certain non-generally accepted accounting principle financial measures ("Non-GAAP") and certain other industry measures related to our operations and financial performance. These Non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.*

For a reconciliation of non-GAAP measures, see "*Management's Discussion and Analysis of our Results of Operations – Non-GAAP Financial Measures*" on page 417.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during the three months periods ended June 30, 2025 and June 30, 2024 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 as per the requirements under Ind AS 24, see "*Financial Information – Restated Financial Information – 41- Related party transactions*" on page 373.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at June 30, 2025, on the basis of our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Risk Factors*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 32, 328 and 390, respectively.

(₹ in million)

Particulars		Pre-Offer at June 30, 2025	As adjusted for the proposed Offer
Total borrowings			See Notes below.
Current borrowings*	(A)	Nil	
Non-current borrowings (including current maturity and interest accrued and due on borrowings)*	(B)	Nil	
Total borrowings (A+B)	(C)	Nil	
Equity attributable to shareholders of the Company			
Equity share capital*	(D)	1,994.17	
Other equity*	(E)	4,611.87	
Total equity attributable to shareholders of the Company (D+E)	(F)	6,606.04	
Total capital		6.606.04	
Ratio: Non-current borrowings/ Total equity (%)	(G = B/F)	-	
Ratio: Total borrowings / Total equity (A/B) (%)	(H = C/F)	-	

**These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*

Note:

1) *There will be no change in capital structure post the Offer since it is an initial public offering by way of an Offer for Sale by the Promoter Selling Shareholders.*

FINANCIAL INDEBTEDNESS

Our Board is empowered to borrow money in accordance with Section 179 and Section 180 of the Companies Act and our AoA. As on the date of this Red Herring Prospectus, our Company does not have any outstanding or sanctioned fund-based facilities.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, our Equity Shares, or the industry in which we currently operate. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. For more details on our business and operations, see "Risk Factors", "Our Business", "Industry Overview", and "Key Regulations and Policies" on pages 32, 232, 154 and 272, respectively, as well as other financial information included elsewhere in this Red Herring Prospectus. In making an investment decision, you must rely on your own examination of the Company and the terms of this Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in this Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment that may differ from that of other countries.

*Unless otherwise specified in this section, references to "our assets under management ("**AUM**")" / "our quarterly average assets under management ("**QAAUM**")" or words of similar import refers to the AUM/QAAUM of the schemes of Canara Robeco Mutual Fund that we manage. Unless otherwise specified in this section, references to "our schemes" or words of similar import refers to the schemes of Canara Robeco Mutual Fund. Unless otherwise specified in this section, references to "equity-oriented AUM"/ "equity-oriented QAAUM" or words of similar import refers to AUM/QAAUM of equity-oriented schemes of Canara Robeco Mutual Fund.*

Unless otherwise specified in this section, reference to QAAUM as of a given date refers to the average assets under management of our mutual fund schemes, for the quarter ended on the specified date. QAAUM is defined as the quarterly average assets under management for the three-month period ending on the relevant dates across our schemes.

This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below and elsewhere in this Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 31.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled, "**Assessment of Mutual Fund industry in India**" ("**CRISIL Report**") dated September, 2025, prepared and issued by CRISIL Intelligence, which has been commissioned and paid for by us pursuant to an engagement letter dated February 4, 2025 and prepared exclusively in connection with the Offer. The CRISIL Report is available at the following web-link: https://www.canararobeco.com/company/shareholder-corner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant year. Unless otherwise indicated or unless context requires otherwise, the financial information in this section has been derived from the Restated Financial Information. See "Restated Financial Information" on page 328. Our financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year. Our Company, our Promoters, entities forming part of our Promoter Group, our Directors, Key Managerial Personnel and members of the Senior Management are not related to CRISIL Intelligence as a consequence of this engagement.*

OVERVIEW

For details in relation to our business, see "*Our Business*" on page 232.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition, results of operations and cash flows are affected by a number of factors, including the following:

Composition and Investment Performance of Our Schemes

Our ability to attract and retain AUM, as well as our profitability, is heavily impacted by our investment performance, which drives the value of AUM (in terms of capital appreciation, as well as client attraction and retention) on which the management fees are calculated.

We manage a well-diversified portfolio of equity, debt, and hybrid schemes, including large and mid-cap fund, a large cap fund, a flexi cap fund, a small cap fund, an aggressive hybrid fund a multi-cap fund, a mid-cap fund, a focused fund, gilt fund, a medium to long duration fund, a low duration fund, a liquid fund, an ultra-short term and a short-term fund to cater to the diversified requirements of our customers.

We have a strong equity-oriented mix of schemes. As of June 30, 2025, out of the 26 schemes that we managed, 15 are equity-oriented schemes (inclusive of 12 equity schemes and three hybrid schemes) and 11 debt-oriented schemes (inclusive of 10 debt schemes and one hybrid scheme).

Our QAAUM generated from our equity-oriented schemes have grown from ₹ 552.53 billion as of March 31, 2023, to ₹ 947.57 billion as of March 31, 2025, at a CAGR of 30.96%. Consequently, our share of equity-oriented QAAUM to our total QAAUM has increased from 88.43% as of March 31, 2023, to 91.69% as of March 31, 2025, and was 92.34% as of June 30, 2024 and 91.17% as of June 30, 2025. According to the CRISIL Report (*page 220, paragraph 2*), we had the third highest share of equity (including equity-oriented hybrid) AUM as of June 30, 2025 amongst the top 20 AMCs in India and the highest share of equity-oriented AUM compared to top 10 AMCs

The table below sets forth details of our QAAUM split across asset-wise, i.e., equity-oriented, and debt-oriented schemes as of June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023	CAGR (%) (March 31, 2023 to March 31, 2025)
	(in ₹ billion)					
QAAUM	**1,110.52**	**946.85**	**1,033.44**	**870.70**	**624.85**	**28.60**
- Equity-Oriented	1,012.51	874.29	947.57	798.11	552.53	30.96
- Debt-Oriented	98.01	72.56	85.87	72.59	72.32	8.97

Our investment approach is research-driven, incorporating macroeconomic sector analysis, business cycle tracking, and in-house fundamental research at the stock level. We assess management quality, conduct team discussions, and derive valuations based on insights from research and sector specialists. This disciplined approach has contributed to the consistent performance of our managed schemes and delivered robust returns.

For details in relation to performance of our managed schemes, please see "*Our Business – Business Operations – Mutual Fund Schemes*" on page 247.

Distribution Capabilities and Technology

Our business, and AUM is and will remain dependent on our distribution capabilities and our integrated digital eco-system.

We have a multi-channel sales and distribution network through which we offer products and services to our customers. Our multi-channel sales and distribution network includes third-party distributors and sales through our branches and digital platforms.

We have a pan India geographical presence serving customers directly in more than 23 cities across 14 states and two (2) union territories with a network of 25 branches as of June 30, 2025. Our branch presence across India is also supported by our third-party distribution partners. As of June 30, 2025, we had 52,343 empaneled distribution partners across India, including Canara Bank, 44 other banks, 548 ND and 51,750 MFDs.

We have witnessed a growth in investments from B-30 cities (i.e., cities beyond the top 30 cities in India), which exceeds the industry average, highlighting our strategic focus on penetrating these emerging markets and potential to further grow our presence. As of June 30, 2025, we had the second highest share of B-30 AUM amongst the top 20 AMCs (in terms of AUM) and the highest share of B-30 AUM as compared to the top 10 AMCs in India (in terms of AUM). *(CRISIL Report, page 217, paragraph 2)*

Our digital initiatives to attract new customers include an investor mobile application available on android and iOS platforms, direct investment opportunity though "smarTInvestor – Canara Robeco" available on our website; and initiation of eKYC. We also market our schemes online though our website and mobile application.

While we remain focused on enhancing our customer experience, we are also committed to improving convenience for our mutual fund distributors, both individual and corporate. We offer a paperless online empanelment process for our distributors. Once empanelled, distributors gain access to the smarT MFD portal which is a digital platform that provides transaction handling, real-time transaction status tracking, and full access to investor information which they have onboarded. This initiative emphasizes our attention to supporting our distributors, ensuring their operations are as efficient and user-friendly as possible.

Macroeconomic Conditions in India and Global Trade Volatility

Our business, financial condition, results of operations and prospects are significantly affected by general economic conditions and particularly macroeconomic conditions in India, where we conduct our business and generate all our revenue. While our business tends to benefit from increased consumer confidence in the overall economy, adverse macroeconomic conditions in India may affect the investment performance of our schemes and products, reduce the demand for our schemes and products, increase redemptions in our schemes and otherwise adversely affect our results of operations. Key factors affecting the performance of our business include overall economic growth parameters, household savings rates, consumer preferences towards financial savings, the impact of regulatory developments on the Indian economy and Indian demographics. Fiscal and monetary dynamics such as volatility in interest rates, inflation and foreign exchange rates as well as the uncertain economic conditions in light of the latest trade disputes in 2025 between the United States and other major economies, including India, may affect the performance of our schemes. These factors in varying degrees affect the quantum of household savings and their proportion invested in mutual funds relative to other competing products such as physical assets including real estate and gold and financial savings such as bank deposits, provident funds and insurance. Macroeconomic conditions in India affect the performance of our schemes, which in turn may affect our assets under management and consequently affect our revenue.

Competition in the AMC market in India

Our fee structure and our expenses depend on the competitive landscape in which we operate. We face significant competition from companies seeking to attract customers' financial assets, including traditional and online brokerage firms, other mutual fund companies and larger financial institutions. Mutual funds also compete with products such as insurance, bank deposits, pension products, small savings schemes, as well as gold and real estate. Furthermore, mutual funds also face increase competition from exchange traded funds, which are investment vehicles that trade on exchanges like equity stocks while offering diversification and are more economic as they charge lesser fees as compared to actively managed funds. *(Source: CRISIL Report, on page 207 paragraph 1)*

Our competitors may offer a wide range of financial products and services, at lower investment management fee, with a wider distribution network. Our competitors may receive investor referrals from their affiliates and other departments that provide other financial services. Investors may find it convenient or reassuring to use one platform, or brand to meet all their financial services needs and may choose to give their business to our competitors on that basis. In addition, we rely on our own branches or depend on distributors for the sale of our products, which may require higher investment and operating expenses as compared to our peers. This may adversely affect our market share and ability to grow our business.

New players are also entering into the market. The increased competition will drive fund managers to be more innovative and agile in their investment strategies, as they strive to attract and retain investors. This may lead to the introduction of new fund categories, specialized investment products, and enhanced digital platforms to provide a more seamless and personalized investment experience. *(Source: CRISIL Report on page 207, paragraph 2)*

For further information, see "*Risk Factors - We operate in a competitive industry and our business and results of operations may be negatively affected if we are unable to compete with our competitors*" on page 47.

PRESENTATION OF FINANCIAL INFORMATION

The Restated Financial Information comprise restated statement of assets and liabilities as at June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024, and March 31, 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flows for the three months period ended June 30, 2025 and June 30, 2024 and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, the summary of material accounting policies and other explanatory notes.

The Restated Financial Information have been compiled from:

- Special purpose interim audited interim financial statements as at and for the three month period ended June 30, 2025 and June 30, 2024 prepared in accordance with the recognition and measurement principles under Indian Accounting Standard 34 "Interim Financial Reporting" (referred to as "**Ind AS**"), as prescribed under Section 133 of the Companies Act, 2013 ("Companies Act") as amended and other accounting principles generally accepted in India;

- Audited financial statements of our Company as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India.

SUMMARY OF MATERIAL ACCOUNTING POLICIES

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Financial Instruments

Recognition and initial measurement

All financial assets and financial liabilities which are not recognised at Fair value through Profit and Loss are initially measured at fair value plus transaction cost that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

Financial assets on initial recognition

A financial asset is classified and measured at:

- Amortised Cost;
- Fair Value through Other Comprehensive Income (FVOCI); and
- Fair Value through Profit and Loss (FVTPL);

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the company changes its business model for managing financial assets.

Financial asset at amortized cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not recognised at FVTPL:

- The asset is held within a business model where objective is to hold assets to collect contractual cash flow; and
- The contractual terms of the financial asset give rise on specified dates to cashflow that are solely payments of Principle and interest on principal amount outstanding using effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR and reported as part of interest income in the Statement of Profit and Loss. The losses, if any, arising from impairment are recognized in the Statement of Profit and Loss.

Financial assets at fair value through other comprehensive income (FVOCI)

A Financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- The asset 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 cashflow that are solely payments of principle and interest on principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at fair value. Interest income is recognized using the effective interest (EIR) method. The impairment losses, if any, are recognized through Statement of Profit and Loss. The loss allowance is recognized in OCI and does not reduce the carrying value of the financial asset. On derecognition, gains and losses accumulated in OCI are reclassified to the Statement of Profit and Loss.

Financial assets at fair value through Profit and Loss (FVTPL)

Any financial asset, which does not meet the criteria for classification as at amortized cost or as FVOCI, is classified to be measured at FVTPL.

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity instruments at FVOCI

The Company subsequently measures all equity investments at FVTPL, unless the Company has elected to classify irrevocably some of its equity investments as equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

Gains and losses on these equity instruments are never recycled to the Statement of Profit and Loss. Dividends are recognized in the Statement of Profit and Loss as dividend income when the right of the payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVOCI are not subject to an impairment assessment.

Financial liabilities

Classification, subsequent measurement, gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of payables, net of directly attributable transaction costs.

The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at FVTPL. Liabilities which are classified at FVTPL, including derivatives that are liabilities, shall be subsequently measured at fair value.

Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Impairment of financial instruments

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not classified as Fair Value Through Profit and Loss or Equity investments at FVOCI. Expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk or the assets have become credit impaired from initial recognition in which case, those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the Statement of Profit and Loss.
Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows which the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the counter party does not

have assets or sources of income that could generate cash flows to repay the amounts. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Off-setting financial instruments

Financial assets and liabilities are offset and the net amount is presented in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment (PPE) are measured at cost less accumulated depreciation and any accumulated impairment losses.

The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the Management.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the statement of profit and loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit and loss.

Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to our Company.

Depreciation

Depreciation on property, plant and equipment is provided on WDV basis as per the estimated useful life and in the manner prescribed in Schedule II of the Companies Act, 2013 except for certain assets.

Following is the summary of useful lives of the assets as per management's estimate and as required by the Companies Act, 2013.

Description of Assets	Useful Lives (In years)	Method of Depreciation
Residential Flats	60 years	Written Down Value
Office Equipment's	5 years	Written Down Value
Computers - Servers & Networks	6 years	Written Down Value
Computers - End User Devices, Such As, Desktops, Laptops, etc	3 years	Written Down Value

Description of Assets	Useful Lives (In years)	Method of Depreciation
Air conditioners	5 years	Written Down Value
Furniture & Fixtures	10 years	Written Down Value
Electrical Items	5 years	Written Down Value
Motor Vehicles	8 years	Written Down Value

Derecognition

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

Capital work in progress

Projects under which property plant and equipment are not ready for their intended use are carried at cost less accumulated impairment losses, comprising direct cost, inclusive of taxes, duties, freight, and other incidental expenses.

Other Intangible Assets

Recognition and measurement

Intangible assets are recognized when they are separately identifiable, under control of the Company, and from which future economic benefits are expected to flow to the entity. Intangible assets including computer software are measured at cost. Such other intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in the Statement of Profit and Loss as incurred.

Amortization is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortization in the Statement of Profit and Loss. Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted, if required.

Amortisation of Intangible assets

Intangible assets are amortised on straight line basis over a period of three years from the date on which such asset is first utilized.

Derecognition

Intangible assets are derecognized on disposal or when no future economic benefits are expected to arise from its continuous use, and the resultant gains or losses are recognized in the Statement of Profit and Loss.

Intangible Assets Under Development

The intangible assets under development includes cost of intangible assets that are not ready for their intended use on the date of balance sheet less accumulated impairment losses, if any.

Impairment of non-financial assets

The Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.
The recoverable amount of an asset or goodwill is the higher of its value in use and its fair value. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to it.

"An impairment loss is recognised if the carrying amount of an asset or goodwill exceeds its estimated recoverable amount. Impairment losses are recognised in the Standalone Statement of Profit and Loss."

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Leases

Our Company as a lessee: Our Company's leased assets classes primarily consist of leases for office on lease and other assets. Our Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) our Company has the right to direct the use of the asset. At the date of commencement of the lease, our Company recognizes a right-of-use asset ("**ROU**") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, our Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the company's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment, where it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Revenue recognition

Rendering of services

Our Company recognizes revenue from contracts with customers based on a five step model as set out in Ind AS 115, Revenue from Contracts with Customers to determine when to recognize revenue and at what amount.

Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customer is recognized when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur. If the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for rendering the promised services to a customer. The amount of consideration can vary because of discounts, rebates, refunds, credits, price concessions, incentives, performance bonuses, or other similar items. The promised consideration can also vary if an entitlement to the consideration is contingent on the occurrence or non-occurrence of a future event.

Nature of Services

Asset Management Services

The Company has been appointed as the investment manager to Canara Robeco Mutual Fund. The Company receives investment management fees from the mutual fund which is charged as a percent of the Assets Under Management (AUM) and is recognised on accrual basis. The maximum amount of management fee that can be charged is subject to applicable SEBI regulations.
The contract includes a single performance obligation (series of distinct services) that is satisfied over time and the investment management fees earned are considered as variable consideration.

Advisory Services

The Company provides advisory services to its clients wherein a separate agreement is entered into with the client. The Company earns advisory fee which is based on the terms of contract and is recognised on accrual basis.

The contract includes a single performance obligation (series of distinct services) that is satisfied over time and the advisory fees earned are considered as variable consideration.

Canara Robeco AMC provides advisory services to Robeco HK for the funds invested in the Indian market.

The advisory fees are charged based on the rates defined in the agreements entered into between our Company and Robeco HK.

Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which our Company pays fixed contributions into an account with a separate entity and has no legal or constructive obligation to pay further amounts. Our Company

makes specified periodic contributions to the credit of the employees' account with the Employees' Provident Fund Organisation. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the statement of profit and loss in the periods during which the related services are rendered by employees.

National Pension System ("**NPS**")

NPS is a defined contribution plan. In case employee opts for NPS, our Company contributes a sum not exceeding 10% of basic salary plus dearness pay, if any, of the eligible employees' salary to the NPS. Our Company recognises such contribution as an expense as and when incurred.

Defined benefit plans

Gratuity

"A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of the defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets."

The calculation of the defined benefit obligation is performed periodically by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income. The Company determines the net interest expense/income on the net defined benefit liability/asset for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability/asset, taking into account any changes in the net defined benefit liability/ asset during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits, which do not fall due wholly within 12 months after the end of the period in which the employees render the related services, is the amount of future benefit that 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 related assets is deducted. The

obligation is measured on the basis of an independent actuarial valuation using the projected unit credit method. Remeasurement gains or losses are recognised as profit or loss in the period in which they arise.

Short Term Compensated Absences

Compensated absences which accrue to employees and which are expected to be paid within twelve months immediately following the year end are reported as expenses during the year in which the employees performs the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefit.

Scheme Expenses

New fund offer expenses, and other expenses not chargeable to schemes, in accordance with applicable circulars and guidelines issued by SEBI and Association of Mutual Funds in India (AMFI), are borne by our Company and are part of other expenses in statement of profit and loss account.

Income Tax

Income tax expense comprises current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income (OCI).

Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act,1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and current tax liabilities are offset only if our Company has a legally enforceable right to set off the recognized amounts, and it intends to realize the asset and settle the liability on a net basis or simultaneously.

Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.
Deferred tax assets are reviewed at each reporting date and based on management's judgment, are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and
- the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Foreign Currency transactions

Transactions in foreign currencies are translated into functional currency at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate prevailing at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction and are not retranslated.

All foreign exchange gains and losses are presented in the statement of profit and loss.

Provisions and Contingent Liabilities

A provision is recognized when our Company has a present obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. When the effect of the time value of money is material, our Company determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of our Company. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed and disclosed as contingent liability.

Earnings per share

The basic earnings per share is computed by dividing profit after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period.

The diluted earnings per share is computed by dividing profit after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The number of equity shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also weighted average number of equity shares which would have been issued on the conversion of all dilutive potential shares, unless they are anti-dilutive.

Dividends on Equity Shares

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by our Board.

Trade receivables

Trade receivables that do not contain a significant financing component are measured at transaction price

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Total Income

The following descriptions set forth information with respect to the key components of our profit and loss statements.

Total Revenue from Operations

Our total revenue from operations comprises revenue from asset management services and net gain on fair value charges.

Revenue from asset management services include management fees from Canara Robeco Mutual Fund and advisory fees. We have been appointed as the investment manager to Canara Robeco Mutual Fund. We receive investment management fees from the mutual fund which is charged as a percent of the AUM and is recognized on accrual basis. The maximum amount of management fee that can be charged is subject to applicable SEBI regulations. We also provide advisory services.

Net gain on fair value changes includes net gain on financial instruments measured at fair value through profit or loss. This includes fair value changes in investments held by our Company in mutual funds. Part of these investments represent mandatory investment by AMC in their own mutual fund schemes as directed by the SEBI.

Other Income

Our other income comprises miscellaneous income realized from Rent of Company Flats, Sale of Old Asset & Scraps and interest on security deposit given to Landlord for Leased properties.

Expenses

Expenses comprise employee benefit expenses, other expenses, depreciation and amortization expenses and finance cost.

Employee benefit expenses. Employee benefit expenses primarily comprise salaries, bonus and other allowances, contribution to provident, group gratuity and other funds and other welfare expenses which includes leave travel allowance paid to employees and other employee recreation and refreshment expenses.

Other expenses. Other expenses for our Company comprise numerous essential components. Advertisement and publicity efforts help in promoting the brand, while bulk SMS/email expenses aid in effective communication. Business development expenses focus on fostering growth. IT services support the technological backbone of the firm. Essential utilities, such as electricity and water charges, fund accounting charges that maintain financial integrity. Insurance expenses protect against potential risks, while foreign exchange loss captures currency fluctuations. Miscellaneous expenses cover unforeseen costs, and outsourced manpower expenses manage workforce requirements. Payment to statutory auditors includes audit fees, other fees, and reimbursement of expenses to ensure transparency and accountability. Communication-related costs include postage, telegrams, and telephone charges, whereas printing and stationery are essential for documentation. Rates and taxes ensure legal compliance, while recruitment, seminars, and training enhance workforce capability. Repair and maintenance expenses ensure equipment and facilities are in optimal condition. Subscriptions provide continuous access to necessary resources. Travelling and conveyance expenses cater to personnel mobility, and Corporate Social Responsibility underscores the firm’s commitment to societal welfare.

Depreciation and amortisation expense. Depreciation and amortisation expense consists of depreciation of our tangible assets and amortisation of our intangible assets. Our tangible assets include buildings, furniture and fixtures, vehicles, office equipment, computer equipment and improvements made to rented premises. Our intangible assets include our investment management rights and software.

Finance cost. Finance cost primarily reflects interest expense on lease liabilities recognized in accordance with Ind AS 116.

The table below sets forth components of our total expenses as a percentage of total expenses for the three months ended June 30, 2025 and June 30, 2024:

Particulars	Three months ended June 30, 2025		Three months ended June 30, 2024	
	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)
Finance Cost	4.64	1.12	4.41	1.33
Employee Benefits Expenses	248.62	59.96	215.31	65.07
Depreciation, Amortisation and Impairment	16.98	4.10	11.63	3.51
Other Expenses	144.38	34.82	99.52	30.09
Total Expenses	**414.62**	**100.00**	**330.87**	**100.00**

The table below sets forth components of our total expenses as a percentage of total expenses for Fiscal 2025, 2024, and 2023:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)
Finance Cost	17.13	1.17	18.72	1.51	19.23	1.97
Employee Benefits Expenses	885.20	60.48	758.17	61.34	596.46	61.00
Depreciation, Amortization and Impairment	50.25	3.43	47.80	3.87	41.50	4.24
Other Expenses	510.94	34.92	411.31	33.28	320.62	32.79
Total Expenses	**1,463.52**	**100.00**	**1,236.00**	**100.00**	**977.81**	**100.00**

RESULTS OF OPERATIONS

The following tables set forth our selected financial data from our restated consolidated statement of profit and loss for the three months ended June 30, 2025 and June 30, 2024, the components of which are also expressed as a percentage of total income for such periods:

Particulars	Three months ended June 30, 2025		Three months ended June 30, 2024	
	Amount (in ₹ million)	Percentage of Total Income (%)	Amount (in ₹ million)	Percentage of Total Income (%)
Revenue from Operations				
Asset Management Services	970.48	79.98	804.33	78.97
Net Gain on fair Value Changes	240.21	19.80	213.63	20.98
Total Revenue from Operations	**1,210.69**	**99.78**	**1,017.96**	**99.95**
Other Income	**2.70**	**0.22**	**0.53**	**0.05**
Total Income	**1,213.39**	**100.00**	**1,018.49**	**100.00**
Expenses				
Finance cost	4.64	0.38	4.41	0.43
Employee benefits expenses	248.62	20.49	215.31	21.14

Particulars	Three months ended June 30, 2025		Three months ended June 30, 2024	
	Amount (in ₹ million)	Percentage of Total Income (%)	Amount (in ₹ million)	Percentage of Total Income (%)
Depreciation, amortization and impairment	16.98	1.40	11.63	1.14
Other expenses	144.38	11.90	99.52	9.77
Total expenses	**414.62**	**34.17**	**330.87**	**32.49**
Profit / (loss) before exceptional items and tax	**798.77**	**65.83**	**687.62**	**67.51**
Exceptional items	**-**	**-**	**-**	**-**
Profit / (loss) before tax	**798.77**	**65.83**	**687.62**	**67.51**
Tax Expense				
- Current tax	162.80	13.42	136.80	13.43
- Deferred tax charge / (credit)	26.20	2.16	40.11	3.94
Total tax expense	**189.00**	**15.58**	**176.91**	**17.37**
Profit / (loss) for the Period	**609.77**	**50.25**	**510.71**	**50.14**

The following tables set forth our selected financial data from our restated consolidated statement of profit and loss for Fiscals 2025, 2024, and 2023, the components of which are also expressed as a percentage of total income for such periods:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Total Income (%)	Amount (in ₹ million)	Percentage of Total Income (%)	Amount (in ₹ million)	Percentage of Total Income (%)
Revenue from Operations						
Asset Management Services	3,645.45	90.24	2,698.63	84.65	1,906.79	93.11
Net Gain on fair Value Changes	391.50	9.69	482.27	15.13	139.16	6.79
Total Revenue from Operations	**4,036.95**	**99.93**	**3,180.90**	**99.78**	**2,045.95**	**99.90**
Other Income	**3.00**	**0.07**	**6.94**	**0.22**	**2.04**	**0.10**
Total Income	**4,039.95**	**100.00**	**3,187.84**	**100.00**	**2,047.99**	**100.00**
Expenses						
Finance cost	17.13	0.42	18.72	0.59	19.23	0.94
Employee benefits expenses	885.20	21.91	758.17	23.78	596.46	29.12
Depreciation, amortization	50.25	1.24	47.80	1.50	41.50	2.03

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Total Income (%)	Amount (in ₹ million)	Percentage of Total Income (%)	Amount (in ₹ million)	Percentage of Total Income (%)
and impairment						
Other expenses	510.94	12.65	411.31	12.90	320.62	15.66
Total expenses	**1,463.52**	**36.23**	**1,236.00**	**38.77**	**977.81**	**47.74**
Profit / (loss) before exceptional items and tax	**2,576.43**	**63.77**	**1,951.83**	**61.23**	**1,070.18**	**52.25**
Exceptional items	-	-	-	-	-	-
Profit / (loss) before tax	**2,576.43**	**63.77**	**1,951.83**	**61.23**	**1,070.18**	**52.25**
Tax Expense						
- Current tax	637.10	15.77	430.00	13.49	271.50	13.26
- Deferred tax charge / (credit)	32.29	0.80	11.89	0.37	8.67	0.42
Total tax expense	**669.39**	**16.57**	**441.89**	**13.86**	**280.17**	**13.68**
Profit / (loss) for the Period	**1,907.04**	**47.20**	**1,509.95**	**47.37**	**790.01**	**38.57**

Our profit after tax ("**PAT**") margin slightly decreased to 47.24% for Fiscal 2025, compared to 47.47% for Fiscal 2024 and increased to 38.61% for Fiscal 2023. For the three months ended June 30, 2025, our PAT margin was 50.37%, slightly higher than the 50.17% reported for the three months ended June 30, 2024. This sustained improvement has primarily resulted from growth in revenue from operations and overall profitability, both of which are closely linked to the scale of our asset management services.

Since our revenues are correlated with AUM, the continued growth in AUM has driven revenue from operations to ₹4,036.95 million for Fiscal 2025, up from ₹3,180.90 million for Fiscal 2024 and ₹2,045.95 million for Fiscal 2023. Consequently, this has led to higher PAT margins. Our AUM grew to ₹1,175.13 billion as of June 30, 2025 as compared to ₹1,013.93 billion as of June 30, 2024, up from ₹1,032.77 billion as of March 31, 2025, ₹887.64 billion as of March 31, 2024, and ₹625.44 billion as of March 31, 2023. This trend demonstrates the efficiency of our asset management platform, as higher AUM generates increased fee income and improved operational leverage, which drive overall growth in profit margins.

Three months ended June 30, 2025 Compared to Three Months ended June 30, 2024

Total income. Total income increased by 19.14% to ₹1,213.39 million for the three months ended June 30, 2025 from ₹1,018.49 million for the three months ended June 30, 2024, primarily on account of an increase in total revenue from operations.

Total revenue from operations. Total revenue from operations increased by 18.93% to ₹1,210.69 million for the three months ended June 30, 2025 from ₹1,017.96 million for the three months ended June 30, 2024, primarily due to an increase in asset management services and net gain on fair value changes.

Revenue from asset management services increased to ₹970.48 million from ₹804.33 million. The increase in asset management services was due to an increase (i) in management fee to ₹927.13 million from ₹765.32 million primarily on account of increase in AUM; and (ii) advisory fees to ₹43.35 million from ₹39.01 million on account of an increase in AUM.

Net gain on fair value changes increased by 12.44% to ₹240.21 million for the three months ended June 30, 2025 from ₹213.63 million for the three months ended June 30, 2024, primarily on account of an increase in the market value of investments in mutual fund units.

Other income. Other income increased to ₹2.70 million for the three months ended June 30, 2025 from ₹0.53 million for the three months ended June 30, 2024.

Total expenses. Total expenses increased by 25.31% to ₹414.62 million for the three months ended June 30, 2025 from ₹330.87 million for the three months ended June 30, 2024, primarily due to an increase in employee benefits expenses and other expenses.

Employee benefit expenses. Employee benefit expenses increased by 15.47% to ₹248.62 million for the three months ended June 30, 2025 from ₹215.31 million for the three months ended June 30, 2024, primarily due to an increase in salaries, bonus and allowances by 16.81% to ₹227.95 million from ₹195.15 million. The increase was primarily on account of an increase in the number of employees as well as yearly increment in emoluments. Furthermore, contribution to provident, group gratuity and other funds increased to ₹13.41 million from ₹12.68 million and other welfare expenses was ₹7.26 million compared to ₹7.48 million.

Finance cost. Finance cost increased slightly to ₹4.64 million for the three months ended June 30, 2025 from ₹4.41 million for the three months ended June 30, 2024.

Other expenses. Other expenses increased by 45.08% to ₹144.38 million for the three months ended June 30, 2025 from ₹99.52 million for the three months ended June 30, 2024. The main components of other expenses reflecting the increase are as follows:

- Business development expenses increased to ₹29.77 million from ₹7.54 million on account of expenses for launch of NFO during the current period;
- IT services decreased to ₹15.08 million from ₹19.84 million;
- Fund accounting charges increased to ₹16.11 million from ₹14.72 million;
- Outsourced manpower expenses increased to ₹5.84 million from ₹5.79 million; and
- Subscription increased to ₹19.09 million from ₹18.33 million on account of additional subscriptions obtained for effective fund management as well as revision in subscription charges.

Profit before tax. As a result of the reasons mentioned above, our profit before tax increased to ₹798.77 million from ₹687.62 million.

Tax Expense. Our total tax expense increased by 6.83% to ₹189.00 million from ₹176.91 million primarily on account of an increase in current tax, which increased to ₹162.80 million from ₹136.80 million as a result of an increase in income. Our deferred tax charge for the three months ended June 30, 2025 was ₹26.20 million as compared to ₹40.11 million for the three months ended June 30, 2024 on account of decrease in deferred tax liability on fair valuation of investment during the three months ended June 30, 2025.

Profit for the period. As a result of the reasons mentioned above, our profit for the period increased to ₹609.77 million from ₹510.71 million.

Fiscal 2025 Compared to Fiscal 2024

Total income. Total income increased by 26.73% to ₹4,039.95 million for Fiscal 2025 from ₹3,187.84 million for Fiscal 2024, primarily on account of an increase in total revenue from operations.

Total revenue from operations. Total revenue from operations increased by 26.91% to ₹4,036.95 million for Fiscal 2025 from ₹3,180.90 million for Fiscal 2024, primarily due to an increase in asset management services.

Revenue from asset management services increased to ₹3,645.45 million from ₹2,698.63 million. The increase in asset management services was due to an increase (i) in management fees to ₹3,480.58 million from ₹2,610.91 million primarily on account of an increase in AUM and (ii) advisory fees to ₹164.87 million from ₹87.72 million on account of an increase in AUM.

Net gain on fair value changes decreased to ₹391.50 million for Fiscal 2025 from ₹482.27 million for Fiscal 2024, primarily on account of a lower unrealised gain on investments in mutual fund units during Fiscal 2025.

Other income. Other income decreased to ₹3.00 million for Fiscal 2025 from ₹6.94 million for Fiscal 2024, primarily on account of a decrease in miscellaneous income to ₹1.60 million from ₹5.50 million.

Total expenses. Total expenses increased by 18.41% to ₹1,463.52 million for Fiscal 2025 from ₹1,236.00 million for Fiscal 2024, primarily due to an increase in employee benefits expenses and other expenses.

Employee benefit expenses. Employee benefit expenses increased by 16.75% to ₹885.20 million for Fiscal 2025 from ₹758.17 million for Fiscal 2024, primarily due to an increase in salaries, bonus and allowances by 15.44% to ₹798.60 million from ₹691.77 million. The increase was primarily on account of an increase in the number of employees as well as yearly increment in emoluments. Furthermore, contribution to provident, group gratuity and other funds increased to ₹47.38 million from ₹39.24 million, and other welfare expenses increased to ₹39.22 million from ₹27.16 million.

Finance cost. Finance cost decreased by 8.49% to ₹17.13 million from ₹18.72 million due to a decrease in interest on lease liabilities as a result of amortisation as per Ind AS 116.

*Other expenses***.** Other expenses increased by 24.22% to ₹510.94 million for Fiscal 2025 from ₹411.31 million for Fiscal 2024. The main components of other expenses reflecting the increase are as follows:

- Bulk SMS/e-mail expenses remained at ₹10.11 million from ₹10.32 million;
- Business development expenses increased to ₹37.13 million from ₹30.52 million;
- IT services increased to ₹79.00 million from ₹64.77 million on account of greater expenditure on IT services and software to meet SEBI-related compliances with respect to information security;
- Fund accounting charges increased to ₹62.06 million from ₹52.02 million on account of increased AUM;
- Outsourced manpower expenses increased to ₹23.12 million from ₹22.32 million; and
- Subscription increased to ₹74.28 million from ₹50.50 million on account of additional subscriptions for effective fund management, increased terminal access and revised subscription charges.

This was offset by a decrease in advertisement and publicity to ₹38.83 million from ₹43.19 million on account of expenses incurred for NFO during previous year.

Profit before tax. As a result of the reasons mentioned above, our profit before tax increased to ₹2,576.43 million from ₹1,951.83 million.

Tax expense. Our total tax expense increased by 51.48% to ₹669.39 million from ₹441.89 million primarily on account of an increase in current tax which increased to ₹637.10 million from ₹430.00 million as a result of an increase in total income. Our deferred tax charge for Fiscal 2025 was ₹32.29 million as compared to ₹11.89 million for Fiscal 2024.

Profit for the year. As a result of the reasons mentioned above, our profit for the year increased to ₹1,907.04 million from ₹1,509.95 million.

Fiscal 2024 Compared to Fiscal 2023

Total income. Total income increased by 55.66% to ₹ 3,187.84 million for Fiscal 2024 from ₹ 2,047.99 million for Fiscal 2023 primarily on account of an increase in total revenue from operations.

Total Revenue from operations. Total revenue from operations increased by 55.47% to ₹ 3,180.90 million for Fiscal 2024 from ₹ 2,045.95 million for Fiscal 2023, primarily due to an increase in asset management services and net gain on fair value changes.

Revenue from asset management services increased to ₹ 2,698.63 million from ₹ 1,906.79 million. The increase in our asset management services was due to an increase (i) in management fee to ₹ 2,610.91 million from ₹ 1,846.44 million primarily on account of increase in AUM and (ii) advisory fees to ₹ 87.72 million from ₹ 60.35 million on account of increase in AUM.

Net gain on fair value changes increased to ₹ 482.27 million for Fiscal 2024 from ₹ 139.16 million for Fiscal 2023 primarily on account of increase in market value of investments in mutual fund units.

Other income. Other income increased to ₹ 6.94 million for Fiscal 2024 from ₹2.04 million for Fiscal 2023 on account of an increase in miscellaneous income to ₹ 5.50 million from ₹ 0.71 million.

Total expenses. Total expenses increased by 26.40% to ₹ 1,236.00 million for Fiscal 2024 from ₹977.81 million for Fiscal 2023, primarily due to an increase in employee benefits expenses and other expenses.

Employee benefit expenses. Employee benefit expenses increased by 27.11% to ₹ 758.17 million for Fiscal 2024 from ₹596.46 million for Fiscal 2023, primarily due to an increase in salaries, bonus and allowances by 29.21% to ₹ 691.77 million from ₹ 535.40 million. The increase was primarily on account of an increase in the number of employees and yearly increment in emoluments. We had 267 permanent employees as of March 31, 2024 as compared to 250 permanent employees as of March 31, 2023. Furthermore, contribution to provident, group gratuity and other funds increased by 23.47% to ₹ 39.24 million from ₹ 31.78 million. This was offset by a decrease in other welfare expenses to ₹ 27.16 million from ₹ 29.28 million on account of one-off expenditure incurred on employee recreation during Fiscal 2023.

Finance cost. Finance cost decreased by 2.65% to ₹ 18.72 million from ₹ 19.23 million due to a decrease in interest on lease liabilities as a result of reduction in lease liabilities as per IND AS 116.

Other expenses. Other expenses increased by 28.28% to ₹ 411.30 million for Fiscal 2024 from ₹320.62 million for Fiscal 2023. The main component of other expenses reflecting the increase are as follows:

- Advertisement and publicity increased to ₹ 43.19 million from ₹ 37.62 million on account of launching of new schemes.
- Bulk SMS/e-mail expenses increased to ₹ 10.32 million from ₹ 7.42 million on account of an increase in number of investors and transactions;
- Business development expenses increased to ₹ 30.52 million from ₹ 10.38 million on account of launching of new schemes;
- IT services increased to ₹ 64.77 million from ₹ 51.60 million on account of an increase in expenditure on IT services and software's to meet SEBI related compliances in respect of information security;
- Fund accounting charges increased to ₹ 52.02 million from ₹ 42.11 million on account of increase in AUM;
- Outsourced manpower expenses to ₹ 22.32 million from ₹ 20.44 million on account of increase in headcount and wages; and
- Subscription increased to ₹ 50.50 million from ₹ 36.10 million on account of additional subscriptions obtained for effective fund management. Additionally, there was an increase in terminals and revision in subscription charges.

Profit before tax. As a result of the reasons mentioned above, our profit before tax increased to ₹ 1,951.83 million from ₹ 1,070.18 million.

Tax Expense. Our total tax expense increased by 57.72% to ₹ 441.89 million from ₹ 280.17 million primarily on account of an increase in current tax which increased to ₹ 430.00 million from ₹ 271.50 million as a result of increase in total income. Our deferred tax charge was ₹ 11.89 million for Fiscal 2024 as compared to ₹ 8.67 million for Fiscal 2023.

Profit for the Year. As a result of the reasons mentioned above, our profit for the year increased to ₹ 1,509.95 million from ₹ 790.01 million.

OUR FINANCIAL POSITION

The following table sets forth our selected financial data from our restated consolidated summary statement of assets and liabilities as of June 30, 2025 and June 30, 2024 and March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Assets					
Total financial assets	7,073.67	5,471.25	6,494.95	4,949.63	3,556.83
Total non-financial assets	277.36	207.28	245.34	218.51	222.82
Total assets	**7,351.03**	**5,678.53**	**6,740.29**	**5,168.14**	**3,779.65**
Liabilities and equities					
Total financial liabilities	255.40	211.48	208.51	210.40	206.74
Total non-financial liabilities	489.59	414.12	531.22	412.85	287.42
Total equity	6,606.04	5,052.93	6,000.56	4,544.89	3,285.49
Total liabilities and equity	**7,351.03**	**5,678.53**	**6,740.29**	**5,168.14**	**3,779.65**

Financial Assets

Our total financial assets increased to ₹7,073.67 million as of June 30, 2025 from ₹5,471.25 million as of June 30, 2024, primarily due to an increase in our investments to ₹6,494.11 million from ₹5,092.81 million.

Our total financial assets increased to ₹6,494.95 million as of March 31, 2025 from ₹4,949.63 million as of March 31, 2024, primarily due to an increase in our investments to ₹6,041.20 million from ₹4,568.77 million.

Our total financial assets increased to ₹4,949.63 million as of March 31, 2024 from ₹3,556.83 million as of March 31, 2023, primarily due to an increase in our investments to ₹4,568.77 million from ₹3,295.59 million.

Financial Liabilities

Our total financial liabilities increased to ₹255.40 million as of June 30, 2025 from ₹211.48 million as of June 30, 2024, primarily due to an increase in lease liabilities to ₹180.89 million from ₹166.19 million, and an increase in other financial liabilities to ₹74.51 million from ₹45.29 million.

Our total financial liabilities increased to ₹211.48 million as of June 30, 2024 from ₹208.51 million as of March 31, 2025, primarily due to an increased in lease liabilities to ₹166.19 million from ₹156.88 million. This was partly offset by a decrease in other financial liabilities to ₹45.29 million from ₹51.63 million.

Our total financial liabilities decreased to ₹208.51 million as of March 31, 2025 from ₹210.40 million as of March 31, 2024, mainly due to a decrease in lease liabilities to ₹156.88 million from ₹168.16 million whereas other financial liabilities increased to ₹51.63 million from ₹42.24 million.

Our total financial liabilities increased to ₹210.40 million as of March 31, 2024 from ₹206.74 million as of March 31, 2023, primarily due to an increase in other financial liabilities to ₹42.24 million from ₹34.06 million. This growth was partially offset by a decrease in lease liabilities to ₹168.16 million from ₹172.68 million, resulting from the adjustment of lease payments as per Ind AS 116.

LIQUIDITY AND CAPITAL RESOURCES

Our primary source of liquidity is cash generated from operations. As of June 30, 2025, we had cash and cash equivalents of ₹ 115.74 million.

Our financing requirements are primarily for working capital. We expect that cash flow from revenue from operations will continue to be our principal source of cash in the long-term. We evaluate our funding requirements periodically in light of our net cash flow from operating activities, the requirements of our business and operations, acquisition opportunities and market conditions.

CASH FLOWS

The following table summarizes our statements of cash flows for the periods/Fiscals presented:

(₹ in million)

Particulars	For the three months ended June 30, 2025	For the three months ended June 30, 2024	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net cash flows generated from operating activities	354.73	335.31	1,574.80	1,072.55	689.03
Net cash flows from / (used in) investing activities	(236.14)	(312.63)	(1,128.87)	(805.42)	(460.66)
Net cash flows from / (used in) financing activities	(5.74)	(3.06)	(461.44)	(262.23)	(234.92)
Net Increase / (Decrease) in Cash and Cash Equivalents	112.85	19.62	(15.51)	4.90	(6.55)
Cash and cash equivalents at the beginning of the period / year	2.89	18.40	18.40	13.50	20.05
Cash and cash equivalents at the end of the period / year	**115.74**	**38.02**	**2.89**	**18.40**	**13.50**

Operating Activities

Three months ended June 30, 2025

Net cash generated from operating activities for the three months ended June 30, 2025 was ₹ 354.73 million. Net profit before tax was ₹ 798.77 million.

Adjustments included depreciation, amortisation and impairment of ₹ 7.59 million, finance cost of ₹ 4.64 million, fair valuations of investments (net) of ₹ (149.84) million, gain on sale/redemption of investments of ₹ (90.37) million, and other interest income of ₹ 0.43 million. Cash generated from operations before working capital changes was ₹ 571.22 million.

Working capital adjustments included a decrease in trade receivables of ₹ 48.73 million; an increase in other financial assets of ₹ 61.70 million; an increase in other non-financial assets of ₹ 4.70 million; an increase in other financial

liabilities of ₹ 22.88 million; an increase in provisions of ₹ 2.11 million; and a decrease in other non-financial liabilities of ₹ 137.85 million. Cash generated from operations after working capital changes was ₹ 450.11 million. Income taxes paid (net of refund) were ₹ 95.38 million.

Three months ended June 30, 2024

Net cash generated from operating activities for the three months ended June 30, 2024 was ₹ 335.31 million. Net profit before tax was ₹ 687.62 million.

Adjustments included depreciation, amortisation and impairment of ₹ 3.86 million, finance cost of ₹ 4.41 million, fair valuations of investments (net) of ₹ (150.67) million, gain on sale/redemption of investments of ₹ (62.96) million, and other interest income of ₹ 0.34 million. Cash generated from operations before working capital changes was ₹ 482.59 million.

Working capital adjustments included a decrease in trade receivables of ₹ 23.87 million; an increase in other financial assets of ₹ 1.83 million; a decrease in other non-financial assets of ₹ 4.03 million; an increase in other financial liabilities of ₹ 3.04 million; an increase in provisions of ₹ 66.95 million; and a decrease in other non-financial liabilities of ₹ 108.47 million. Cash generated from operations after working capital changes was ₹ 470.18 million. Income taxes paid (net of refund) were ₹ 134.87 million.

Fiscal 2025

Net cash generated from operating activities for Fiscal 2025 was ₹ 1,574.80 million. Net profit before tax was ₹ 2,576.43 million.

Adjustments included depreciation, amortisation and impairment of ₹ 18.39 million, finance cost of ₹ 17.13 million, fair valuations of investments (net) of ₹ (118.47) million, gain on sale/redemption of investments of ₹ (273.03) million, and other interest income of ₹ 1.40 million. Cash generated from operations before working capital changes was ₹ 2,221.82 million.

Working capital adjustments included an increase in trade receivables of ₹ 69.53 million; an increase in other financial assets of ₹ 18.87 million; an increase in other non-financial assets of ₹ 12.45 million; an increase in other financial liabilities of ₹ 9.39 million; an increase in provisions of ₹ 0.92 million; and an increase in other non-financial liabilities of ₹ 82.48 million. Cash generated from operations after working capital changes was ₹ 2,213.76 million. Income taxes paid (net of refund) were ₹ 638.96 million.

Fiscal 2024

Net cash generated from operating activities for Fiscal 2024, were ₹ 1,072.55 million. Net profit before tax was ₹ 1,951.83 million for Fiscal 2024.

Adjustments included depreciation, amortization and impairment of ₹ 15.61 million, finance cost of ₹ 18.72 million, fair valuations of investment (net) of ₹ (282.61) million, gain on sale/redemption of investments of ₹ (199.66) million and other interest income of ₹ 1.44 million. Cash generated from operations before working capital changes were ₹ 1,505.27 million.

Working capital adjustments primarily included increase in trade receivable of ₹ 112.48 million; and increase in other non-financial liabilities of ₹111.51 million on account of increase in taxes payable (GST) due to increase in trade receivables. Cash generated from operations after working capital adjustments were ₹ 1,501.93 million. Income taxes paid net of refund were ₹ 429.38 million.

Fiscal 2023

Net cash generated from operating activities for Fiscal 2023, were ₹ 689.03 million. Net profit before tax was ₹ 1,070.18 million for Fiscal 2023.

Adjustments included depreciation, amortization and impairment of ₹ 10.78 million, finance cost of ₹ 19.23 million, fair valuations of investment (net) of ₹ (17.86) million, gain on sale/redemption of investments of ₹ (121.30) million

and other interest income of ₹ 1.33 million. Cash generated from operations before working capital changes was ₹ 962.30 million.

Working capital adjustments primarily included an increase in trade receivable of ₹ 65.02 million; and an increase in other non-financial liabilities of ₹59.61 million on account of the increase in taxes payable (GST) due to the increase in trade receivables. Cash generated from operations after working capital adjustments was ₹ 955.19 million. Income taxes paid net of refund was ₹ 266.15 million.

Investing Activities

Three months ended June 30, 2025

Net cash flows used in investing activities were ₹ 236.14 million, primarily on account of purchase of property, plant and equipment and intangible assets of ₹ 23.43 million, and purchase of investments of ₹ 5,673.08 million. These were offset by proceeds from sale of investments of ₹ 5,460.37 million.

Three months ended June 30, 2024

Net cash flows used in investing activities were ₹ 312.63 million, primarily on account of purchase of property, plant and equipment and intangible assets of ₹ 2.24 million, and purchase of investments of ₹ 4,473.37 million. These were offset by proceeds from sale of investments of ₹ 4,162.96 million.

Fiscal 2025

Net cash flows used in investing activities were ₹ 1,128.87 million, primarily on account of purchase of property, plant and equipment and intangible assets of ₹ 48.02 million, and purchase of investments of ₹ 19,483.95 million. These were offset by proceeds from sale of investments of ₹ 18,403.03 million.

Fiscal 2024

Net cash flows used in investing activities for Fiscal 2024 were ₹ 805.42 million, primarily on account of purchase of property, plant and equipment and intangible assets of ₹ 14.61 million, and purchase of investments of ₹ 13,935.59 million. These were primarily offset by proceeds from sale of investments of ₹ 13,144.66 million.

Fiscal 2023

Net cash flows used in investing activities for Fiscal 2023 were ₹ 460.66 million, primarily on account of purchase of property, plant and equipment and intangible assets of ₹ 23.03 million, and purchase of investments of ₹ 9,034.05 million. These were primarily offset by proceeds from sale of investments of ₹ 8,596.30 million.

Financing Activities

Three months ended June 30, 2025

Net cash flows used in financing activities for the three months ended June 30, 2025 were ₹ 5.74 million, primarily on account of principal element of lease payments of ₹ 1.10 million and interest element of lease payments of ₹ 4.64 million.

Three months ended June 30, 2024

Net cash flows used in financing activities for the three months ended June 30, 2024 were ₹ 3.06 million, primarily on account of principal element of lease payments of ₹ 1.35 million and interest element of lease payments of ₹ 4.41 million.

Fiscal 2025

Net cash flows used in financing activities for Fiscal 2025 were ₹ 461.44 million, primarily on account of interim dividend paid of ₹ 199.42 million, final dividend paid of ₹ 249.27 million, principal element of lease payments of ₹ 4.38 million and interest element of lease payments of ₹ 17.13 million.

Fiscal 2024

Net cash flows used in financing activities for Fiscal 2024 were ₹ 262.23 million primarily on account of interim dividend paid of ₹ 124.64 million, final dividend paid of ₹ 124.64 million and interest element of lease payments of ₹ 18.72 million. This was offset by the principal element of lease payments of ₹ 5.77 million.

Fiscal 2023

Net cash flows used in financing activities for Fiscal 2023 were ₹ 234.92 million primarily on account of interim dividend paid of ₹ 124.64 million, final dividend paid of ₹ 99.71 million and interest element of lease payments of ₹ 19.23 million. This was offset by the principal element of lease payments of ₹ 8.65 million.

KEY FINANCIAL RATIOS

The table below sets forth details of our key financial ratios as of June 30, 2025, June 30, 2024, and March 31, 2025, March 31, 2024 and March 31, 2023:

Ratios	Basis	As of June 30, 2025	As of June 30, 2024	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Earnings Per Share	Net Profit / Outstanding number of shares	3.06	2.56	9.56	7.57	3.96
Net Asset Value per share	Net Assets / Outstanding number of shares	33.13	101.35	30.09	91.16	65.90
Return on Net Worth	Net Income / Shareholders equity	9.23%	10.11%	31.78%	33.22%	24.05%
Current Ratio (times)	Current Assets / Current liabilities	10.82	10.19	9.38	8.51	10.13
Asset Turnover Ratio	Net sales / Average total assets	0.14	0.15	0.61	0.60	0.55

Notes:

(1) EPS has been restated for the three months ended June 30, 2024 and Fiscals 2024, and 2023. For further information, please see "Restated Financial Information – Key Financial Ratios – Restated Adjustments" on page 379.

(2) Ratios as of June 30, 2025 and June 30, 2024 are unannualized.

Earnings Per Share (EPS)

Our earnings per share increased to ₹3.06 as of June 30, 2025 from ₹2.56 as of June 30, 2024, primarily due to increase in earnings (profit after tax) for the three months ended June 30, 2025, as compared to three months ended June 30, 2024, primarily due to an increase in Quarterly Assets under Management ("**QAAUM**") of the schemes managed by our Company to ₹ 1,110.52 billion as of June 30, 2025 compared to ₹ 946.85 billion as of June 30, 2024.

Our EPS increased to ₹9.56 as of March 31, 2025 from ₹7.57 as of March 31, 2024, primarily due to increase in earnings (profit after tax) for Fiscal 2025 as compared to Fiscal 2024, primarily due to an increase in QAAUM of the schemes managed by our Company to ₹ 1,033.44 billion as of March 31, 2025 as compared to ₹ 870.70 billion as of

March 31, 2024. Similarly, our EPS increased to ₹7.57 as of March 31, 2024 from ₹3.96 as of March 31, 2023, primarily due to increase in earnings (profit after tax) for Fiscal 2024 as compared to Fiscal 2023, primarily due to an increase in QAAUM of the schemes managed by our Company to ₹ 870.70 billion as of March 31, 2024 as compared to ₹ 624.85 billion as of March 31, 2023

Net Asset Value (NAV) per Share

The net asset value per share decreased to ₹33.13 as of June 30, 2025 from ₹101.35 as of June 30, 2024, primarily due to increase in the share capital due to issue of bonus shares in September 2024 in the ratio of three (3) shares for every one (1) share held. As of March 31, 2025, NAV per share decreased to ₹30.09 as of March 31, 2025 from ₹91.16 as of March 31, 2024, primarily due to increase in the share capital due to issue of bonus shares in September 2024 in the ratio of three (3) shares for every one (1) share held. As of March 31, 2024, NAV per share was ₹91.16, increased from ₹65.90 as of March 31, 2023, primarily due to increase in earnings (profit after tax) our Company during Fiscal 2024.

Return on Net Worth (RoNW)

Return on net worth stood at 9.23% as of June 30, 2025 as compared to 10.11% as of June 30, 2024, owing to increase in equity share capital. Furthermore, net RoNW decreased to 31.78% as of March 31, 2025 as compared to 33.22% as of March 31, 2024, owing to increase in equity share capital. As of March 31, 2024, RoNW was 33.22%, as against 24.05% as of March 31, 2023, primarily due to increase in profit after tax thereby increasing the net worth of our Company. For further details in relation to our Net Worth, see "*Summary of Financial Information*" on page 83.

Current Ratio

The current ratio increased to 10.82 times as of June 30, 2025 from 10.19 times as of June 30, 2024, primarily due to increase in current investments. As of March 31, 2025, the current ratio was 9.38 times, as compared to 8.51 times as of March 31, 2024, primarily due to increase in current investments. As of March 31, 2024, the current ratio was 8.51 times, as compared to 10.13 times as of March 31, 2023, primarily due to an increase in current liabilities as at March 31, 2024 as compared to current liabilities as at March 31, 2023.

Asset Turnover Ratio

The asset turnover ratio was 0.14 as of June 30, 2025, compared to 0.15 as of June 30, 2024, primarily due to increase in average total assets. The asset turnover ratio increased to 0.61 as of March 31, 2025 from 0.60 as of March 31, 2024, primarily due to higher increase in turnover of higher increase in revenue from operations of our Company (due to increase in QAAUM) as compared to increase in assets. Similarly, the asset turnover ratio increased to 0.60 as of March 31, 2024 as compared to 0.55 as of March 31, 2023, on account of higher increase in revenue from operations of our Company (due to increase in QAAUM) as compared to increase in assets.

FINANCIAL INDEBTEDNESS

As of June 30, 2025, we had no indebtedness.

CAPITAL EXPENDITURE

Capital expenditure primarily relates to acquisition of computers and peripherals for use by our Company officials, leasehold improvements in leased premises, development of computer software and website. Our capital expenditure is funded through cash generated from operations and external financing. Our capital expenditure decreased by 31.73% from ₹ 21.40 million in Fiscal 2023 to ₹ 14.61 million in Fiscal 2024 and increased by 228.68% from ₹ 14.61 million in Fiscal 2024 to ₹ 48.02 million in Fiscal 2025, primarily for acquisition of computers and peripherals and intangible assets. Our capital expenditure for the three months ended June 30, 2025 and June 30, 2024, were ₹ 23.43 million and ₹2.24 million respectively.

CONTINGENT LIABILITIES AND COMMITMENTS

As at June 30, 2025 we had contingent liabilities as per Ind AS 37 on "*Provisions, Contingent Liabilities and Contingent Assets*" not provided for amounting to ₹ 33.44 million, the details of which are set forth in the table below:

(₹ in million)

Particulars	As at June 30, 2025
Claims against our Company not acknowledged as debts in respect of:	
(1) Disputed Income Tax Demand	33.44

The table below sets forth our capital and other commitments as at June 30, 2025:

(₹ in million)

Particulars	As at June 30, 2025
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	30.24

AUDITORS OBERVSATION

Our Statutory Auditors and previous statutory auditors have included the following emphasis of matters in their respective audit reports.

Three months ended June 30, 2025 and June 30, 2024

"*We draw attention to Note 2(a) of the Special Purpose Interim Financial Statements, which describes the purpose and basis of preparation of the Special Purpose Interim Financial Statements. The Special Purpose Interim Financial Statements been prepared by the Management of the Company solely for the purpose of the Restated Financial Information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations"), which will be included in the UDRHP, RHP and Prospectus (the "Offer Documents") in connection with its proposed Initial Public Offering of the Equity Shares of the Company (the "Offer"). As a result, the Special Purpose Interim Financial Statements may not be suitable for any other purpose. Our report is intended solely for the Company and should not be used, referred to or distributed for any other purpose. Our opinion is not modified in respect of this matter.*"

OFF-BALANCE SHEET ARRANGEMENTS

As of June 30, 2025, we have no off-balance sheet arrangements that materially affect our financial condition or results of operations.

RELATED PARTY TRANSACTIONS

For details in relation to related parties' transactions entered by us during the three months ended June 30, 2025 and June 30, 2025, and Fiscals 2025, 2024 and 2023, as per the requirements of applicable law, see "*Related Party Transactions*" on page 387.

QUALITATIVE AND QUANTITATIVE DISCLOSURE ABOUT MARKET RISKS

Risk management is an integral part of the business practices of our Company. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The financial risks are managed in accordance with our Company's risk management policy which has been approved by the Risk Committee of our Board. Our Company's Risk Committee has overall responsibility for managing the risk profile of our Company. The purpose of risk management is to identify potential problems before they occur, so that risk-handling activities may be planned and invoked as needed to manage adverse impacts on achieving objectives.

The Risk Committee of our Company reviews the development and implementation of the risk management policy of our Company on periodic basis. The Risk Committee provides guidance on the risk management activities, review the results of the risk management process and reports to the Board on the status of the risk management initiatives.

Our Company has exposure to the following risks arising from financial instruments:

Financial Instruments	Valuation Techniques
Cash and cash equivalents, trade & other receivables, financial assets measured at amortised cost	Credit Risk
Financial liabilities	Liquidity Risk
Recognised financial assets not denominated in ₹	Market Risk - Foreign Exchange Risk
Investments in debt securities	Market Risk - Interest Rate Risk
Investments in equity securities, units of mutual funds, measured at FVTPL, alternative investment funds	Market Risk - Price Risk

For further information, see "*Restated Financial Statements – Note 40B. Financial Risk Management*" on page 370.

NON-GAAP FINANCIAL MEASURES

We have included certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance (collectively, "**Non-GAAP Financial Measures**" and each, a "**Non-GAAP Financial Measure**"). The presentation of these Non-GAAP Financial Measures provides additional useful information to potential investors regarding our performance and trends related to our financial condition and results of operations. Accordingly, when Non-GAAP Financial Measures are viewed together with Ind AS financial information, as applicable, potential investors are provided with a more meaningful understanding of our financial condition and results of operations.

We use a variety of financial and operational performance indicators to measure and analyze our operational performance from period to period, and to manage our business. We also use other information that may not be entirely financial in nature, including statistical and other comparative information commonly used within the retail sector to evaluate our financial and operating performance. For these reasons, we have included certain Non-GAAP Financial Measures in this Red Herring Prospectus as well as certain other metrics based on or derived from those Non-GAAP measures. For further details, see "*Other Financial Information*" on page 385. These Non-GAAP Financial Measures have limitations as analytical tools. As a result, Non-GAAP Financial Measures should not be considered in isolation from, or as a substitute for, analysis of our historical financial performance, as reported under Ind AS and presented in our financial statements. Furthermore, these Non-GAAP Financial Measures are not defined under Ind AS and therefore should not be viewed as substitutes for performance or profitability measures under Ind AS. While these Non-GAAP Financial Measures may be used by other asset management companies, they may not be comparable to similar financial or performance indicators used by other companies due to potential inconsistences in the method of calculation and differences due to items subject to interpretation.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Red Herring Prospectus, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above under "– *Significant Factors Affecting our Results of Operations*" and the section "*Our Business*" on pages 391 and 232, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "— *Significant Factors Affecting Our Results of Operations*" and the uncertainties described in "*Risk Factors*", on pages 391 and 32, respectively. Except as disclosed in this Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as described in this Red Herring Prospectus, we have not publicly announced any new products or business segments, nor have there been any material increases in our revenues due to the introduction of new products.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described elsewhere in this section and the sections "*Risk Factors*", and "*Our Business"* on pages 32 and 232, respectively, there are no known factors that will have a material adverse impact on our operations and financial condition.

SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW CUSTOMERS OR SUPPLIERS

We do not have any material dependence on a single or few suppliers. We have a wide customer base and do not have any material dependence on any particular customer or supplier. However, a majority of our revenue is derived from our role as the asset manager to Canara Robeco Mutual Fund. The table below sets forth details of our management fee for the three months ended June 30, 2025 and June 30, 2024, and Fiscals 2025, 2024 and 2023:

Particulars	For the three months ended June 30, 2025	For the three months ended June 30, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Management fee (₹ million)	927.13	765.32	3,480.58	2,610.91	1,846.44
Total revenue from operations (₹ million)	1,210.69	1,017.96	4,036.95	3,180.90	2,045.95
Management fees as a percentage of revenue from operations (%)	76.58	75.18	86.22	82.08	90.25

COMPETITIVE CONDITIONS

We operate in a competitive environment. See sections, "*Our Business - Competition*", "*Industry Overview*", "*Risk Factors — We operate in a competitive industry and our business and results of operations may be negatively affected if we are unable to compete with our competitors*" and *"— Significant Factors affecting our Results of Operations and Financial Condition – Competition*" on pages 268, 154, 47 and 391, respectively.

SEASONALITY/CYCLICALITY OF BUSINESS

Our business is not subject to seasonal variations.

SEGMENT REPORTING

We are in the business of providing asset management services to the Canara Robeco Mutual Fund and portfolio management/ advisory service to clients. As such our financial statements are largely reflective of the assets management business and there is no separate reportable segment. All assets of our Company are domiciled in India. For further information, see "*Restated Financial Information – Note 35 – Segment Reporting*" on page 365.

SIGNIFICANT DEVELOPMENTS AFTER JUNE 30, 2025 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Our revenue from operations primarily derived from the management fee received from managing the schemes of Canara Robeco Mutual Fund may fluctuate depending upon the assets under management going forward. For further information, see "*Risk Factors – Internal Risks - We may not be able to sustain our historical growth in assets under management or revenue from operations or profitability*." on page 41.

No circumstances have arisen since June 30, 2025 that could materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, as on the date of filing this Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters which are at first information report stage even if no cognizance has been taken by any court or any other judicial authority), each involving our Company, mutual fund(s) of the Company, namely Canara Robeco Mutual Fund, Directors, Promoters, as applicable (together with the Company, the "**Relevant Parties**"), the Key Managerial Personnel ("**KMPs**") and the Senior Management ("**Senior Management**" and together with the KMPs, the "**Company Personnel**"); (ii) actions taken by regulatory or statutory authorities, each involving the Relevant Parties and Company Personnel; (iii) claims related to direct or indirect taxes matters each involving the Relevant Parties, disclosed in a consolidated manner, giving details of the number of cases and total amount involved in such cases; and (iv) other outstanding litigation, (including arbitration or other civil proceedings) involving the Relevant Parties; (v) litigation involving our Group Companies, which has a material impact on our Company in the opinion of our Board; and (vii) findings/ observations of any of the inspections by SEBI or any other regulator involving the Relevant Parties which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision. Further, except as stated in this section, there are no disciplinary actions, including penalties imposed by SEBI or the stock exchanges, against our Promoters in the last five financial years immediately preceding the date of this Red Herring Prospectus including any outstanding action.*

For the purposes of (iv) above, in terms of the Materiality Policy adopted by our Board on April 24, 2025. has considered and adopted the Materiality Policy for identification of material outstanding litigation involving Relevant Parties.

All outstanding litigations or arbitration proceedings (other than litigations mentioned in points (i) and (ii) above) involving the Relevant Parties other than Canara Bank, shall be considered "material" for the purposes of disclosure in the Offer Documents, if:

(i) The value or expected impact in terms of value by or against the entity or person in any such pending proceeding exceeds the lower of the following:

(a) two percent of turnover, as per the latest annual Restated Financial Information, being ₹ 80.74 million; or
(b) two percent of net worth, as per the latest annual Restated Financial Information, except in case the arithmetic value of the net worth is negative, being ₹ 120.01 million; or
(c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual Restated Financial Information, being ₹ 70.12 million.

For the purpose of clause (c) above, it is clarified that the average of absolute value of profit or loss after tax is to be calculated by disregarding the 'sign' (positive or negative) that denotes such value.

(ii) where the monetary liability is not quantifiable or does not exceed the monetary threshold for any other outstanding litigation or arbitration proceedings, but the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects or reputation of the Company or where a decision in one case is likely to affect the decision in similar cases even though the amount involved in the individual cases may not exceed the monetary threshold.

Further, pre-litigation notices received by the Relevant Parties from third parties (excluding notices from governmental, statutory, regulatory, judicial, quasi-judicial or tax authorities or notices threatening criminal action) shall not be evaluated for materiality until such persons are impleaded as defendants or respondents in proceedings before any judicial/ quasi-judicial forum, arbitrator, tribunal or government authority. Additionally, all tax matters involving the Relevant Parties other than Canara Bank which fall above the materiality threshold have been disclosed in a detailed manner

For Canara Bank, as determined, pursuant to the resolution passed by its board of directors on March 21, 2025, any pending litigation / arbitration proceedings (other than litigations mentioned in points 1 (a) to (c) above) involving Canara Bank, shall be considered "material" for the purposes of disclosure in the Offer Documents, if: the value or expected impact in terms of value by or against the entity or person in any such pending proceeding, exceeds the lower of the following:

(a) two percent of turnover, as per the last annual consolidated financial statements of the listed Promoter, being ₹ 30,531.58 million.
(b) two percent of net worth, as per the last annual consolidated financial statements of the listed Promoter, except in case the arithmetic value of the net worth is negative, being ₹ 18,732.38 million; or
(c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual consolidated financial statements of the listed Promoter, being ₹ 7,345.49 million.

For the purpose of clause (c) above, it is clarified that the average of absolute value of profit or loss after tax is to be calculated by disregarding the 'sign' (positive or negative) that denotes such value.

In case where the criteria specified in sub-clauses (a), (b) and (c) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of Canara Bank, the event/information is considered material.

Further, all tax matters involving Canara Bank which fall above Canara Bank's aforesaid materiality threshold set out above shall be disclosed in a detailed manner.

Additionally, the criminal complaints filed by Canara Bank for frauds committed by employees, borrowers and third parties against Canara Bank shall be disclosed in a consolidated manner, with the break-up for total number of complaints filed and aggregate amounts involved.

Since Canara Bank is a listed entity, the disclosures in this section for its outstanding material litigation are in accordance with its own materiality policy adopted under the SEBI Listing Regulations and pursuant to resolution passed by its board of directors on March 21, 2025, and not as per the Materiality Policy adopted by the Company.

In terms of materiality policy, a creditor of our Company shall be considered to be material creditors, if amounts due to such creditor is in excess of, 5% of the total dues owed to creditors of our Company as of the latest financial period included in the Restated Financial Information. Further, the disclosure will be based on information available with the Company regarding the status of the creditors as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report.

Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus. Unless otherwise specified, all the terms defined herein in a particular litigation disclosure pertain to that litigation only.

A. Litigation involving our Company

Criminal Litigation

Outstanding criminal litigation against our Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

Outstanding criminal litigation by our Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings by our Company.

Actions taken / initiated by regulatory and statutory authorities against our Company in the three months periods ended June 30, 2025 and Fiscal 2025, 2024 and 2023

1. Our Company received a letter related to inspection cum surveillance of mutual funds ("**Letter**") of CRMF on March 20, 2025 from SEBI stating that certain alerts were generated on the data submitted by us for the period between April 1, 2024, and September 30, 2024. SEBI in its letter stated that our system failed to comply with the provision of SEBI (Mutual Funds) Regulations, 1996 by not having correct investor data in the system and ensure that necessary checks are present for the future. SEBI additionally stated that within 30 days, corrective steps and a report is submitted to SEBI. In response to the Letter, our Company submitted the Action Taken Report on April 17, 2025 to SEBI along with a Letter on May 9, 2025 and informed SEBI that

corrective steps have been taken for investor data correction and necessary system level checks have been placed for the future. Further, there is no action to our response to SEBI.

Other pending material litigation involving our Company

Civil proceedings against our Company

As on the date of this Red Herring Prospectus, there is no outstanding material civil litigation initiated against our Company.

Civil proceedings by our Company

As on the date of this Red Herring Prospectus, there are no outstanding material civil litigation initiated by our Company.

B. Litigation involving Canara Robeco Mutual Fund

Our Company is the investment manager of Canara Robeco Mutual Fund (formerly known as Canbank Mutual Fund) ("**CRMF**"), which is involved in certain outstanding material litigation as disclosed below. Canara Bank, one of our Promoters and one of the trustees of the CRMF, has executed powers of attorney, from time to time, authorizing the officers of the Company to conduct litigation on behalf of the CRMF and its trustees. However, our Company is not a party to any of these matters and the outcome of any litigation involving the CRMF will not have any impact on the Company.

Criminal Litigation

Outstanding criminal litigation against CRMF

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against CRMF.

Outstanding criminal litigation by CRMF

1. Canara Bank as the principal trustee of CRMF ("**Complainant**") filed a complaint dated July 5, 1993 ("**Criminal Complaint 1**") against Shrenik Jhaveri ("**Defendant 1**") and Pallav Sheth ("**Defendant2"**) before the Court of Additional Chief Metropolitan Magistrate, at Esplanade Court, Mumbai ("**MM Court**') under Section 409 read with Sections 420, 468 and 34 of the Indian Penal Code, 1860.The Complainant alleged in the Criminal Complaint 1 that Defendants 1 and 2, who acted as share brokers for the purchase of shares of ITC Bhadrachalam Papers Board Limited ("**ITC**" or "**Defendant 3**") for a consideration of ₹ 150.00 million, but did not deliver the share certificates to the Complainant, and had committed offences of cheating, forgery and fraud. The Complainant filed a supplemental complaint dated August 5, 1994 for including ITC for colluding with Defendants 1 and 2 ("**Criminal Complaint 2**", together with Criminal Complaint 1, "**Complaint**") under Sections 420, 468 and 34 of the I.P.C. since the consideration for the shares were credited to ITC without lodging the shares for transfer in the name of the Complainant.

   The case was transferred before Special Court (Trial of Offences Relating to Transaction in Securities) Act,1992 ("**Special Court**") pursuant to an order from the MM Court dated September 17, 2003. The Special Court by way of its order dated May 3, 2007 ("**Order 1**") issued summons to ITC and impleaded it as a party to the matter, which was challenged by ITC by way of its petition dated January 10, 2008. By way of its order dated March 5, 2008 ("**Order 2**"), the Bombay High Court allowed ITC's petition, by setting aside the Order 1 and remanded the matter back to the Special Court. The Order 2 was challenged by the Complainant as well as ITC before the Supreme Court by way of special leave petitions, which were dismissed by the Supreme Court by way of its order dated March 1, 2013, while keeping the question of law open. The Special Court by way of its order dated January 20, 2017 ("**Order 3**"), allowed the miscellaneous applications filed by the Complainant for issuance of process against ITC for the offences under Sections 420 read with Sections 120B, 403, 409, 467 and 34 of the I.P.C The operation of Order 3 was stayed by the Special Court by way of its order dated January 20, 2017, and was challenged by ITC by way of its criminal writ petition dated March 1, 2017 before the Bombay High Court. The Bombay High Court has extended the stay from time to time. The matter is currently pending before the Special Court.

Actions taken by regulatory and statutory authorities against CRMF

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by statutory or regulatory authorities against CRMF.

Other pending material litigation involving CRMF

Civil proceedings against CRMF

As on the date of this Red Herring Prospectus, there are no outstanding material civil litigation initiated against CRMF.

Civil proceedings by CRMF

1. CRMF and Canara Bank, acting as its principal trustee ("**Plaintiffs**") filed a suit on October 20, 1992 ("**Suit**"), before the Special Court at Bombay, Constituted under the (Trial of Offences Relating to Transaction in Securities) Act,1992 ("**Special Court**") against the Bank of Karad Limited (through its provisional liquidator) ("**Defendant 1**"), Hiten P. Dalal ("**Defendant 2**"), Standard Chartered Bank ("**Defendant 3**") and Abhay Narottam ("**Defendant 4**") seeking delivery of securities purchased by the Plaintiffs from Defendant 1 through Defendant 2 or alternatively seeking money decree in respect of the amounts paid with respect to 11.50% Government of India 2008 bonds ("**Securities**") for face value of ₹ 583.90 million. The Plaintiffs alleged in the Suit that the securities general ledger transfer forms ("**SGLs**") aggregating to ₹ 583.90 million for sale of the Securities to Defendant 3, had not been cleared. The Special Court has erroneously dismissed the Suit, inter *alia*, on the ground of lack of oral evidence and on the ground that mere administering of interrogatories under Order XI Rule 1 of CPC, by way of order dated December 20, 2019 ("**Order 1")**. The Plaintiffs filed a civil appeal dated January 17, 2020 before the Supreme Court against the Order. The matter is currently pending before the Supreme Court for hearing.

2. Canara Bank acting as principal trustee of the CRMF ("**Plaintiff**") filed a miscellaneous application on February 14, 2001 before the Special Court (Trial of Offences Relating to Transaction in Securities) Act,1992 ("**Special Court**") seeking declaration that CRMF is the owner of Debentures of Arvind Mills & Tata Chemicals ("**Debentures**") having acquired from Hiten Dalal ("**Defendant 1**") and that the attachment levied by the Custodian of the Special Court ("**Defendant 2**"), on the said Debentures is not valid and therefore, should be vacated. By way of its order dated August 30, 2013, the Special Court directed Defendant 2 to refund ₹ 57.50 million, which was paid by the Plaintiff towards call money on the Debentures. Defendant 1 subsequently filed a miscellaneous application in March, 2017 seeking refund of ₹ 403.96 million from the Plaintiff which was partially allowed by the Special Court to the extent of ₹ 130.52 million by its order dated April 30, 2020 ("**Order**"). The Plaintiff filed a civil appeal dated June 26, 2020 before the Supreme Court against the Order. The matter is currently pending before the Supreme Court for hearing.

3. Canara Bank, acting as its principal trustee of the CRMF ("**Plaintiff**") filed a civil suit dated August 6, 1994 before the Special Court ("**Special Court**") under the provisions of Section 10 of the Special Court (Trial of Offences Relating to Transaction in Securities) Act,1992 ("**1992 Act**") against Shrenik Kumarpal Jhaveri ("**Defendant 1**"), official assignee of Pallav Sheth ("**Defendant 2**"), ITC Bhadrachalam Paperboards Ltd, ("**Defendant 3**"), ITC Ltd ("**Defendant 4**") and custodian appointed under the 1992 Act ("**Defendant 5**") for not delivering the shares bought by CRMF and instead, illegally transferring the said shares to ITC ("**ITC-BPL**") (erstwhile issuer of 800,000 shares) was later on merged with ITC Limited. Defendants 1 and 2 were stockbrokers for the Plaintiff. In the proceedings before Special Court, the Plaintiff sought delivery of 894,705 shares of ITC Bhadrachalam Paperboards Ltd, which were misappropriated by Defendant Nos.1, 2 and 4 or in the alternative, a decree for a sum equivalent to ₹ 436.53 million. The Special Court held that Defendant Nos. 1 and 2 are responsible for non-delivery of shares and directed them to compensate the Plaintiff for an amount aggregating to ₹ 134.52 million with an interest rate at 12% per annum from the date of suit till payment or realisation for the same. As no decree was passed by the Special Court against ITC (Defendant No.4), CRMF filed a civil appeal against such order before the Supreme Court on July 8, 2020. The appeal is currently pending before the Supreme Court for hearing.

C. Litigation involving our Promoters

Outstanding criminal litigation involving our Promoters

Criminal proceedings initiated against our Promoters

Canara Bank

1. Upon non-repayment/ default of a loan availed by a company named Elcee Education Private Limited, Canara Bank and pursuant to orders of a recovery proceeding, Canara Bank proceeded to claim and attach the properties of the borrowers and guarantors, one of the guarantors to the facility being V.K. Bhatnagar, the complainant. The complainant pursuant to the events and methods recovery, has filed a criminal complaint against Canara Bank and its officers involved during the recovery. The matter is currently pending before the Judicial Magistrate First Class and the next date of hearing is November 13, 2025.

2. Brij Bala, the proprietor of M/s Printing Spares availed credit facilities from Canara Bank (Rajendra Park, Gurugram Branch) against which property under the name of Brij Bala and Krishan Kumar was mortgaged. Eventually, the account was categorised as a Non-Performing Asset (NPA) pursuant to which the branch sold the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, ("**SARFAESI Act**"). The complainant alleged that the mortgaged property was sold with malafide intention at distress value and filed complaint with the police. Since, the police did not register a First Information Report (FIR), Brij Bala filed case under Section 156(3) of Code of Criminal Procedure seeking relief from the magistrate to direct the police to register a FIR in the matter. Presently, the matter is pending consideration before the Chief Judicial Magistrate-First Class, Gurugram and the next date of hearing is on October 18, 2025.

3. The Vasant Damodar Vankudre ("**Complainant**") worked as a clerk in Canara Bank (Vile Parle, East Mumbai) and took a voluntary retirement in 1997. As per the allegation, there was a deduction from the salary amount of bank employees for creation of the Corpus Fund for providing pension and for giving other benefits to retired employees which was duly provided to the Complainant. It has been alleged that there was a creation of an Indian Bank Association of different banks having no statutory recognition. It has appointed different committees and nominated different members which executed a bilateral agreement for updation of the pension amount. It has been further alleged that though Corpus Fund was created, no benefits were given to employees. The Complainant has filed case the said case for the alleged misappropriation of pension funds. The Complainant also requested the court to direct the concerned police station to register the complaint against all defendants which was rejected by the District and Sessions Court, Kolhapur on July 30, 2024. As application was rejected, he further prayed for investigation of the alleged offence of misappropriation by Economic Offences Wing (Kolhapur) under Superintendent of Police, Kolhapur pursuant to which the concerned court passed an order dated September 25, 2024 directing the Economic Offences Wing to investigate the matter. The matter in currently pending and the next date of hearing is November 4, 2025.

4. Rajan Jambu Mali ("**Complainant**"/ "**Borrower**") was sanctioned housing loan of ₹ 1.80 million. The account slipped into a Non-Performing Asset (NPA) due to non-repayment of arrears as on July 30, 2015. Thereafter, a notice was issued under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act) which stated that the amount of ₹ 2.48 million was due by the Borrower who was also liable to pay future interest rate at 9.25% per annum compounded monthly plus 2% penal interest together with other costs mentioned therein. In furtherance to the aforementioned details, the property attached for auction which was sold on December 26, 2024 and the amount was deposited by the purchaser on January 01, 2025. Pursuant to such sale, the Complainant has filed multiple civil suits and criminal cases against the Bank. The relevant courts are yet to take cognizance of the matter and no notice has been received by the Bank in the said matter, however as per records, December 19, 2025 is set as the next date of hearing before the Joint Civil Judge (Junior Division) and Judicial Magistrate of the First Class.

Criminal proceedings initiated by our Promoters

1. Canara Bank as the principal trustee of CRMF ("**Complainant**") filed a complaint dated July 5, 1993 ("**Criminal Complaint 1**") against Shrenik Jhaveri ("**Defendant 1**") and Pallav Sheth ("**Defendant2"**) before the Court of Additional Chief Metropolitan Magistrate, at Esplanade Court, Mumbai ("**MM Court**') under Section 409 read with Sections 420, 468 and 34 of the Indian Penal Code, 1860.The Complainant alleged in the Criminal Complaint 1 that Defendants 1 and 2, who acted as share brokers for the purchase of shares of ITC Bhadrachalam Papers Board Limited ("**ITC**" or "**Defendant 3**") for a consideration of ₹

150.00 million, but did not deliver the share certificates to the Complainant, and had committed offences of cheating, forgery and fraud. The Complainant filed a supplemental complaint dated August 5, 1994 for including ITC for colluding with Defendants 1 and 2 ("**Criminal Complaint 2**", together with Criminal Complaint 1, "**Complaint**") under Sections 420, 468 and 34 of the I.P.C. since the consideration for the shares were credited to ITC without lodging the shares for transfer in the name of the Complainant.

The case was transferred before Special Court (Trial of Offences Relating to Transaction in Securities) Act,1992 ("**Special Court**") pursuant to an order from the MM Court dated September 17, 2003. The Special Court by way of its order dated May 3, 2007 ("**Order 1**") issued summons to ITC and impleaded it as a party to the matter, which was challenged by ITC by way of its petition dated January 10, 2008. By way of its order dated March 5, 2008 ("**Order 2**"), the Bombay High Court allowed ITC's petition, by setting aside the Order 1 and remanded the matter back to the Special Court. The Order 2 was challenged by the Complainant as well as ITC before the Supreme Court by way of special leave petitions, which were dismissed by the Supreme Court by way of its order dated March 1, 2013, while keeping the question of law open. The Special Court by way of its order dated January 20, 2017 ("**Order 2**"), allowed the miscellaneous applications filed by the Complainant for issuance of process against ITC for the offences under Sections 420 read with Sections 120B, 403, 409, 467 and 34 of the I.P.C The operation of Order 2 was stayed by the Special Court by way of its order dated January 20, 2017, and was challenged by ITC by way of its criminal writ petition dated March 1, 2017 before the Bombay High Court. The Bombay High Court has extended the stay from time to time. The matter is currently pending before the Special Court.

2. Bhavendra Kumar then acting as the Chief General Manager (Circle Head) of Canara Bank filed a complaint and subsequently a first information report ("**FIR**") was registered on May 30, 2023 at AC-IV (Vyapam) Bhopal police station against the following accused: (a) M/s. IL&FS Transportation Network Limited; (b) Kurunakaran Ramchand; (c) Deepak Das Gupta; (d) Mukund Gajanan Sapre; (e) Dilip Lalchand Bhatia; and (f) an unknown public servant. In the matter, Canara Bank had sanctioned a term loan of ₹5,000.00 million and an external commercial borrowing of USD 75.00 million (USD 25 million form Canara Bank, London branch and USD 50 million form e-syndicate Bank, London branch) to the borrower entity namely M/s. IL&FS Transportation Network Limited. However, due irregularities in the credit facility, the account slipped to a Non-Performing Asset (NPA) as on December 30, 2028 and a forensic audit was conducted, wherein fraudulent activities were identified and declared as on September 23, 2021. In light of such facts, an FIR was filed against the accused. Currently, the matter is being investigated by the concerned authority and the competent court is yet to take cognizance of the matter.

3. Bhavendra Kumar then acting as the Chief General Manager (Circle Head) of Canara Bank filed a complaint and subsequently a first information report ("**FIR**") was s registered on January 31, 2024 at EO-II Delhi police station against the following accused: (a) M/s. HIM Steel Pvt Ltd; (b) M/s. HIM Valves and Regulators Pvt Ltd; (c) Ashok Raja; (d) Shanti Swarup Raja; (e) Abhishek Raja; (f) Arvin Raja; (g) Meena Raja; and (h) an unknown public servant. M/s. HIM Steel Pvt Ltd had availed a credit facilities from Canara Bank of ₹ 550.00 million on September 28, 2015, and this limit was enhanced to ₹ 850.00 million on November 23, 2016. However, due to non-servicing of interest / installment and the account was classified as a Non-Performing Asset (NPA) on October 30, 2017. Subsequent to classification of NPA, the Bank filed an application in NCLT and a forensic audit was conducted for the period from April 01, 2012 to July 15, 2019. The forensic report has reported various criminal acts such as misappropriation and falsification of the books and statutory records, submission of forged and fabricated documents and various preferential transactions undertaken unlawfully at the cost of the bank's funds, which attracted various penal provisions. The Bank has reported the same to RBI on March 10, 2021. Currently, the matter is being investigated by the concerned authority and the competent court is yet to take cognizance of the matter.

Canara Bank

1. Canara Bank has filed 169 cases under the Section 138 of Negotiable Instruments Act, 1881 for an aggregate amount of ₹ 2,807.60 million.

2. Canara Bank has filed 5,565 complaints for fraud committed against it amounting to ₹ 304,915.50 million. Out of these 5,565 complaints, (i) 3,294 complaints were made against borrowers for frauds aggregating to ₹ 278,685.70 million; (ii) 779 complaints were made against employees for frauds aggregating to ₹ 23,122.50 million and (iii) 1,445 complaints were made against third parties for frauds aggregating to ₹ 3,107.40 million.

Actions by statutory or regulatory authorities against our Promoters

Nil

Disciplinary action taken against our Promoters in the five Fiscals preceding the date of this Red Herring Prospectus by SEBI or any stock exchange

1. SEBI, vide their letter ref: SEBI/HO/AFD/AFD-1-SEC/AIF/OW/P/2024/ dated January 29, 2024 issued an Administrative Warning letter to Canara Bank Venture Development Trust ("**Trust**") with respect to failure to comply with the Investment Decisions approval process specified in SEBI AIF Regulations 2012 stating an unauthorized fund tenure extension in the Private Placement Memorandum of Empower India Fund. As Canara Bank is a Trustee on the Board of the Trust, in consultation with Canara Bank, the Trust provided its responses and the matter has been deemed closed. There is no action pending to be taken in the matter.

2. SEBI, vide their letter ref: SEBI/IMD/DOF- 6/SKJ/OW/18277/2022 dated April 29, 2022 issued an Administrative Warning letter to Canara Bank Venture Development Trust ("**Trust**") with respect changes in the Private Placement Memorandum of Electronics Development Fund. As Canara Bank is a Trustee on the Board of the Trust, in consultation with Canara Bank, the Trust provided its responses and the matter has been deemed closed. There is no action pending to be taken in the matter.

Other pending material litigation involving our Promoters

Civil proceedings against our Promoters

For details of civil proceedings against our Promoters in relation to the matter titled "Defamation suit filed by Suresh Sharma", see "*Outstanding litigation and Material Developments- Other pending material litigations involving our Directors - Civil proceedings against our Directors*" on page 435.

Civil proceedings by our Promoters

1. Canara Bank and erstwhile Syndicate Bank had advanced credit facilities to Aircel Limited. Thereafter since Aircel Limited (**"Corporate Debtor"**) was unable to clear the outstanding dues of Canara Bank subsequently declared as NPA on March 23, 2018. The Corporate Debtor initiated Corporate Insolvency Resolution Process ("**CIRP**"), under the Insolvency and Bankruptcy Code, 2016, before National Company Law Tribunal, Mumbai ("**NCLT Mumbai**"). NCLT Mumbai through its order dated March 12, 2018 initiated CIRP and appointed interim resolution professional. Canara Bank and the erstwhile Syndicate Bank participated in CIRP and submitted commutative claims worth ₹ 23,309.10 million as of March 12, 2018 towards the Corporate Debtor. The total book liability of Canara Bank and erstwhile Syndicate Bank stands at ₹ 22,537.50 million as of December 31, 2024. CoC approved Resolution plan of M/s UVARCL for ₹ 37,500.00 million towards all the claims admitted. NCLT approval is pending due to spectrum issue pending before Supreme Court. Now, CoC has decided to go for re-run of entire CIRP afresh. The matter is currently pending.

2. Canara Bank and erstwhile Syndicate Bank had advanced credit facilities to Videocon Industries Limited (the "**Corporate Debtor**") which also acted as the corporate guarantor for other Videocon entities. Thereafter, the Corporate Debtor was unable to clear the outstanding dues of Canara Bank and other creditors. State Bank of India (the "**Financial Creditor**") initiated a corporate insolvency resolution process (the "**CIRP**") under the Insolvency and Bankruptcy Code, 2016 before National Company Law Tribunal, Mumbai (the "**NCLT Mumbai**"). NCLT Mumbai, by way of its order dated June 6, 2018, admitted petition and initiated the CIRP for the Corporate Debtor and certain other group of companies, and appointed an interim resolution professional. As of December 13, 2024, Canara Bank and erstwhile Syndicate Bank cumulative admitted claim was ₹36,604.78 million. While NCLT Mumbai approved the resolution plan proposed by the Financial Creditor, NCLAT, pursuant to its orders dated January 5, 2022 set aside the resolution plan. The matter is currently pending.

3. Canara Bank and erstwhile Syndicate Bank, as a member bank of the consortium of banks, had advanced credit facilities to Reliance Communication Limited ("**Borrower**") which also acted as co-obligor for facilities availed by Reliance Telecom Limited. The Borrower defaulted in the repayment of the credit facilities including the interest amount due to its creditors and Corporate Insolvency Resolution Process ("**CIRP**") was initiated against the Borrower by other creditors under the Insolvency and Bankruptcy Code, 2016 National Company Law Tribunal, Mumbai ("**NCLT Mumbai**") by way of its order dated May 17, 2018, admitted the petition and commenced CIRP (the "**Order**"). The Order was stayed by National Company Law Appellate Tribunal, New Delhi, by way of its order dated May 30, 2018, which was later vacated on April 30, 2019. Thereafter, Canara Bank and the erstwhile Syndicate Bank participated in CIRP

and submitted claims and the same was admitted for ₹21,318.10 million consolidated, towards the Corporate Debtor. The matter is currently pending.

4. Canara Bank, as a member bank of the consortium of banks, had advanced credit facilities to Videocon Oil Ventures Limited ("**VOVL**"). VOVL defaulted in the repayment of the credit facilities including the interest amount due to Canara Bank. Thereafter the operational creditors of VOVL initiated Corporate Insolvency Resolution Process ("**CIRP**") under the Insolvency and Bankruptcy Code, 2016 against VOVL before National Company Law Tribunal, Mumbai ("**NCLT Mumbai**"). NCLT Mumbai through its order dated November 8, 2019 has initiated the process of CIRP and appointed an interim resolution professional. Canara Bank and the erstwhile Syndicate Bank participated in CIRP and submitted claims worth ₹16,054.50 million as of June 26, 2024 towards VOVL. Resolution Plan of BPRL is approved by NCLT vide order dated June 26, 2024. Canara Bank share in the plan is ₹ 1,030.00 million. Formalities for Transfer of overseas assets to BPRL in terms of the ROFR is under Process. However, the implementation of the plan is stuck as Offshore Security Agent i.e. "The Law Debenture Trust Corporation p.l.c." is insisting for providing unconditional indemnity by the lenders on which discussions are going on. In case offshore security agent does not agree on the same then the lenders may opt for appointment of sub-agent or in the alternative may ask the security agent to resign and appoint some other entity as off-shore security agent. A way forward is being discussed amongst the lenders. Vide Orders date June 26, 2024 & further clarification orders January 17, 2025, Liquidation proceedings were initiated in the account. The matter is currently pending.

5. Canara Bank and erstwhile Syndicate Bank had advanced credit facilities to Gayatri Projects Limited ("**Corporate Debtor**"). Thereafter the Corporate Debtor was unable to clear the outstanding dues of Canara Bank and other creditor. A financial creditor initiated a Corporate Insolvency Resolution Process ("**CIRP**"), under the Insolvency and Bankruptcy Code, 2016, before National Company Law Tribunal, Mumbai ("**NCLT Hyderabad**"). NCLT Hyderabad, through its order dated November 15, 2022 had admitted petition and initiated the CIRP, along with appointing an interim resolution professional. Canara Bank and erstwhile Syndicate Bank cumulatively claimed an amount of ₹ 16,912.83 million. Resolution profession floated invitation for resolution plans which couldn't fetch any good Resolution Applicants, hence CoC filed application for liquidating the Corporate Debtor. The Corporate Debtor submitted a onetime settlement proposal of ₹ 700,500.00 million under section 12 (A) of the Insolvency and Bankruptcy code, 2016. Out of the said one time settlement, Canara Bank's share ₹ 2,045.70 million. Further, the Corporate Debtor has offered an additional settlement amount of ₹ 100.00 million exclusively to Canara bank. Canara Bank has June 12, 2025 has sanctioned the above referred settlement amount. Upon obtaining sanction of the onetime settlement from all COC members, the resolution professional has, on September 05, 2025, sought for withdrawal of the CIRP before the NCLT. The matter is currently pending.

6. Canara Bank had advanced credit facilities to IVRCL Limited ("**Corporate Debtor**"). Thereafter the Corporate Debtor was unable to clear the outstanding dues of Canara Bank and other creditors and the financial creditor initiated a Corporate Insolvency Resolution Process ("**CIRP**"), under the Insolvency and Bankruptcy Code, 2016, before National Company Law Tribunal, Hyderabad Bench ("**NCLT Hyderabad**"). NCLT Hyderabad, vide its order dated February 23, 2018 had admitted the CIRP, and appointed an interim resolution professional for the same. Further NCLT Hyderabad on July 26, 2019 passed an order for liquidation of the Corporate Debtor. Pursuant to that Canara Bank claimed amounts of ₹ 13,924.20 million. Canara Bank realized an amount of ₹ 175.10 million through liquidation proceeds. Liquidation is under progress. The matter is currently pending**.**

7. Canara Bank and erstwhile Syndicate Bank had advanced credit facilities to Shri Lakshmi Cotsyn Limited ("**Corporate Debtor**"). Thereafter the Corporate Debtor was unable to clear the outstanding dues of Canara Bank and other creditors, as a result, the financial creditor initiated a Corporate Insolvency Resolution Process ("**CIRP**"), under the Insolvency and Bankruptcy Code, 2016, before National Company Law Tribunal, Allahabad Bench ("**NCLT Allahabad**"). NCLT Allahabad, vide its order dated May 30, 2018 had admitted the CIRP, and appointed an interim resolution professional for the same. The claim of Canara Bank and erstwhile Syndicate Bank cumulatively amounts to ₹ 16,360.90 million. Further, the NCLT Allahabad, on July 1, 2020 passed an order for liquidation of the Corporate Debtor. Canara Bank filed claim of ₹ 16,360.90 million as on February 16, 2021. Liquidation is under progress. Canara Bank realized an amount of ₹ 400.25 million through liquidation proceeds. The matter is currently pending.

8. Canara Bank and erstwhile Syndicate Bank had advanced credit facilities to Jet Airways (India) limited ("**Corporate Debtor**"). Thereafter the Corporate Debtor was unable to clear the outstanding dues of Canara Bank and other creditor. A financial creditor initiated a Corporate Insolvency Resolution Process ("**CIRP**"), under the Insolvency and Bankruptcy Code, 2016, before National Company Law Tribunal, Mumbai ("**NCLT Mumbai**"). NCLT Mumbai, through its order dated June 20, 2019 had admitted petition and initiated the

CIRP, along with appointing an interim resolution professional. Canara Bank and erstwhile Syndicate Bank cumulatively claimed an amount of ₹ 13,845.03 million. Successful Resolution applicant failed to comply with the terms of payment and Hon'ble Supreme Court vide its orders dated October 10, 2024 dismissed the plan and ordered for Liquidating the Corporate Debtor. NCLT, Mumbai Vide orders dated November 26, 2024 approved the liquidation of Corporate Debtor along with appointment of Liquidator. Out of the total claim, Canara Bank has recovered an amount of ₹347.50 million. The matter is currently pending.

9. Canara Bank had advanced credit facilities to Transstroy (India) Limited (**"Borrower"**). The Borrower defaulted in the repayment of the credit facilities including the interest amount due to Canara Bank and was subsequently declared an NPA account on May 30, 2015. Additionally, Canara Bank also had claims against the Borrower for being the corporate guarantor of Transstroy Hoskote Dobbaspet Tollways Private Limited. Thereafter, Canara Bank initiated Corporate Insolvency Resolution Process ("**CIRP**") under the Insolvency and Bankruptcy Code, 2016 against the Borrower before National Company Law Tribunal Hyderabad ("**NCLT, Hyderabad**"). NCLT Hyderabad through its order dated October 10, 2018 admitted the petition, commenced CIRP and appointed an interim resolution professional. Further on September 18, 2019, the NCLT Hyderabad passed an order for liquidation of the Borrower. Pursuant to that Canara Bank submitted total claims worth ₹ 11,724.30 million as on September 18, 2019. All assets of Corporate Debtor stand realized and dissolution filed by Liquidator. Canara Bank realized ₹ 252.80 million from liquidation proceedings. The matter is currently pending.

10. Canara Bank had advanced credit facilities to Winsome Diamonds & Jewellery Limited ("**Corporate Debtor**"). Thereafter the Corporate Debtor was unable to clear the outstanding dues of Canara Bank and other creditors and subsequently the operational creditor initiated a Corporate Insolvency Resolution Process ("**CIRP**"), under the Insolvency and Bankruptcy Code, 2016, before National Company Law Tribunal, Ahmedabad ("**NCLT, Ahmedabad**"). NCLT Ahmedabad, through its order dated February 13, 2018, has initiated the process of CIRP and appointed an interim insolvency resolution professional. Further NCLT Ahmedabad on September 1, 2020 passed an order for liquidation of the Corporate Debtor. Canara Bank submitted a claim amounting to ₹ 23,979.50 million. Only NRRA Assets left for realization. Canara Bank realized ₹ 125.80 million from liquidation proceeds. The matter is currently pending.

11. Canara Bank had advanced credit facilities to Lanco Babandh Power Limited ("**Corporate Debtor**"). Thereafter the Corporate Debtor was unable to clear the outstanding dues of Canara Bank and other creditor. A financial creditor initiated a Corporate Insolvency Resolution Process ("**CIRP**"), under the Insolvency and Bankruptcy Code, 2016, before National Company Law Tribunal, Hyderabad Bench ("**NCLT Hyderabad**"). NCLT Hyderabad, through its order dated August 29, 2018 had admitted petition and initiated the CIRP, along with appointing an interim resolution professional. Further NCLT Hyderabad on November 27, 2019 passed an order for liquidation of the Corporate Debtor. Pursuant to that Canara Bank claimed a total amount of ₹ 11,247.50 million as on November 29, 2019. All assets sold during liquidation of the Corporate Debtor. Canara Bank received share of ₹ 337.20 million through liquidation proceeds. The matter is currently pending.

12. Canara Bank and erstwhile Syndicate Bank had advanced credit facilities, to Concast Steel & Power Limited ("**Corporate Debtor**"). Thereafter the Corporate Debtor was unable to clear the outstanding dues of Canara Bank and erstwhile Syndicate Bank and other creditors. An operational creditor initiated a Corporate Insolvency Resolution Process ("**CIRP**"), under the Insolvency and Bankruptcy Code, 2016, before National Company Law Tribunal, Kolkata ("**NCLT Kolkata**"). NCLT Kolkata through its order dated November 7, 2017 has initiated the process of CIRP and appointed an interim resolution professional. Further NCLT Kolkata passed an order for liquidation of the Corporate Debtor on September 26, 2018 ("**Order**"). Pursuant to the Order, Canara Bank and the erstwhile Syndicate Bank submitted claims worth ₹5,118.76 million for Canara Bank and ₹ 3,491.86 million for erstwhile Syndicate Bank towards the Corporate Debtor total amounting to ₹ 8,610.61 million of which it has received ₹ 353.10 million The matter is currently pending.

13. CRMF and Canara Bank, acting as its principal trustee ("**Plaintiffs**") filed a suit on October 20, 1992 ("**Suit**"), before the Special Court at Bombay, Constituted under the (Trial of Offences Relating to Transaction in Securities) Act,1992 ("**Special Court**") against the Bank of Karad Limited (through its provisional liquidator) ("**Defendant 1**"), Hiten P. Dalal ("**Defendant 2**"), Standard Chartered Bank ("**Defendant 3**") and Abhay Narottam ("**Defendant 4**") seeking delivery of securities purchased by the Plaintiffs from Defendant 1 through Defendant 2 or alternatively seeking money decree in respect of the amounts paid with respect to 11.50% Government of India 2008 bonds ("**Securities**") for face value of ₹ 583.90 million. The Plaintiffs alleged in the Suit that the securities general ledger transfer forms ("**SGLs**") aggregating to ₹ 583.90 million for sale of the Securities to Defendant 3, had not been cleared. The Special Court has erroneously dismissed the Suit, *inter alia*, on the ground of lack of oral evidence and on the ground that mere administering of interrogatories under Order XI Rule 1 of CPC, by way of order dated December 20, 2019 ("**Order 1"**). The

Plaintiffs filed a civil appeal dated January 17, 2020 before the Supreme Court against the Order. The matter is currently pending before the Supreme Court for hearing.

14. Canara Bank acting as principal trustee of the CRMF ("**Plaintiff**") filed a miscellaneous application on February 14, 2001 before the Special Court (Trial of Offences Relating to Transaction in Securities) Act,1992 ("**Special Court**") seeking declaration that CRMF is the owner of Debentures of Arvind Mills & Tata Chemicals aggregating to ₹ 583.90 million ("**Debentures**") having acquired from Hiten Dalal ("**Defendant 1**") and that the attachment levied by the Custodian of the Special Court ("**Defendant 2**"), on the said Debentures is not valid and therefore, should be vacated. By way of its order dated August 30, 2013, the Special Court directed Defendant 2 to refund ₹ 57.50 million paid in part payment by the Plaintiff towards the Debentures. Defendant 1 subsequently filed a miscellaneous application in March, 2017 seeking refund of ₹ 403.96 million from the Plaintiff which was allowed by the Special Court to the extent ₹ 130.52 million by way of its order dated April 30, 2020 ("**Order**"). The Plaintiff filed a civil appeal dated June 26, 2020 before the Supreme Court against the Order. The matter is currently pending before the Supreme Court for hearing.

15. Canara Bank, acting as its principal trustee of the CRMF ("**Plaintiff**") filed a civil suit dated August 6, 1994 before the Special Court ("**Special Court**") under the provisions of Section 10 (Trial of Offences Relating to Transaction in Securities) Act,1992 against Shrenik Kumarpal Jhaveri ("**Defendant 1**"), Pallav Sheth ("**Defendant 2**"), ITC Bhadrachalam Paperboards Ltd, ("**Defendant 3**"), ITC Ltd ("**Defendant 4**") and Official Assignee of the estate of Pallav Sheth and others ("**Defendant 5**") was concerning the transfer of shares and consideration amount of ITC Bhadrachalam Paper Boards Ltd subsidiary of ITC Limited ("**ITC-BPL**") (erstwhile issuer of 800,000 shares) which later on merged with ITC Limited. Defendants 1 and 2 were stockbrokers for the Plaintiff. In the proceedings before Special Court, the Custodian sought delivery of 894,705 shares of ITC Bhadrachalam Paperboards Ltd, which were misappropriated by Defendant Nos.1, 2 and 4 or in the alternative, a decree for a sum equivalent to ₹ 436.53 million. The Special Court held that Defendant Nos. 1 and 2 are responsible for non-delivery of shares and directed them to compensate the Plaintiff for an amount aggregating to ₹ 134.52 million with an interest rate at 12% per annum from the date of suit till payment or realisation for the same. CRMF filed a civil appeal against such order before the Supreme Court on July 8, 2020. The appeal is currently pending before the for hearing before the Supreme Court for hearing.

16. Canara Bank had advanced credit facilities to Gupta Power Infrastructure Limited ("Corporate Debtor"). Thereafter the Corporate Debtor was unable to clear the outstanding dues of Canara Bank and other creditors and hence, the financial creditors initiated a Corporate Insolvency Resolution Process ("CIRP"), under the Insolvency and Bankruptcy Code, 2016, before National Company Law Tribunal, Kolkata Bench ("NCLT Kolkata"). The total amount claimed to be in default is ₹ 28,881.18 million, out of which the outstanding claim by Canara Bank is ₹11,218.10 million. NCLT Kolkata, vide its order dated September 26, 2025 had admitted the application filed by the financial creditors for initiating the CIRP, and appointed an interim resolution professional for the same. The matter is pending and the next date is November 10, 2025.

For details of civil proceedings initiated by CRMF which are above the materiality threshold of the Company, where Canara Bank is a party, see "*Outstanding litigation in Material Developments- Civil proceedings by CRMF*" on page 423.

D. Litigation involving our Directors

Outstanding criminal litigation involving our Directors

Criminal proceedings initiated against our Directors

K Satyanarayana Raju

1. Brij Bala, the proprietor of M/s Printing Spares availed credit facilities from Canara Bank-Rajendra Park, Gurugram Branch against which property under the name of Brij Bala and Krishan Kumar was mortgaged. Eventually, the account was categorised as a Non-Performing Asset (NPA) pursuant to which the branch sold the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, ("**SARFAESI Act**"). The complainant alleged that the mortgaged property was sold with malafide intention at distress value and filed complaint with the police. Since, the police did not register a First Information Report (FIR), Brij Bala filed case under Section 156(3) of Code of Criminal Procedure seeking relief from the magistrate to direct the police to register a FIR in the matter. K Satyanarayana Raju, being a director of Canara Bank was thereby made a party to the case filed by the

complainant. Presently, Canara Bank has filed a reply consideration before the Chief Judicial Magistrate-First Class, Gurugram and the next date of hearing is on October 18, 2025. The matter is currently pending.

2. The Vasant Damodar Vankudre ("**Complainant**") worked as a clerk in Canara Bank (Vile Parle, East Mumbai) and took a voluntary retirement in 1997. As per the allegation, there was a deduction from the salary amount of bank employees for creation of the Corpus Fund for providing pension and for giving other benefits to retired employees which was duly provided to the Complainant. It has been alleged that there was a creation of an Indian Bank Association of different banks having no statutory recognition. It has appointed different committees and nominated different members which executed a bilateral agreement for updation of the pension amount. It has been further alleged that though Corpus Fund was created, no benefits were given to employees. The Complainant has filed case the said case for the alleged misappropriation of pension funds. The Complainant also requested the court to direct the concerned police station to register the complaint against all defendants which was rejected by the District and Sessions Court, Kolhapur on July 30, 2024. As application was rejected, he further prayed for investigation of the alleged offence of misappropriation by Economic Offences Wing (Kolhapur) under Superintendent of Police, Kolhapur pursuant to which the concerned court passed an order dated September 25, 2024 directing the Economic Offences Wing to investigate the matter. The matter in currently pending and the next date of hearing is November 4, 2025.

3. Rajan Jambu Mali ("**Complainant**"/ "**Borrower**") was sanctioned housing loan of ₹ 1.80 million. The account slipped into a Non-Performing Asset (NPA) due to non-repayment of arrears as on July 30, 2015. Thereafter, a notice was issued under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act) which stated that the amount of ₹ 2.48 million was due by the Borrower who was also liable to pay future interest rate at 9.25% per annum compounded monthly plus 2% penal interest together with other costs mentioned therein. In furtherance to the aforementioned details, the property attached for auction which was sold on December 26, 2024 and the amount was deposited by the purchaser on January 01, 2025. Pursuant to such sale, the Complainant has filed multiple civil suits and criminal cases against the Bank. The relevant courts are yet to take cognizance of the matter and no notice has been received by the Bank in the said matter, however as per records, December 19, 2025 is set as the next date of hearing before the Joint Civil Judge (Junior Division) and Judicial Magistrate of the First Class.

Santanu Kumar Majumdar

Rajan Jambu Mali ("**Complainant**"/ "**Borrower**") was sanctioned housing loan of ₹ 1.80 million. The account slipped into a Non-Performing Asset (**NPA**) due to non-repayment of arrears as on July 30, 2015. Eventually, a notice was issued under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (**SARFAESI Act**) which stated that the amount of ₹ 2.48 million was due by the Borrower who was also liable to pay future interest rate at 9.25% per annum compounded monthly plus 2% penal interest together with other costs mentioned therein. In furtherance to the aforementioned details, the property attached for auction which was sold on December 26, 2024 and the amount was deposited by the purchaser on January 01, 2025. Pursuant to such sale, the Complainant has filed multiple civil suits and criminal cases against the Bank. The relevant courts are yet to take cognizance of the matter and no notice has been received by the Bank in the said matter, however as per records, December 19, 2025 is set as the next date of hearing before the Joint Civil Judge (Junior Division) and Judicial Magistrate of the First Class.

Criminal proceedings initiated by our Directors

Nil

Actions by statutory or regulatory authorities against our Directors

Nil

Other pending material litigation involving our Directors

Civil proceedings against our Directors

K Satyanarayana Raju

1. Suresh Sharma ("**Plaintiff**") has filed a defamation suit against, inter alia, our Chairman and Non-Executive Director, Mr. K Satyanarayana Raju, and our Non-Executive Director ,Mr. Santanu Kumar Majumdar, before the Court of District and Sessions Judge, Indore (the "**Court**") seeking damages amounting to ₹10,000.00 million. The defamation suit was filed pursuant to actions initiated by Canara Bank under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI**"). In connection with the SARFAESI proceedings, the name of the Plaintiff, stated to be a director of the defaulting

borrowing company, was included in an e-auction notice published in a newspaper. The Plaintiff, in the defamation suit, has contended that he was neither a director nor a guarantor of the defaulting borrowing company and has alleged loss of reputation on account of the publication of his name. On July 12, 2025, an application of even date was filed by the defendants before the Court seeking removal of Mr. K Satyanarayana Raju, Mr. Santanu Kumar Majumdar and other officers of Canara Bank as defendants on the grounds that they were improperly and unnecessarily impleaded, having been named on account of their association as officials of Canara Bank and that no cause of action or facts have been pleaded against them. The matter is currently pending, and the next date of hearing is November 4, 2025. As this suit has been filed against our Directors solely in their capacity as directors of Canara Bank and not in their personal capacity, in the event of any adverse order, any liability arising therefrom is expected to be borne by Canara Bank.

2. Balwan Bhama ("**Applicant**") purchased an immovable property being auctioned by the Fancy Bazar Branch, Guwahati of the Bank under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2022 (SARFAESI Act) which was mortgaged by the defaulting borrower, for an amount of ₹ 61.10 million. It is alleged that the Applicant paid entire amount and the sale was subsequently confirmed. Thereafter, a sale certificate dated October 01, 2019 was issued by the Bank. The Applicant filed the said application before Permanent Lok Adalat, Public Utility Services, Hisar and prayed that bank may be directed to hand over all the original documents, including the legal search report, property documents and other relevant records submitted by the borrower at the time of availing the loan facility to the applicant. The matter is pending before the Permanent Lok Adalat and the next date of hearing is on October 13, 2025.

Santanu Kumar Majumdar

1. Suresh Sharma ("**Plaintiff**") has filed a defamation suit against, inter alia, our Chairman and Non-Executive Director, Mr. K Satyanarayana Raju, and our Non-Executive Director ,Mr. Santanu Kumar Majumdar, before the Court of District and Sessions Judge, Indore (the "**Court**") seeking damages amounting to ₹10,000.00 million. The defamation suit was filed pursuant to actions initiated by Canara Bank under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI**"). In connection with the SARFAESI proceedings, the name of the Plaintiff, stated to be a director of the defaulting borrowing company, was included in an e-auction notice published in a newspaper. The Plaintiff, in the defamation suit, has contended that he was neither a director nor a guarantor of the defaulting borrowing company and has alleged loss of reputation on account of the publication of his name. On July 12, 2025, an application of even date was filed by the defendants before the Court seeking removal of Mr. K Satyanarayana Raju, Mr. Santanu Kumar Majumdar and other officers of Canara Bank as defendants on the grounds that they were improperly and unnecessarily impleaded, having been named on account of their association as officials of Canara Bank and that no cause of action or facts have been pleaded against them. The matter is currently pending, and the next date of hearing is November 4, 2025. As this suit has been filed against our Directors solely in their capacity as directors of Canara Bank and not in their personal capacity, in the event of any adverse order, any liability arising therefrom is expected to be borne by Canara Bank.

Civil proceedings by our Directors

Nirmala Sridhar

Nirmala Sridhar, one of our Company's Directors, along with ten others ("**Petitioners**"), filed a civil suit dated July 28, 2022, before the Gujarat High Court ("**High Court**") against Bank of Baroda ("**Defendant**") for salary and service benefit parity. The petitioners were earlier serving in Dena Bank, Vijaya Bank, and Bank of Baroda. The Government of India ("**GOI**") decided to merge Dena Bank and Vijaya Bank in the Defendant Bank with effect from April 1, 2019. For Operational efficiency a Board-approved new position was created by the Defendant designated as General Manager – Chief Coordination ("**GM-CC**"), and the petitioners were selected as GM-CC after a board-approved interview process. On August 30, 2019, GOI allowed Public Sector Banks to introduce the position of Chief General Manger ("**CGM**") with increased pay scale. The issue originated when the request by the petitioner to the Defendant stating that GM-CC and CGM being identical posts with same roles and responsibilities, should also have similar pay structure with benefits, was not considered. The Petitioners then approached the High Court stating that roles of GM-CC and CGM being identical, the pay structure and all benefits including pension should also be identical. The matter is currently pending in the High Court.

E. Litigation involving our Key Managerial Personnel

Outstanding criminal litigation involving our Key Managerial Personnel

Criminal proceedings initiated against our Key Managerial Personnel

Nil

Criminal proceedings initiated by our Key Managerial Personnel

Nil

Actions by statutory or regulatory authorities against our Key Managerial Personnel

Nil

F. Litigation involving our Senior Management

Outstanding criminal litigation involving our Senior Management

Criminal proceedings initiated against our Senior Management

Nil

Criminal proceedings initiated by our Senior Management

Nil

Actions by statutory or regulatory authorities against our Senior Management

Nil

G. Tax proceedings involving our Company, Promoters and Directors

Set out herein below are details of outstanding claims relating to direct and indirect taxes involving our Company, Promoters and Directors, as of the date of this Red Herring Prospectus are disclosed below:

Nature of case	Number of cases	Demand amount involved* (in ₹ million)
Our Company		
Direct tax	1	33.44
Indirect tax	Nil	Nil
Promoters		
Direct tax	8	87,719.44
Indirect tax	58	21,005.10
Directors		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
CRMF		
Direct tax	Nil	Nil
Indirect tax	1	2.90

**To the extent quantifiable, excluding interest and penalty thereon*

Material Taxation Proceedings against our Company

Nil

Material Taxation Proceedings against our Promoters

1. Canara Bank filed an appeal on April 22, 2024 against the assessment orders passed under Section 143(3) of the Income Tax Act, 1961 dated March 27, 2024 for ₹ 14,204.11 million with the Commission of Income Tax (Appeals) "**CIT(A)**" for the following matters-(a) Disallowance of bad debts written off under Section 36(1)(vii) of the Income Tax Act, 1961; (b) Disallowance under Section 14A of the Income Tax Act, 1961; and (c) Disallowance of depreciation on overseas branch, inclusive of consequential interests levied by the assessing officer. The matter is currently pending before the CIT(A) and the next date of hearing is yet to be notified.

2. Canara Bank filed an appeal on May 20, 2021 with respect to the tax disputed amount of ₹ 28,744.63 million with the CIT(A) against the orders under Section 143(3) of the Income Tax Act, 1961 dated April 20, 2021for

the following matters- (a) Disallowance of bad & doubtful debts under Section 36(1)(viia) of the Income Tax Act, 1961; (b) Disallowance of write off of bad & doubtful debts claimed u/s 36(1)(vii) of the Income Tax Act, 1961; (c) Disallowance of excess claim of depreciation on Automated Teller Machine (ATM); (d) Disallowance of deduction claimed in respect of penalty levied by RBI; (e) Disallowance of Club Expenses incurred; and (d) Applicability of provisions of MAT under Section 115JB of theIncome Tax Act, 1961. The matter is currently pending before the CIT(A) and the next date of hearing is yet to be notified.

3. Canara Bank filed an appeal dated April 19, 2025 with respect to the tax disputes amounting to ₹44,627.11 million with the Commission of Income Tax (Appeals) against the AO order for the following matters the: (a) disallowance of bad and doubtful debts under Section36(1)(viia) of the Income Tax Act, 1961; (b) disallowance of write off of bad and doubtful debts claimed u/s36(1)(vii) of the Income Tax Act, 1961; (c) disallowance of excess claim of depreciation on of overseas branches. (d) disallowance of deduction claimed in respect of penalty levied by the RBI; (e) disallowance u/s 14A.The matter is currently pending. We are yet to get the hearing date

Material Taxation Proceedings against our Directors

Nil

Material Taxation Proceedings against CRMF

CRMF received a show cause cum demand notice ("**Notice**") dated June 28, 2025 from the Department of Revenue, Goods and Services Tax, Audit-I, Commissionerate, Mumbai ("**Department**") for the assessment years 2018-19 to 2022-23, under Section 74 of the Central Goods and Services Tax, 2017, Section 74 of Maharashtra Goods and Services Tax, 2017 and Section 20 of the Integrated Goods and Services Tax, 2017 alleging, amongst other things, non-payment of GST in relation to (i) charges recovered from investors under the Total Expense Ratio, (ii) transaction charges, deducted from investor subscriptions, (iii) other scheme income, and (iv) certain input-tax-credit matters, pursuant to GST audit of its records for the financial years 2018-19 to 2022-23 for an aggregate amount of ₹ 4,762.84 million. CRMF, has, by way of its reply dated September 15, 2025 made submissions to the Department and refuted the observations of the Notice. The matter is currently pending.

H. Outstanding dues to creditors

As per the Materiality Policy, creditors of our Company, shall be considered to be material ("**Material Creditors**") for the purpose of disclosure in this Red Herring Prospectus, if amounts due to such creditor by our Company is equal exceeds 5% of the total dues owed to creditors of our Company as at the end of the latest financial period included in the Restated Financial Information. The trade payables as at the end of the latest financial period included in the Restated Financial Information was nil. As on June 30, 2025, outstanding dues to micro, small and medium enterprises and other creditors were as follows:

S. No.	Type of creditor	No. of cases	Amount outstanding (₹ in million)
1.	Dues to micro, small and medium enterprises	Nil	Nil
2.	Dues to other creditors	Nil	Nil
	Total outstanding dues	Nil	Nil

As of June 30, 2025, there are no material creditors towards whom our Company has any outstanding dues. The details pertaining to outstanding dues to Material Creditors, if any, along with the name and amount involved for each such Material Creditor, will be uploaded are available on the website of our Company at https://www.canararobeco.com/company/shareholder-corner. It is clarified that such details available on our Company's website do not form a part of this Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company's website would be doing so at their own risk.

I. Litigation involving the Group Companies

As on date of this Red Herring Prospectus and in terms of the Materiality Policy, there is no pending litigation involving our Group Companies, the adverse outcome of which may have a material impact on our Company.

J. Material Developments

Except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 390, there have been no material developments, since the date of the last Restated Financial Information disclosed in this Red Herring Prospectus, any circumstances, which materially and adversely affect, or are likely to affect our trading or profitability of our Company or the value of our assets or our ability to pay our liabilities within the next 12 months.

K. Other Confirmations

There are no findings/ observations of any regulators that are material, and which need to be disclosed or non-disclosure of which may have a bearing on the investment decision. Further, our Company has not received any findings/ observations from SEBI pursuant to the Offer, as on the date of this Red Herring Prospectus.

For details of past inspection report and warning letters from SEBI, see "*Risk Factors – Internal Risk Factors - Our business is subject to extensive regulation, including periodic inspections by the Securities and Exchange Board of India ("SEBI"), and our non-compliance with existing regulations or SEBI's observations could expose us to penalties and restrictions in the business that we can undertake*" on page 34.

GOVERNMENT AND OTHER APPROVALS

*Our business requires various approvals, consents, licenses, registrations, and permits issued by relevant central and state authorities and regulatory authorities of the respective jurisdictions under various rules and regulations, each as amended. Our Company are required to obtain certain approvals in the ordinary course of business under applicable local laws. Set out below is an indicative list of all material approvals, licenses, consents, registrations, and permits obtained by our Company, as applicable, for the purpose of undertaking their respective businesses and operations of our Company ("**Material Approvals**"). Except as disclosed below, no further Material Approvals are required for carrying on the present business activities and operations of our Company. Certain Material approvals may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted or are in process of making such renewal applications in accordance with applicable requirements and procedures, and our Company has either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal applications in accordance with applicable law. We have also set out below (i) material approvals or renewals applied for but not received; and (ii) material approvals expired and renewal yet to be applied for. Additionally, unless otherwise stated herein, these Material Approvals are valid as on the date of this Red Herring Prospectus.*

For further details of risk associated with expiry, not obtaining , or delay in obtaining the requisite approvals or renewal of expired approvals, see "Risk Factors - We are required to obtain, renew or maintain certain statutory and regulatory permits and approvals required to operate our business, and if we fail to do so in a timely manner or at all, or these requirements are made more stringent, we may be unable to fully or partially operate our business, and our results of operations may be adversely affected." on page 59. Further, for further details in connection with the regulatory and legal framework applicable to our Company, within which we operate, see "History and Certain Corporate Matters", "Risk Factors", "Key Regulations and Policies" on pages 290, 32 and 272.

I. Approvals in relation to the Offer

For details in relation to the approvals and authorizations obtained by our Company in relation to the Offer, see *"The Offer"* and *"Other Regulatory and Statutory Disclosures- Authority for the Offer*" on pages 81 and 442, respectively.

II. Incorporation details of our Company

1. Certificate of incorporation dated March 2, 1993, issued by the RoC, to our Company, in its former name, being 'Canara Investment Management Services Limited'.
2. Certificate for commencement of business dated March 2, 1993, issued by the RoC, to our Company.
3. Fresh certificate of incorporation dated October 10, 2007, issued by the RoC, to our Company after it entered into a joint venture with Robeco Groep N.V., and the change of name to 'Canara Robeco Asset Management Company Ltd'.
4. The CIN of our Company is U65990MH1993PLC071003.

III. Material approvals relating to the business and operations of our Company

Registration certificate under the SEBI Mutual Fund Regulations

1. Certificate of registration dated October 19, 1993, granted by SEBI bearing registration number MF/004/93/4 to Canbank Mutual Fund (*currently known as Canara Robeco Mutual Fund*) and pursuant to the name change to Canara Robeco Mutual Fund, an endorsement of the name change was provided by SEBI on October 9, 2007 on the existing certificate of registration.
2. Approval dated October 19, 1993, granted by SEBI to Canbank Investment Management Services Limited, to act as the asset management company for Canbank Mutual Fund (*currently known as Canara Robeco Mutual Fund*), under the SEBI Mutual Fund Regulations.
3. No objection letter dated June 29, 2011, from SEBI to our Company in accordance with the SEBI Mutual Fund Regulations permitting our Company to provide offshore advisory services in accordance with Regulation 24(b) of the SEBI Mutual Fund Regulations.

4. No objection letter dated August 29, 2007, from SEBI to our Company in relation to the introduction of Robeco Groep N.V to act as the co-sponsor of Canbank Mutual Fund (*currently known as Canara Robeco Mutual Fund*).

Approvals in relation to our domestic mutual funds/schemes

1. Our Company has received final observation letters from SEBI, in relation to launching all its subsisting mutual fund schemes.

Approvals in relation to registration with clearing corporations

1. Certificate of registration dated February 18, 2025 (member code: R0030, registration code: ARCLA01030, trading code: 1000001030) issued by AMC Repo Clearing Limited to Canara Robeco Mutual Fund as direct client i.e., as a participant in the repo segment.

IV. Material approvals relating to our labour/employees, branch offices and offices located in co-working spaces

As on the date of this Red Herring Prospectus, we have a total of 50 offices, including 27 branch offices and 22 offices located in co-working spaces. Our top 25 offices, comprising 15 branch offices and 10 offices located in co-working spaces, have been identified based on the basis of their MAAUM contribution and geographical distribution. These top 25 offices contribute to 72.17 % of the total MAAUM as of and for the three months ended June 30, 2025 and 72.02 % of the of the total MAAUM as of and for the Fiscal 2025.

1. Certificate of registration of establishment issued under relevant shops and establishment legislations of respective states in which our branch offices and offices located in co-working spaces are located.

2. Registration under the Employees Provident Funds and Miscellaneous Provisions Act, 1952, bearing the code number MHBAN004020800X issued by the Employees Provident Fund Organisation.

3. Trade licences from the relevant authorities where our branch offices and offices in co-working spaces are located.

4. Group gratuity scheme dated August 23, 2024, issued by the Life Insurance Corporation of India in favour of our employees, which is valid till August 31, 2025.

V. Approvals from taxation authorities –

1. The permanent account number of our Company is AAACC2031J issued by the Income Tax Department, Government of India.

2. The tax deduction account number of our Company is MUMC10394G, issued by the Income Tax Department, Government of India.

3. Professional tax registrations under applicable state professional tax legislation have been obtained by our Company in the states where our branch offices and offices in co-working spaces are located.

4. GST registrations have been obtained by our Company for each state where our Company has a branch office and co-working space.

5. The Legal Entity Identifier code issued by the LEI India Limited of our Company is 335800MMCMT4ZYJMM121 is valid until September 28, 2026.

VI. Intellectual property

We do not own the trademarks “Canara” and “Robeco”, which are registered under various classes of the Trademarks Act, 1999, in favour of our Promoters, who own 100% of the shareholding of our Company as of the date of this Red Herring Prospectus.

Pursuant to a trademark license agreement dated September 26, 2007 between Canara Bank, one of our Promoters, and our Company ("**Canara 2007 Agreement**"), Canara Bank granted a non-exclusive, non-transferable, royalty free license to our Company to use the "Canara Bank" trademark and logo ("**Canara Trademark**") for the purpose of, including but not limited to, preparing, branding, marketing and distributing the fund units of the Canara Robeco Mutual Fund ("**CRMF**") in India. Subsequently, pursuant to a trademarks license agreement dated April 22, 2025 ("**Canara 2025 Agreement**") amongst Canara Bank, our Company and CRMF Trustee Private Limited (together with our Company, the "**Licensees**"), the Canara 2007 Agreement will terminate upon completion of the Offer, and the Licensees shall be provided a non-exclusive, non-transferable, non-assignable, non-sublicensable, royalty-free license to use the Canara Trademark, only in combination with the Robeco Trademark (defined below), and consistent with its past usage for the purposes of preparing, branding, marketing and distributing fund units of CRMF, as part of their corporate names (as applicable), domain names and in their corporate material. In accordance with the Canara 2025 Agreement, our Company has agreed to formulate a brand transition plan with an objective to transition to a new brand within the term of the Canara 2025 Agreement such that the new brand does not incorporate any elements of the Canara Trademark or marks which are deceptively similar to the Canara Trademark. The Canara 2025 Agreement is a fixed term agreement and shall terminate, amongst other things, upon the expiration of a period of two years from the date of the agreement, However, in the event either or both of the Licensees have not transitioned away from the Canara Trademark to a new brand within such time, the Canara 2025 Agreement may be extended by one year, in accordance with the terms of the Canara 2025 Agreement.

Furthermore, pursuant to a trademark license agreement dated September 26, 2007 between OCE (formerly known as Robeco Groep N.V.) one of our Promoters, and our Company ("**Robeco 2007 Agreement**"), and subsequently, (upon all the Robeco trademarks being transferred from OCE to Robeco Holding B.V. ("**Robeco Holding**")), an inter-company trademark license agreement dated June 1, 2017 ("**Robeco 2017 Agreement**") between Robeco Holding, our Company and certain other parties, Robeco Holding granted a non-exclusive, non-transferable, royalty free license to our Company to use the "Robeco" trademark and logo ("**Robeco Trademark**") for the purpose of, including but not limited to, preparing, branding, marketing and distributing the fund units of CRMF in India. Subsequently, pursuant to a trademarks license agreement dated April 24, 2025 ("**Robeco 2025 Agreement**") amongst Robeco Holding, our Company and CRMF Trustee Private Limited (together with our Company, the "**Licensees**"), the Robeco 2007 Agreement and Robeco 2017 Agreement will terminate with effect upon completion of the Offer, and the Licensees shall be provided a non-exclusive, non-transferable, non-assignable, non-sublicensable, royalty-free license to use the Robeco Trademark only in combination with the Canara Trademark, and consistent with its past usage for the purposes of preparing, branding, marketing and distributing fund units of CRMF, as part of their corporate names (as applicable), domain names and in their corporate materials. In accordance with the Robeco 2025 Agreement, our Company has agreed to formulate a brand transition plan with an objective to transition to a new brand within the term of the Robeco 2025 Agreement such that the new brand does not incorporate any elements of the Robeco Trademark or marks which are deceptively similar to the Robeco Trademark. The Robeco 2025 Agreement is a fixed term agreement and shall terminate, amongst other things, upon the expiration of a period of two years from the date of the agreement, However, in the event either or both of the Licensees have not transitioned away from the Robeco Trademark to a new brand within such time, the Robeco 2025 Agreement may be extended by one year, in accordance with the terms of the Robeco 2025 Agreement.

For details, see "*Risk Factors – Internal Risks - We have licensed the trademarks "Canara" and "Robeco" from Canara Bank and Robeco Holding, respectively and the termination of the trademark license agreements could adversely impact our business and results of operations. If we are unable to transition away from these trademarks to new brand(s) within the prescribed timelines, this could prevent marketing and distribution of our schemes under these arrangements.*" and "*History and Certain Corporate Matters – Shareholders' agreements and other material agreements*" on page 40 and 292.

Domain names registration

Our Company has a registered domain name for the domain 'Canararobeco.com'.

VII. Pending Material Approvals

A. Material approvals or renewal for which applications are currently pending

As on the date of this Red Herring Prospectus, there are no other Material Approvals for which fresh/renewal applications have been made.

B. Material approvals which have expired for which applications are yet to be applied for

As on the date of this Red Herring Prospectus, there are no other Material Approvals which have expired for which applications are yet to be applied for.

C. Material Approvals required but not obtained or applied for

As on the date of this Red Herring Prospectus, there are no other Material Approvals required but not obtained or applied for.

GROUP COMPANIES

As per the SEBI ICDR Regulations, the term 'group companies', for the purpose of identification and disclosure in the Offer Documents, shall include:

(i) such companies (other than our Promoters) with which there were related party transactions in accordance with Ind AS 24, during the period for which financial information will be disclosed in the Offer Documents, and

(ii) any other companies considered material by our Board of Directors.

Accordingly, for (i) above, all such companies with which there were related party transactions during the periods covered in the Restated Financial Information, as covered under the applicable accounting standards, shall be considered as group companies in terms of the SEBI ICDR Regulations.

Further, pursuant to the Materiality Policy adopted by way of resolution dated April 24, 2025 passed by our Board, other than the companies categorized under (i) above, a company shall be considered "material" and will be disclosed as a "group company" if such company forms part of the Promoter Group and with which there were transactions in the most recent financial year or the relevant stub period, which individually or in the aggregate, exceed 10% of the total revenue from operations of the Company, as per the Restated Financial Information for that period.

Accordingly, on the basis of the above, the following companies have been identified as our Group Companies ("**Group Companies**"):

1. Canbank Computer Services Limited;
2. Canara HSBC Life Insurance Company Limited; and
3. Robeco Hongkong Limited.

Details of our Group Companies

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Companies for the previous three financial years, extracted from their audited financial statements is available at the websites indicated below.

Such information provided on the Company's website does not constitute a part of this Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider to purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

Neither our Company nor any of the BRLMs or the Promoter Selling Shareholders nor any of the Company's or BRLMs' respective directors, employees, affiliates, associates, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained on the website given below.

Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations.

A) Details of our Group Companies

1. Canbank Computer Services Limited

Registered Office

The registered office of Canbank Computer Services Limited is located at No.218, 1st Floor, J P Royale, 2nd Main, Sampige Road, Bangalore – 560 003, Karnataka, India.

Financial Information

In accordance with the SEBI ICDR Regulations, certain financial information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of Canbank Computer Services Limited for the Fiscals 2025, 2024

and 2023 are available on the websites at https://ccsl.co.in/Finance.html and are also accessible through the following QR code:  .

2. Canara HSBC Life Insurance Company Limited

Registered Office

The registered office of Canara HSBC Life Insurance Company Limited is located at 8th Floor, Unit No. 808-814, Ambadeep Building, Kasturba Gandhi Marg, Connaught Place, Central Delhi, New Delhi-110 001, Delhi, India.

Financial Information

The financial information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of Canara HSBC Life Insurance Company Limited for the Fiscals 2025, 2024 and 2023 are available on the website at https://www.canarahsbclife.com/public-disclosures, and are also accessible through the following QR code :  .

3. Robeco Hongkong Limited

Registered Office

Robeco Hongkong Limited was incorporated in Hong Kong. The registered office of Robeco Hongkong Limited is Rooms 2704-07, 27th Floor, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong.

Financial Information

The financial information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of Robeco Hongkong Limited for the Fiscals 2025, 2024 and 2023 are available on the website at https://www.canararobeco.com/company/shareholder-corner/group-companies-financials/, and are also accessible through the following QR code:  .

B) Litigation

As on the date of this Red Herring Prospectus, there is no outstanding litigation involving our Group Companies which has a material impact on our Company.

C) Common pursuits

Except for Robeco Hongkong Limited, which is in the same line of business, there are no common pursuits amongst our Group Companies and our Company. We shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, as and when they may arise.

D) Related business transactions within our Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in "*Summary of the Offer Document - Summary of Related Party Transactions*" and "*Financial Information – Restated Financial Information – Note 41 – Related Party Transactions*" beginning on pages 22 and 373, respectively, there are no other related business transactions between our Group Companies and our Company.

E) Business Interest

Except in the ordinary course of business and as stated in *"Summary of the Offer Document – Summary of Related Party Transactions"* and "*Restated Financial Information –Note 41 – Related party Transactions*" beginning on pages 22 and 373, respectively, none of our Group Companies have any business interest in our Company.

F) Nature and extent of interest of our Group Companies

a) In the promotion of our Company

Our Group Companies do not have any interest in the promotion of our Company.

b) In the properties acquired by us in the preceding three years before filing this Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested, directly or indirectly, in the properties acquired by our Company in the three years preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company.

c) In transactions for acquisition of land, construction of building and supply of machinery, etc.

Our Group Companies are not interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, etc. entered into by our Company.

Other Confirmations

Our Group Companies do not have any securities listed on any stock exchange. Further, our Group Companies have not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Red Herring Prospectus.

None of our Group Companies are non for profit organizations.

Our Company does not operate in a business which requires supply of raw materials. Hence, neither our Group Companies nor any of their directors are interested in, and there is no conflict of interest with any third-party service providers (which are crucial for operations of the Company.

There is no conflict of interest between the lessors/owners of any immovable properties of our Company (who are crucial for the operations of our Company) and our Group Companies and their directors.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board of Directors have taken on record the consent of the Promoter Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on April 24, 2025. Further, our Board of Directors, at its meeting dated March 28, 2025, has authorized the Offer. Our Board has approved the Draft Red Herring Prospectus in its meeting dated April 24, 2025, and has approved this Red Herring Prospectus pursuant to a resolution dated October 3, 2025.

Each of the Promoter Selling Shareholders has confirmed and approved its respective participation in the Offer for Sale in relation to its respective portion of the Offered Shares, as set out below:

S.No.	Name of the Promoter Selling Shareholder	No. of Offered Shares	Date of the consent letter	Date of corporate authorisation/board resolution
1.	Canara Bank Limited	25,924,266	April 23, 2025	March 26, 2025 read with Board note dated April 19, 2025
2.	ORIX Corporation Europe N. V.	23,930,091	April 18, 2025	April 16, 2025

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares, pursuant to letters each dated June 25, 2025.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoters, the persons in control of our Company, members of the Promoter Group, Directors and persons in control of our Promoters are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are, in any manner, associated with the securities market, as on the date of this Red Herring Prospectus.

Our Company, Promoters or Directors have neither been declared as Wilful Defaulters or Fraudulent Borrowers 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 RBI.

Our Promoters and Directors have not been declared as Fugitive Economic Offenders.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner including securities market related business. Further, no outstanding action has been initiated against any of our Directors by SEBI in the five years preceding the date of this Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, our Directors, and the members of our Promoter Group confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- Our Company has an average operating profit of at least ₹150 million, calculated on a restated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated basis; and
- Our Company has not changed its name in the last one year prior to the date of this Red Herring Prospectus.

Unless stated otherwise, the computation of restated net tangible assets including restated monetary assets as a percentage of the restated net tangible assets, composition of restated net tangible assets and composition of restated monetary assets, based on the Restated Financial Information for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023, are as follows:

Description	As at / For March 31		
	2025	2024	2023
Restated Net Tangible Assets [(1)] (₹ in million)	6,709.10	5,159.14	3,766.16
Restated Monetary Assets [(2)] (₹ in million)	2.89	18.40	13.50
% of Restated Monetary Assets to Restated Net Tangible Assets (in %)	0.04%	0.36%	0.36%
Restated Operating profit[(3)] (₹ in million)	2590.56	1,963.61	1,087.37
Average Restated Operating profit (₹ in million)	1,880.51		
Restated Net-worth[(4)] (₹ in million)	6,000.56	4,544.89	3,285.49

Notes:

(1) "Net tangible assets" means the sum of all net assets of the Company as per the Restated Financial Information excluding Intangible Assets (as per IND AS- 38), as defined under the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015)

(2) "Monetary Assets" means cash in hand, balance with bank in current and deposit account (net of bank deposits not considered as cash and cash equivalent)

(3) "Operating Profit" means the profit before finance costs, other income and tax expenses.

(4) "Net worth" means the aggregate value of paid-up share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, derived from the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

For further details, see "*Other Financial Information*" on page 385.

We are currently eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulations 6(1) of the SEBI ICDR Regulations. Accordingly, in terms of Regulation 32(1) of the SEBI ICDR Regulations we are required to allocate: (i) not more than 50% of the Offer to QIBs, 5% of which shall be allocated to Mutual Funds exclusively; (ii) not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion; and (iii) not less than 35% of the Offer to RIBs, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, in accordance with the conditions specified in Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Offer shall be not less than 1,000 failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable.

Each of the Promoter Selling Shareholders has confirmed that it has held its portion of Offered Shares for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus and that it is in compliance with Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.

Further, our Company confirms that it is not ineligible to undertake the Offer, in terms of Regulation 5 of the

SEBI ICDR Regulations, to the extent applicable.

The details of compliance with Regulation 5 and Regulation 7 (1) of the SEBI ICDR Regulations are as follows:

a. None of our Company, our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI;
b. None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI;
c. Neither our Company nor our Promoters or Directors have been identified as a Wilful Defaulter or a Fraudulent Borrower;
d. Neither our Promoters nor our Directors have been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018);
e. There are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Red Herring Prospectus;
f. Our Company, along with the Registrar to the Company, has entered into tripartite agreements dated December 17, 2024 and April 22, 2025 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;
g. The Equity Shares of our Company held by our Promoters are in dematerialised form;
h. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Red Herring Prospectus;

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, SBI CAPITAL MARKETS LIMITED, AXIS CAPITAL LIMITED AND JM FINANCIAL LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE BIDDERS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED APRIL 24, 2025, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer have been complied with at the time of filing of this Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Promoter Selling Shareholders, Directors and Book Running Lead Managers

Our Company, our Promoters, Directors and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website https://www.canararobeco.com/or the website of any affiliate of our Company, would be doing so at their own risk.

The Book Running Lead Managers accepts no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement.

All information to the extent required in relation to the Offer shall be made available by our Company and the Book Running Lead Managers to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, the Book Running Lead Managers and their respective directors, partners, officers, agents, affiliates, trustees and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters, the Book Running Lead Managers and their respective directors, partners, officers, agents, affiliates, trustees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and its associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Promoters, members of the Promoter Group, our Group Companies and their respective directors and officers, partners, trustees, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, our Promoters, members of the Promoter Group, our Group Companies and each of their respective directors and officers, partners, agents, trustees, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity. None of the Promoter Selling Shareholders accept responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website https://www.canararobeco.com/, or the respective websites of our Promoter, Promoter Group or any affiliate of our Company would be doing so at his or her own risk. Each of the Promoter Selling Shareholders, its directors, affiliates, associates, and officers accept no responsibility for any statements made in this Red Herring Prospectus, other than those specifically made or confirmed by such Promoter Selling Shareholder in relation to itself as a Promoter Selling Shareholder and its portion of the Offered Shares.

Bidders will be required to confirm and will be deemed to have represented to the Promoter Selling Shareholders and its directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Promoter Selling Shareholders and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks

(subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, state industrial development corporations, permitted insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, permitted provident funds with a minimum corpus of ₹ 250 million (subject to applicable law), multilateral and bilateral development financial institutions and pension funds (registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, with a minimum corpus of ₹ 250 million), National Investment Fund, insurance funds set up and managed by the army and navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India, systemically important NBFCs registered with the RBI, accredited investors (as defined under Regulation 2(1)(ab) of the AIF Regulations, for the limited purpose of their investment in Angel Funds registered with SEBI, under the AIF Regulations) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Red Herring Prospectus does not, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Neither the delivery of this Red Herring Prospectus nor the offer of the offered shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date of this Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and transfer restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States to non-U.S. persons (as defined in Regulation S) in offshore transactions as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction. There will be no public offering in the United States.

All Other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of the Draft Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with our Company and the Book Running Lead Managers that it has received a copy of this Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(a) the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

(b) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to the Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

(c) the purchaser is a non-U.S. person (as defined in Regulation S)

(d) the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

(e) our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

(f) the purchaser acknowledges that our Company, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of BSE

As required, a copy of the Draft Red Herring Prospectus had been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is as set forth below by way of its in-principle approval dated June 25, 2025:

"*BSE Limited (the Exchange") has given vide its letter dated June 25, 2025, permission to this Company to use the Exchange s name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:-*

a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
b. warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
c. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer clause of NSE

As required, a copy of the Draft Red Herring Prospectus had been submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is as set forth below by way of its in-principle approval dated June 25, 2025.

"*As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/5392 dated June 25, 2025, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.*

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. NSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the listing and trading permission is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the Bidders in pursuance of this Red Herring Prospectus in accordance with applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed by SEBI. Each of the Promoter Selling Shareholders confirms that it shall extend reasonable support and co-operation (to the extent of its portion of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange. If our Company does not Allot the Equity Shares within two Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable law.

Consents

Consents in writing of: (a) our Directors, our Company Secretary and Compliance Officer, banker(s) to the Company, legal counsel to the Company, the Book Running Lead Managers, the Registrar to the Offer, Statutory Auditors, in their respective capacities, have been obtained; (b) consents of the Monitoring Agency; the Syndicate Members and the Banker(s) to the Offer, to act in their respective capacities, have been obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under the Companies Act, and such consents, have not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent dated September 20, 2025, from CRISIL Limited, for inclusion of *"Assessment of Mutual Fund industry in India" ("**CRISIL Report**")* dated September, 2025 in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Experts to the Offer

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

i. Our Company has received written consent dated September 22, 2025 from Borkar & Mazumdar, Chartered Accountants, to include its name as required under section 26(5) of the Companies Act, read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act to the extent and in its capacity as our Statutory Auditor, and in respect of (i) its examination report dated September 20, 2025, on our Restated Financial Information; and (ii) their report dated September 22, 2025 on the statement of tax benefits in this Red Herring Prospectus and such

consent has not been withdrawn as on the date of this Red Herring Prospectus.

ii. Our Company has received written consent dated September 22, 2025 from M/s G. P. Kapadia & Co., Chartered Accountants, to include its name as an independent chartered accountant as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations and as an "expert" as defined under Section 2(38) of the Companies Act, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

iii. Our Company has received written consent dated October 3, 2025 from Mehta & Mehta, Company Secretaries to include their name as the independent practicing company secretary as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations and as an "expert" as defined under Section 2(38) of the Companies Act, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act.

The above-mentioned consents have not been withdrawn as on the date of this Red Herring Prospectus.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associate during the last three years

Except as disclosed in "*Capital Structure"* on page 99, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus. As on the date of this Red Herring Prospectus, our Group Companies do not have any securities listed on any stock exchange, and our Company does not have any subsidiary or associate.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares for last five years by our Company.

Performance *vis-à-vis* objects – Public/ rights issue of our Company

Our Company has not undertaken a public or rights issue, as defined under the SEBI ICDR Regulations, in the five years preceding the date of this Red Herring Prospectus.

Performance *vis-à-vis* objects – Public/ rights issue of the listed subsidiaries/listed corporate Promoters of our Company

As on the date of this Red Herring Prospectus, our Company does not have any listed subsidiaries. Further, as on the date of this Red Herring Prospectus, one of our Promoters, *i.e.,* Canara Bank is listed on the Stock Exchanges, however, it has not undertaken a public or a rights issue during the last five years.

Price information of past issues handled by the Book Running Lead Managers

A. SBI Capital Markets Limited

1. Price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year) handled by SBI Capital Markets Limited:

Sr. No.	Issue Name**	Issue Size (₹ Mn.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Trualt Bioenergy Limited @	8,392.80	496.00	October 03, 2025	550.00	-	-	-
2	Seshaasai Technologies Limited@ (1)	8,130.74	423.00	September 30, 2025	436.00	-	-	-
3	Solarworld Energy Solutions Limited#	4,900.00	351.00	September 30, 2025	388.50	-	-	-
4	JSW cement Limited#	36000.00	147.00	August 14, 2025	153.50	+1.17% [+1.96%]	-	-
5	National Securities Depository Limited@(2)	40,109.54	800.00	August 06, 2025	880.00	+54.48% [+0.22%]	-	-
6	Schloss Bangalore Limited#	35,000.00	435.00	June 02, 2025	406.00	-6.86% [+3.34%]	-8.17% [-1.17%]	-
7	Belrise Industries Limited#	21,500.00	90.00	May 28, 2025	100.00	+14.08% [+3.22%]	+58.30% [+0.87%]	-
8	Ajax Engineering Limited#(3)	1,269.35	629.00	February 17, 2025	576.00	-2.86% [-0.55%]	+6.78% [+8.97%]	+12.42% [7.28%]
9	Laxmi Dental Limited@	6980.58	428.00	January 20, 2025	528.00	-18.04% [-1.44%]	-4.98% [+1.92%]	+12.24% [+6.08%]
10	Ventive Hospitality Limited#(4)	16,000.00	643.00	December 30, 2024	716.00	+5.51% [-2.91%]	+10.80% [-0.53%]	+7.10% [+8.43%]

Source: www.nseindia.com and www.bseindia.com

Notes:

* *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days isa trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*

** *The information is as on the date of this document.*
* *The information for each of the financial years is based on issues listed during such financial year.*
@ *The S&P BSE SENSEX index is considered as the Benchmark Index, BSE being the designated stock exchange*
The Nifty 50 index is considered as the Benchmark Index, NSE being the designatsed stock exchange

1. *Price for eligible employee was ₹ 383.00 per Equity Share*
2. *Price for eligible employee was ₹ 724.00 per Equity Share*
3. *Price for eligible employee was ₹ 570.00 per Equity Share*
4. *Price for eligible employee was ₹ 613.00 per Equity Share*

2. Summary statement of price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year) handled by SBI Capital Markets Limited:

Financial Year	Total no. of IPOs #	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26*	4	1,32,609.54	-	-	1	1	-	2	-	-	-	-	-	-
2024-25	16	4,00,550.30	-	-	6	6	3	1	-	1	5	5	1	4
2023-24	12	1,32,353.46	-	-	6	2	3	1	-	-	3	5	2	2

* *The information is as on the date of this Offer Document.*
\# *Date of Listing for the issue is used to determine which financial year that particular issue falls into*

B. **Axis Capital Limited**

1. Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Atlanta Electricals Limited#(1)	Atlanta Electricals Limited#(1)	6,873.41	754.00	29-Sep-25	858.10	-	-
2	Euro Pratik Sales Limited@ (2)	Euro Pratik Sales Limited@ (2)	4,513.15	247.00	23-Sep-25	272.10	-	-
3	Bluestone Jewellery And Lifestyle Limited(2)	Bluestone Jewellery And Lifestyle Limited(2)	15,406.50	517.00	19-Aug-25	510.00	+15.13%, [+1.40%]	-
4	JSW Cement Limited(2)	JSW Cement Limited(2)	36,000.00	147.00	14-Aug-25	153.50	+1.17%, [+1.96%]	-
5	National Securities Depository Limited*(1)	National Securities Depository Limited*(1)	40,109.54	800.00	06-Aug-25	880.00	+54.48%, [+0.22%]	-
6	Oswal Pumps Limited(2)	Oswal Pumps Limited(2)	13,873.40	614.00	20-Jun-25	634.00	+17.96%, [-0.57%]	+29.28%, [+0.87%]
7	Schloss Bangalore Limited(2)	Schloss Bangalore Limited(2)	35,000.00	435.00	02-Jun-25	406.00	-6.86%, [+3.34%]	-8.17%, [-1.17%]
8	Belrise Industries Limited(2)	Belrise Industries Limited(2)	21,500.00	90.00	28-May-25	100.00	+14.08%, [+3.02%]	+58.30%, [+0.87%]
9	Ather Energy Limited$(2)	Ather Energy Limited$(2)	29,808.00	321.00	6-May-25	328.00	-4.30%, [+0.99%]	+8.19%, [+0.76%]
10	Carraro India Limited(2)	Carraro India Limited(2)	12,500.00	704.00	30-Dec-24	651.00	-27.73%, [-2.91%]	-56.10%, [-0.53%]

Source: www.nseindia.com and www.bseindia.com

(1)BSE as Designated Stock Exchange

(2)NSE as Designated Stock Exchange

Offer Price was ₹ 684.00 per equity share to Eligible Employees

@ Offer Price was ₹ 234.00 per equity share to Eligible Employees

** Offer Price was ₹ 724.00 per equity share to Eligible Employees*

$ Offer Price was ₹ 291.00 per equity share to Eligible Employees

Notes:

a. Issue Size derived from Prospectus/final post issue reports, as available.

b. The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
c. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2025-2026*	9	203,084.00	-	-	2	1	-	4	-	-	-	-	-	-
2024-2025	20	445,928.65	-	1	2	7	6	4	-	3	3	9	1	4
2023-2024	18	218,638.22	-	-	4	2	6	6	-	-	3	7	4	4

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

C. JM Financial Limited

1. Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by JM Financial Limited:

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Urban Company Limited*[12]	19,000.00	103.00	September 17, 2025	162.25	Not Applicable	Not Applicable	Not Applicable
2.	Vikram Solar Limited*	20,793.69	332.00	August 26, 2025	338.00	-1.48% [1.40%]	Not Applicable	Not Applicable
3.	JSW Cement Limited*	36,000.00	147.00	August 14, 2025	153.50	1.17% [1.96%]	Not Applicable	Not Applicable
4.	Brigade Hotel Ventures Limited*[11]	7,596.00	90.00	July 31, 2025	81.10	-3.22% [-1.38%]	Not Applicable	Not Applicable
5.	GNG Electronics Limited*	4,604.35	237.00	July 30, 2025	355.00	42.55% [-1.42%]	Not Applicable	Not Applicable
6.	Indiqube Spaces Limited*[7]	7,000.00	237.00	July 30, 2025	216.00	-9.64% [-1.42%]	Not Applicable	Not Applicable
7.	Anthem Biosciences Limited#[9]	33,950.00	570.00	July 21, 2025	723.10	43.54% [-0.68%]	Not Applicable	Not Applicable
8.	Smartworks Coworking Spaces Limited*[10]	5,825.55	407.00	July 17, 2025	435.00	11.79% [-1.91%]	Not Applicable	Not Applicable
9.	HDB Financial Services Limited*	1,25,000.00	740.00	July 2, 2025	835.00	2.51% [-2.69%]	1.10%[-3.22%]	Not Applicable
10.	Kalpataru Limited*[8]	15,900.00	414.00	July 1, 2025	414.00	-2.83% [-2.69%]	-9.66% [0.44%]	Not Applicable

Source: www.nseindia.com and www.bseindia.com

BSE as Designated Stock Exchange

** NSE as Designated Stock Exchange*

Notes:

1. *Opening price information as disclosed on the website of the Designated Stock Exchange.*
2. *Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.*
3. *For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of Rs. 22 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
8. *A discount of Rs. 38 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
9. *A discount of Rs. 50 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
10. *A discount of Rs. 37 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
11. *A discount of Rs. 3 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
12. *A discount of Rs. 9 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
13.

Summary statement of price information of past issues handled by JM Financial Limited:

Financial Year	Total no. of IPOs	Total funds raised (` Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2025-2026	15	3,67,872.20	-	1	4	-	3	4	-	-	-	-	-	-
2024-2025	13	2,55,434.10	-	-	5	5	2	1	1	3	1	4	1	2
2023-2024	24	2,88,746.72	-	-	7	4	5	8	-	-	5	7	5	7

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the Book Running Lead Managers at www.sbicaps.com, www.axiscapital.co.in and www.jmfl.com.

For further details in relation to the BRLMs, see "*General Information – Book Running Lead Managers*" on page 88.

Stock Market Data of the Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove. All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable provisions of the SEBI ICDR Regulations. Bidders can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations, non-receipt of funds by electronic mode etc.

For Offer related grievance investors may contact the Book Running Lead Managers, details of which are given in "*General Information*" on page 87.

SEBI, by way of the SEBI ICDR Master Circular read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("**March 2021 Circular**") read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 ("**June 2021 Circular**") and amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Master Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and any subsequent circulars, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, as applicable has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Subsequently, SEBI vide its June 2021 Circular, modified the process timelines and extended the implementation timelines for certain measures introduced by the March 2021 Circular.

As per the SEBI ICDR Master Circular read with March 2021 Circular read with the June 2021 Circular and amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each to the extent applicable and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) periodic sharing of statistical details of mandate blocks/unblocks, performance of apps and UPI handles, network latency or downtime, etc., by the Sponsor Banks to the intermediaries forming part of the closed user group vide email; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for nonallotted/ partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

In terms of SEBI ICDR Master Circular read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with the SEBI ICDR Master Circular read with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.

Separately, pursuant to the SEBI ICDR Master Circular and the March 2021 Circular (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual unblock

In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the SCSBs and the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022,(to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, the payment of processing

fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Disposal of Investor Grievances by our Company

Our Company shall obtain authentication on the SEBI SCORES platform and will comply with the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor grievances in the last three Fiscal Years prior to the filing of this Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Red Herring Prospectus. Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ashutosh Pramod Vaidya, as the Company Secretary and Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "*General Information*" on page 87.

Our Company has also constituted a Stakeholders' Relationship Committee comprising of Ravindran Menon, Santanu Kumar Majumdar and Tim Van Hest as members, to review and redress shareholder and investor grievances. For details, see "*Our Management - Committees of our Board*" on page 303.

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

Our Company has not sought nor applied for any exemption from SEBI from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares of face value of ₹ 10 each being offered and Allotted pursuant to the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, the MoA, the AoA, the SEBI Listing Regulations, the terms of this Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of this Offer. The Equity Shares of face value of ₹ 10 each shall also be subject to applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other governmental, statutory or regulatory authorities while granting its approval for the Offer, to the extent and for such time as these continue to be applicable.

The Offer

The Offer comprises of a offer for sale of Equity Shares of our Company. For details in relation to the Offer expenses borne by our Company, see "*Objects of the Offer*" on page 126.

Ranking of the Equity Shares

The Allottees upon Allotment pursuant to the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares being offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, our MoA and AoA and shall be *pari passu* with the existing Equity Shares, including in respects including voting and right to receive dividend and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with applicable law. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 493.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of the Companies Act, the MoA and AoA and provisions of the SEBI Listing Regulations and any guidelines or directives that may be issued by the Government of India in this respect other applicable laws. Any dividends, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" beginning on pages 326 and 493, respectively.

Face Value, Offer Price, Floor Price, Cap Price and Price Band

The face value of each Equity Share is ₹10 per Equity Share. The Floor Price is ₹ [●] per Equity Share, the Cap Price is ₹ [●] per Equity Share and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band, and the minimum Bid Lot size for the Offer will be decided by our Company in consultation with the BRLMs, and will be advertised in all editions of Financial Express (a widely circulated English daily national newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Navshakti (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located)each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Managers, after the Bid/ Offer Closing Date on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Memorandum of Association and the Articles of Association of and other applicable laws.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting sub-division, see "*Description of Equity Shares and Terms of Articles of Association*" on page 493.

Allotment of Equity Shares only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations and the SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated December 17, 2024 amongst our Company, NSDL and Registrar to the Company; and

- Tripartite agreement dated April 22, 2025 amongst our Company, CDSL and Registrar to the Company. For details in relation to the Basis of Allotment, see "*Offer Procedure*" on page 470.

Market Lot and trading lot

Since trading of our Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised and electronic form in multiples of [●] Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see "*Offer Procedure*" on page 470.

Nomination facility

In accordance with Section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, as amended , the Sole Bidder or the First Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. Fresh nomination can be made only in the prescribed form available on request at our Registered and Corporate Office or to the Registrar and Share Transfer Agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or

- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, Maharashtra , India.

Period of operation of subscription list

See "– *Bid/ Offer Programme*" on page 461.

Bid/Offer Programme

BID/OFFER OPENS ON(1)	Thursday, October 9, 2025
BID/OFFER CLOSES ON(2)	Monday, October 13, 2025

(1) Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations.The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations

(2) UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Offer Closing Date, i.e. October 13, 2025.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer Closing Date	On or about Monday, October 13, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, October 14, 2025
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Wednesday, October 15, 2025
Credit of Equity Shares to dematerialized accounts of Allottees	On or about Wednesday, October 15, 2025
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Thursday, October 16, 2025

** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular read with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular read with the circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.*

The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations. The above timetable other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLMs.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, read with SEBI ICDR Master Circular, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. RIBs and individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers

The above timetable other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company or the Book Running Lead Managers.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLMs, the, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and the SEBI ICDR Master Circular, our Company shall within four days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date or such other time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory T+3 days listing basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the listing timelines. Further, the Offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST

Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹500,000)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories[#]	Only between 10.00 a.m. on Bid/Offer Opening Date and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. on Bid/Offer Opening Date and up to 5.00 p.m. IST on Bid/ Offer Closing Date

** UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Offer Closing Date.*

[#] QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs on Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received from RIBs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

For the avoidance of doubt, it is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case no later than 3:00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, s is typically experienced in public issues, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period. Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006, and letter no. NSE/IPO/25101-6 dated July 6, 2006, issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediary shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

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

None of our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software or hardware system or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Banks due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of discrepancy in data entered in the electronic book vis-a-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

As this is an offer for sale by the Promoter Selling Shareholders, the requirement of minimum subscription is not applicable to the Offer in accordance with the SEBI ICDR Regulations. However, if our Company does not make the minimum Allotment as specified under the terms of Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid/Offer Closing Date, on account of withdrawal of applications, or after technical rejections or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Offer Closing Date; or fails to obtain listing and trading permission from the Stock Exchanges for the Equity Shares so offered under this Red Herring Prospectus, the Promoter Selling Shareholders, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond three Working Days from the Bid/Offer Closing Date, interest at the rate of 15% per annum of the application amount shall be paid, in accordance with the SEBI ICDR Master Circular and SEBI ICDR Regulations. No liability to make any payment of interest shall accrue to the Promoter Selling Shareholders unless any delay in making any of the payments hereunder or any delay in obtaining listing and/or trading approvals or any other approvals in relation to the Offer is solely attributable to the Promoter Selling Shareholders.

Undersubscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company and the Promoter Selling Shareholders shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. It is clarified that, the Promoter Selling Shareholders shall be liable to pay any amounts as interest for any delay, unless such default or delay is solely and directly attributable to an act or omission of the Promoter Selling Shareholders and such liability shall be limited to the extent of their respective Offered Shares.

Arrangements for disposal of odd lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled.

Our Company, in consultation with the BRLMs, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid/Offer Closing Date but before Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements within two days from the Bid/ Offer Closing Date or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, will instruct the SCSBs or the Sponsor Banks, (in case of UPI Bidders),to unblock the bank accounts of the ASBA Bidders within one Working Day from the day of receipt of such instruction and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company in consultation with the Book Running Lead Managers withdraws the Offer after the Bid/Offer Closing Date and thereafter determine that they it proceed with a public offering of Equity Shares, our Company will file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within three Working Days from the Bid / Offer Closing Date or within such time period as prescribed under applicable law and (ii) the final RoC approval of the Prospectus after it is filed and/ or submitted with the RoC and the Stock Exchanges. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

Option to receive Equity Shares in dematerialized form

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form.
Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Restrictions, on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer share capital of our Company, lock-in of our Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 99 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transfers and transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of Articles of Association"* on page 493.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

OFFER STRUCTURE

The Offer comprises of an Offer for Sale by the Promoter Selling Shareholders. The Offer is being made through the Book Building Process. The Offer is of up to 49,854,357 Equity Shares of face value of ₹10 each for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million. The Offer will constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations.

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/allocation* [(1)]	Not more than [●] Equity Shares of face value of ₹10 each	Not less than [●] Equity Shares of face value of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares of face value of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/allocation	Not more than 50% of the Offer size shall be available for allocation to QIB Bidders. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion. (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the QIB Portion	Not less than 15% of the Offer. Further, (a) one third of such portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.	Not less than 35% of the Offer less allocation to QIB Bidders and Non-Institutional Bidders.
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): a) up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and b) up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares of face value of ₹10 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from Mutual	The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: 2. one third of the portion available to Non-Institutional Bidders being [●] Equity Shares of face value of ₹10 each are reserved for Bidders Biddings more than ₹200,000 and up to ₹1,000,000; and 3. two third of the portion available to Non-Institutional Bidders being [●] Equity Shares of face value of ₹10 each are reserved for Bidders Bidding more than ₹1,000,000. The unsubscribed portion in either of the categories specified	The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see "*Offer Procedure*" on page 470.

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
	Funds at or above the Anchor Investor Allocation Price	in (a) or (b) above, may be allocated to Bidders in the other sub- category of Non-Institutional Portion in accordance with SEBI ICDR Regulations. The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, see "*Offer Procedure*" on page 470.	
Minimum Bid	[●] Equity Shares of face value of ₹10 each in multiples of [●] Equity Shares of face value of ₹10 each such that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 each such that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer excluding the Anchor Portion), subject to applicable limits under applicable law.	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits prescribed under applicable law.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000.
Mode of Bidding	Through ASBA process only (except Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism.		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Mode of Allotment	Compulsorily in dematerialised form		
Allotment Lot	For Retail Individual Bidders and QIBs: A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter. For NIIs: allotment shall not be less than the minimum non-institutional application size and in multiples of one Equity Share thereafter.		
Trading Lot	One Equity Share		
Who can apply[3]	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DD-II dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, Systemically Important NBFCs and accredited investors (as defined under Regulation 2(1)(ab) of the AIF Regulations, for the limited purpose of their investment in Angel Funds registered with SEBI, under the AIF Regulations), in accordance with applicable laws.		
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids.[(2)] **In case of all other Bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Banks through the UPI Mechanism (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form.		

* *Assuming full subscription in the Offer.*

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(1) Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not more than 10% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

(2) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN. For details of terms of payment of applicable to Anchor Investors, see General Information Document available on the website of the Stock Exchanges and the BRLMs. Anchor Investors are not permitted to participate in the Offer through the ASBA process. SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings, where the application amount is up to ₹ 500,000, shall use UPI. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Further SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIB and RIB and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

(3) In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder is required in the Bid cum Application Form and such First Bidder will be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLMs, and the Designated Stock Exchange, subject to applicable laws

The Bids by FPIs with certain structures as described under "Offer *Procedure - Bids by FPIs*" on page 477 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 459.

In case of any revision in the Price Band, the Bid/ OfferPeriod shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ OfferPeriod not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ OfferPeriod, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offer prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix)submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; (xiii) Designated Date; (xiv) disposal of applications; and (xv) interest in case of delay in Allotment or refund.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective until June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI has increased the UPI limit from ₹ 200,000 to ₹ 500,000 for all the individual investors applying in public issues.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023.*

The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular and rescinded these circulars to the extent relevant for the RTAs, and SEBI ICDR Master Circular consolidated the aforementioned circulars and rescinded these circulars to the extent they relate to the SEBI ICDR Regulations. Furthermore, pursuant to SEBI ICDR Master Circular and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular), all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular), applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Red Herring Prospectus.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular read with Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated

May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, in accordance with the SEBI Master Circular, to the extent not rescinded by the SEBI ICDR Master Circular, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide the SEBI Master Circular, to the extent not rescinded by the SEBI ICDR Master Circular, has reduced the timelines for refund of Application money to four days.

The Book Running Lead Managers shall be the nodal entity for any issues arising out of public issuance process.

Our Company and the Book Running Lead Managers, members of the syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020, press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws and any subsequent press releases in this regard.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars.

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019, until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, prescribed that all individual bidders applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 million and up to ₹500,000 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification"**). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

This Offer is mandatorily being made under Phase III of the UPI Mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Banks to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate

members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**UPI Streamlining Circular**"), to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Offer Book Running Lead Managers will be required to compensate the concerned investor.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

Retail Individual Investors submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by Retail Individual Investors with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. QIBs, Non-Institutional Investors and Retain Individual Investors, and also for all modes through which the applications are processed.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs and NIBs (other than NIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and Non-Institutional Bidders (other than Non-Institutional Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022, to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders). ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.

** Bid cum Application Forms for Eligible Employees will be available only at our Registered and Corporate Office of the Company.*

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders for blocking of funds.The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate

the UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Banks, NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability.

The Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI ICDR Master Circular read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular. In accordance with BSE Circular No. 20220803-40 and NSE Circular No. 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm IST on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

The Sponsor Banks shall host a web portal for intermediaries (closed user group) from the date of Bid/ Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by Syndicate Members, Registrars to the Offer and Depository Participants shall continue till further notice.

b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.

c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.

Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Bidder/ Client.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm IST on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

d) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids

Participation by Promoters and Promoter Group of the Company, the BRLMs associates and affiliates of the BRLMs and the Syndicate Member and the persons related to the Promoters/ Promoter Group/the BRLMs and the Syndicate Member.

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation in a manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs) or pension funds sponsored by entities which are associate of the BRLMs nor; (ii) any person related to the Promoters or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters or Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

The Promoters and members of the Promoter Group shall not participate in the Offer by applying for Equity Shares in the Offer, except in accordance with the applicable law.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue

in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non- Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subject to compliance with the FEMA Rules. In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and 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% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For further details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 492.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment. By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means the same multiple entities registered as FPIs and directly or indirectly having common ownership, directly or indirectly of more than 50% or common control) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA Rules, the total holding by each FPI (or a group) shall be less than 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case the total holding of an FPI or an investor group increases beyond 10% of the total paid-up equity share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI or an investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100% of the paid-up share capital is permitted under the automatic route). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi-investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022 ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; (vii) Entities registered as Collective Investment Scheme having multiple share classes; (viii) Multiple branches in different jurisdictions of foreign bank registered as FPIs; (ix) Government and Government related investors registered as Category 1 FPIs; and (x) Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in the Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus.*"

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹ 250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in an investee company directly or through investment in the units of other AIF. A Category III AIFs cannot invest more than 10% of the investible funds in an investee company directly or through investment in the units of other AIF. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA NDI Rules.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such equity shares shall be locked in for a period of at least six months from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor**.**

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**") and the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company; (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Actuarial Finance and Investment) Regulations, 2024, as amended ("**IRDAI AFI Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates.

Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial information on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Accredited Investors

In case of Bids made accredited investors (as defined under Regulation 2(1)(ab) of the AIF Regulations, for the limited purpose of their investment in Angel Funds registered with SEBI, under the AIF Regulations), copies of: (i) certificate of accreditation by an accreditation agency as provided in Regulation 2(1)(ab) of the AIF Regulations, as applicable; and (ii) a certificate from a chartered accountant confirming the annual income of the accredited investors subject to the category of the accredited investor. However, a certificate of accreditation is not required to be obtained by the Central Government and the State Governments, developmental agencies set up under the aegis of the Central Government or the State Governments, funds set up by the Central Government or the State Governments, QIBs as defined under SEBI ICDR Regulations, Category I FPIs, sovereign wealth funds and multilateral agencies and any other entity as may be specified by SEBI from time to time, which are deemed to be an accredited investor. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Accredited investors participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date and will be completed on the same day.

5. Our Company in consultation with the BRLMs will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9. Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% Equity Shares allotted to Anchor Investors shall be locked–in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

10. Neither the (a) Book Running Lead Managers or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) or pension fund sponsored by entities which are associate of the Book Running Lead Managers nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

In accordance with existing regulations issued by RBI, OCBs cannot participate in offer.

The information set out above is given for the benefit of the Bidders. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in this Red Herring Prospectus and as will be specified in the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Draft Red Herring Prospectus or this Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

The Offer shall be opened after at least three Working Days from the date of filing of this Red Herring Prospectus with the RoC.

General Instructions

QIB Bidders and Non-Institutional Bidders are not allowed to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date.

***Do's*:**

1. Ensure that your PAN is linked with Aadhaar ID and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021;

2. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number) in the Bid cum Application Form if you are not an UPI Bidder in the Bid cum Application Form and if you are an UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;

8. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs;

9. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

10. If the First Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);

11. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

12. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

13. The ASBA bidders shall ensure that bids above ₹ 500,000, are uploaded only by the SCSBs;

14. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

15. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

16. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

17. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

18. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

19. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

20. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

21. Ensure that the Demographic Details are updated, true and correct in all respects;

22. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

23. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

24. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

25. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

26. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

27. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

28. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

29. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. IST on the Bid/ Offer Closing Date;

30. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

31. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

32. Bids by Eligible NRIs for a Bid Amount of less than ₹200,000 would be considered under the retail category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the non-institutional category for allocation in the Offer;

33. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and

34. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

35. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Banks issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner.

36. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

3. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

4. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding

Centres;

5. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA account;

11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

12. In case of ASBA Bidders, do not submit more than one ASBA Form from an ASBA Account;

13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders using the UPI Mechanism, in the UPI linked bank account where funds for making the Bid are available;

14. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;

15. Anchor Investors should not Bid through the ASBA process;

16. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

17. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

18. Do not submit the General Index Register (GIR) number instead of the PAN;

19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

20. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

21. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

22. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

23. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

24. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

25. Do not Bid for Equity Shares more than what is specified for each category;

26. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);

27. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus;

28. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

29. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;

30. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

31. Do not Bid if you are an OCB;

32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;

33. Do not submit the Bid cum Application Forms to any non-SCSB bank;

34. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);

35. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders; and

36. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

(a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

(b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

(c) Bids submitted on a plain paper;

(d) Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

(e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Banks);

(f) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

(g) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

(h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

(i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

(j) Bids submitted without the signature of the First Bidder or Sole Bidder;

(k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

(l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for

credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

(m) GIR number furnished instead of PAN;

(n) Bids by RIBs with Bid Amount of a value of more than ₹200,000;

(o) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

(p) Bids accompanied by stock invest, money order, postal order, or cash; and

(q) Bids uploaded by QIBs and by Non-Institutional Bidders after 4.00 pm on the Bid/Offer Closing Date and Bids by RIBs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIBs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see "*General Information*" and "*Our Management*" on pages 87 and 295, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through this Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The Allotment of Equity Shares to each RIB shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non Institutional Bidders shall be reserved for applicants with an application size of more than ₹200,000 million and up to ₹1,000,000, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non- Institutional Bidders.

The Allotment to each Non-Institutional Bidders shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations. The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Accounts

Our Company in consultation with the BRLMs will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "Canara Robeco Asset Management Company Limited – Anchor R"

(b) In case of Non-Resident Anchor Investors: "Canara Robeco Asset Management Company Limited – Anchor NR"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholders, the Syndicate, the Escrow Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of Financial Express (a widely circulated English daily national newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Navshakti (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located)each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of Financial Express (a widely circulated English daily national newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Navshakti (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located)each with wide circulation

The allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, then the allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

The information set out above is given for the benefit of the Bidders/applicants. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

(a) Our Company the Promoter Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price, but prior to filing of the Prospectus.

(b) After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

For more information, see "*General Information*" on page 87.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see "*Terms of the Offer*" on page 459.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- promoters' contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;
- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently; and
- that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period.

Undertakings by the Promoter Selling Shareholders

Each of the Promoter Selling Shareholders, severally and not jointly, undertakes and/ or confirms the following:

a. The Equity Shares offered pursuant to the Offer for Sale have been held by the Promoter Selling Shareholders for a

period of at least one year prior to the date of the Draft Red Herring Prospectus, and are free and clear of any liens or encumbrances and, to the extent that the Equity Shares being offered have resulted from a bonus issue, the bonus issue has been on equity shares held for a period of at least one year prior to the filing of the Draft Red Herring Prospectus and are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;

b. They are the legal and beneficial owners of and has full title to their respective Equity Shares being offered through the Offer for Sale;

c. They will not have recourse to the proceeds of the Offer for Sale, until approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;

d. They will not sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered in the Offer for Sale;

e. They shall deposit the Equity Shares offered for sale by them in the Offer in an escrow demat account in accordance with the Share Escrow Agreement;

f. They shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

g. They will take all such steps as may be required to ensure that the Equity Shares being sold by them in the Offer for Sale are available for transfer in the Offer for Sale; and

h. They will provide assistance to the Company, as may be reasonably required and necessary in accordance with applicable laws, for the completion of the necessary formalities in relation to the Equity Shares being offered by it under the Offer for Sale.

They have authorized the Compliance Officer and Company Secretary of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Utilisation of Offer Proceeds

Our Company and the Promoter Selling Shareholders, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who –*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or 1% of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy (defined herein below) and FEMA has been entrusted to the concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India ("**DPIIT**") issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**Consolidated FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. The RBI and the concerned ministry/department are responsible for granting the approval for foreign investment under the FDI Circular and FEMA.

Pursuant to the FDI Policy, FDI of up to 100% of the paid-up share capital is permitted under the automatic route in our Company

All investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

With effect from April 1, 2020, the aggregate limits for FPI investments are the sectoral caps applicable to our Company. Each Bidder should seek independent legal advice about its ability to participate in the Offer and in our Company. In the event a prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/ Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

For further details, see "*Offer Procedure*" beginning on page 470.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for does not exceed the applicable limits under laws or regulations.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States to non-U.S. persons (as defined in Regulation S) in offshore transactions as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction. There will be no public offering in the United States.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on the Offer or this Red Herring Prospectus.

The Articles of Association of the Company comprises two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the receipt of final listing and trading approval from each of the Stock Exchanges for the listing and trading of the Shares of the Company pursuant to the proposed IPO (the "**Event**"). In case of any inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall prevail and be applicable until the Event. Part B shall automatically terminate and cease to have any force and effect on and from the Event and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

PART A

Preliminary

Applicability of Table F

The Regulations contained in Table 'F' in the Schedule-I to the Companies Act, 2013 and rules made thereunder, as amended ("**Companies Act**" or "**Act**") shall not apply to the Company except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the Companies Act.

The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to addition, alteration, substitution, modification, repeal and variation thereto by Special Resolution as prescribed or permitted by the Companies Act be such as are contained in these Articles.

Interpretation

I. (1) In these regulations—

(a) "**the Act**" means the Companies Act, 2013,

(b) "**the seal**" means the common seal of the company.

(c) "**Chairman**" means the chairman of the Board of the Directors of the Company.

(d) "**the Company**" means Canara Robeco Asset Management Company Limited.

(e) "**Board**" or "**Board of Director**" means the duly constituted collective body of the Board of Directors of the Company.

(f) "**Director(s)**" mean the directors for the time being of the Company or as the case may be the directors assembled at a board meeting.

(g) "**SEBI**" means the Securities and Exchange Board of India.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

Public Company

The Company is a public company limited by shares within the meaning of sections 2(71) and 3(1)(a) the Act.

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. 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.

2. (i) 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 , sub-division, consolidation or renewal of any of its shares as the case may be- or within a period of six months from the date of allotment in the case of any allotment of debenture, and as per the applicable law- for the time being in force may provide,—

(a) one or more certificates in marketable lots for all the shares of each class or denomination registered in his name 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.

(ii) 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.

(iii)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 in case the Company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

3. (i) 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 or in case of sub-division or consolidation of shares, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) or in accordance with applicable laws, as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

(ii) The provisions of this article shall mutatis mutandis apply to debentures of the Company.

4. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 of the Act, 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 that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40 of the Act.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths 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.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

Further Issue of Shares

9. Where any increase of subscribed capital through further issue of shares is proposed by the Board or the Company then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

A.

(a) Such further shares shall be offered to the persons who, at the date of 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 conditions mentioned in (b) to (d) below;
(b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than seven days (or such lesser number of days as may be prescribed under the Act or the rules made thereunder, or other 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.
(c) 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-clause (b) shall contain a statement of this right;
(d) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board may dispose of them in such manner which is most beneficial and not disadvantageous to the members and the Company;

B. Employees under any scheme of employees' stock option subject to special resolution passed by the shareholders of the Company and subject to the applicable rules and such other conditions, as may be prescribed under applicable law;

C. Any persons, if authorized by a special resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, subject to such conditions as may be prescribed under the Act and the rules made thereunder and any other applicable law. Subject to applicable law, where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the company.

Unless the terms of the offer or issuance of shares otherwise provide, 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 favor of any other person.

i. Nothing in sub-clause (c) of clause (A) shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

ii. 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 loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company:

Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a special resolution passed by the shareholders of the Company in a general meeting.

iii. Mode of further issue of shares

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act.

iv. The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act, other applicable provisions of the Act, any SEBI regulations or guidelines to the extent applicable.

Shares at the disposal of Directors

10. Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Directors who may by sending a letter of offer, issue, allot or otherwise dispose of the same or any of them to such Persons(s) or employees (under ESOP scheme passed by Special Resolution), in such proportion and on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with Sections 52 and 53 and other provisions of the Act), and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person(s) or employees 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. As regards all allotments, from time to time made, the Directors shall duly comply with the Act, as the case may be.

Term of Issue of Debentures

11**.** 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 and subject to the provisions of the Act.

Dematerialization of Securities

12. The Company shall recognize interest in dematerialized securities under the Depositories Act, 1996. Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, 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(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other applicable laws.

13**.** Register and index of beneficial owners- The Company shall cause to be kept a register and index of Members with details of securities held in materialized and dematerialised forms in any media as may be permitted by law including any form of electronic media in accordance with all applicable provisions of the Act and the Depositories Act, 1996. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of Members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a branch Register of Members, of Members resident in that state or country. The register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1966 shall be deemed to be register and index of Members and register and index of Debenture-holders, as the case may be, for the purpose of the Act.

Lien

14. (i) The Company shall have a first and paramount lien—

(a) on every share /debenture (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures.

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

The Board of Directors may at any time declare any shares/debentures to be wholly or in part exempt from the provisions of this clause.

(ii) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

15. 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.

16. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

17. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

18. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

19. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

21. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

22. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

23. The Directors—
(a) may, if it thinks fit, subject to provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance. Any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in dividend subsequently declared. Provided that 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 these Articles shall mutatis mutandis apply to the calls on debentures of the company.

Transfer of shares

24. (i) A common form of transfer shall be used and the instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

25. The Board may, subject to the right of appeal conferred by section 58 of the Act decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the Company has a lien.

26. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in writing and the form as prescribed in rules made under sub-section (1) of section 56 of the Act;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

27. On giving not less than seven days' previous notice in accordance with section 91 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.

Directors may refuse to register transfer

28. Subject to the provisions of Section 58 of the Companies Act, 2013, these Articles, the Securities Contracts (Regulation) Act, 1956, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Directors at their own absolute and uncontrolled discretion and by giving reasons may , decline to register or acknowledge —any transfer of or the transmission by operation of law of the right to, any Shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.
Provided that registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares or other securities.

29. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letter of administration, certificate of death or marriage, power of attorney or similar other document with the Company.

Transmission of shares

30. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

31. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

32. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

33. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

34. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

35. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

36. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

37. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

38. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

39. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

40. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. Alteration of capital

41. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

42. Subject to the provisions of section 61 of the Act, the Company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

43. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

44. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;
(b) any capital redemption reserve account; or
(c) any share premium account.

Capitalisation of profits

45. (i) The Company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

46. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

47. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities. General meetings

48. All general meetings other than annual general meeting shall be called extraordinary general meeting.

49. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

50. (i) 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.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.

51. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.

52. 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.

53. 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.

Adjournment of meeting

54. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) 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.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

55. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

56. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

57. (i) 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.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

58. 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 on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

59. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

60. 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.

61. (i) No objection shall be raised to the qualification of any voter except at the 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.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

62. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company 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.

63. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

64. 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

65. The number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

66. (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) 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; or

(b) in connection with the business of the Company.

67. The Board may pay all expenses incurred in getting up and registering the Company.

68. The Company may exercise the powers conferred on it by section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

69. 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.

70. Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

71. (i) Subject to the provisions of section 149, 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.

(ii) 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 subject to the provisions of the Act.

72. The Board of Directors of the Company may appoint an alternate Director to act for a Director (hereinafter called "the original Director") during his absence for a period of not less than three months from the state in which the meetings are generally held and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly. An alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the said state. If the term of office of the original Director is determined before he so returns to the said state, any provision in the Act or in these Articles for the automatic re- appointment of retiring Directors in default of another appointment shall apply to the original Director and not to the Alternate director.

Proceedings of the Board

77. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A Director may, and the manager or secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

78. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

79. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

80. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.

81. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) 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.

82. (i) A committee may elect a Chairperson of its meetings. Unless required under applicable law, the chairperson of any committee shall be an Independent Director

(ii) If at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

83. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present.

84. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

85. Save as otherwise expressly provided in the Act, 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

86. Subject to the provisions of the Act,—

(i) 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 thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

87. A provision 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

88(i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Explanation.- : For the purposes of this sub-paragraph it is hereby clarified that on and from the commencement of the Companies (Amendment) Act, 2015 (21 of 2015), i.e. with effect from the 29th May, 2015, Company may not be required to have the seal by virtue of registration under the Act and if a Company does not have the seal, the provisions of this sub-paragraph shall not be applicable.

Dividends and Reserve

89. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

90. Subject to the provisions of section 123 of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

91. (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, thinks 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.

92. (i) 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.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) 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.

93. 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.

94. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

95. 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.

96. 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.

97. No dividend shall bear interest against the Company.

98. Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'.

99. Any money transferred to the 'Unpaid Dividend Account' of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of such transfer, shall be transferred by the Company along with the interest accrued, if any, to the Fund known as "Investor Education and Protection Fund" established under section 125 of the Act. There shall be no forfeiture of unclaimed or unpaid dividends before the claim becomes barred by law.

100. All shares in respect of which the dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. Provided that any claimant of shares so transferred shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.

101. No unclaimed dividend shall be forfeited before the claim becomes barred by law.

Accounts

102. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors.

(ii) No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

Secrecy

103. (a) Every Director, Manager, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company, shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

(b) No members shall be entitled to visit or inspect the Company's Works with- out the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it will be inexpedient in the interest of the members of the Company to communicate to the public.

Winding up

104. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) 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.

(ii) 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.

(iii) 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

105. Subject to applicable laws, 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.

PART B

Regulations	1.	The regulations contained in Table 'F' of Schedule to the Companies Act, 2013 (18 of 2013) shall subject to modification herein contained apply to this Company in the same manner as if such regulations are specifically contained in these Articles.[1]
Interpretation Clause	2.(1)	In the interpretation of these Articles the following expressions shall, unless repugnant to the subject or context, have the meanings hereby respectively assigned to them.[2]
Act		"**Act**" means the (Indian) Companies Act, 2013 as amended, substituted or replaced from time to time;[3 & 4]
Affiliate		"**Affiliate**" shall mean Affiliate of Canara Bank and/or Affiliate of ORIX, as the context may require;
Affiliate(s) of Canara Bank		"**Affiliate(s) of Canara Bank**" shall mean any Person that is Controlled by Canara Bank;
Affiliate(s) of ORIX		"**Affiliate(s) of ORIX**" shall mean any Person that is Controlled by ORIX;
Affirmative Vote item		"**Affirmative Vote item**" shall mean items listed under Article 96A and Article 187A;
Agreement		"**Agreement**" shall mean the Shareholders Agreement dated 19th March, 2007 entered into between Canara Bank, ORIX (formerly known as Robeco Groep N.V.) and the Company and shall include all schedules and annexures thereto;
Annual General Meeting		**"Annual General Meeting**" means a General Meeting held in accordance with the provisions of Section 96 of the Act;[4]

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1 Article 1 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

2 The sub-clauses (a), (b), (e), (i), (s), (u.a), (ab) and (ad) appearing under Interpretation Clause 2(1) deleted vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

3 The alphabets (a) to (u), (u.a), (v) to (z), (aa), (ab), (ac) and (ad) appearing against each sub-clause denoting the serial order of the subclauses under Interpretation Clause 2(1) are deleted vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

4 Article 2 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Applicable Law	"**Applicable Law**" to a Party shall mean all applicable laws, by-laws, rules, regulations, orders, ordinances, protocols, codes, guidelines, policies, notices, directions and judgments or other requirements of any Governmental Authority applicable to such Party in the competent jurisdiction, as amended from time to time;
Approvals	"**Approvals**" shall mean any and all approvals, consents, clearances and authorisations of, and filings with, any Governmental Authority as may be applicable and required under the law of the jurisdiction of incorporation of each Party;
Beneficial Owner	**"Beneficial Owner"** means the beneficial owner as defined in Clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996 ;
Board	"**Board**" means the board of directors of the AMC;
Board of Trustees	"**Board of Trustees**" means the Board of Trustees of the Mutual Fund appointed pursuant to the Trust Deed dated January 31, 1990 with Canara Bank as the settler, as amended from time to time ;
Branding and Marketing Policy	"**Branding and Marketing Policy**" shall have the same meaning as ascribed to it in Schedule 2 to the Agreement;
Business	"**Business**" for the purposes of Articles 229, 248 and 249 means the business of providing investment/asset management services to the Mutual Fund, portfolio management services and/or management and advisory services to institutional and retail clients, including but not limited to offshore funds, pension funds, provident funds, venture capital funds and/or management of insurance funds and/ or financial consultancy and exchange of research on commercial basis and any and all other activities or businesses which are related directly to the attainment and continuation of the business of providing investment/asset management services to the Mutual Fund, if any of such activities are not in conflict with the activities of the Mutual Fund, and such other activities as may be permitted to be carried on by an asset management company under the MF Regulations, from time to time;
Business Day	"**Business Day**" means a day (other than Saturday or Sunday) on which banks are open for business in Mumbai, India and in Rotterdam, Netherlands;
Business Plan	"**Business Plan**" means the annual update of Strategic Vision Document by the Management Team and adopted/approved by the Board which is updated on a three years rolling basis;
Bye Laws	"**Bye Laws**" means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996;
Canara Bank	"**Canara Bank**" means Canara Bank**,** a body corporate constituted under the provisions of the Banking Companies (Acquisition and Transfer of Undertaking) Act, 1970;

Canara Bank Nominee Directors	"**Canara Bank Nominee Directors**" shall have the meaning as ascribed to it in Article 138;
Canara Bank Trademarks	"**Canara Bank Trademarks**" means Canara Bank's trademarks (including any future amendments, modifications and/or updates thereof) which have been filed and/or registered or are to be filed and/or registered in the Territory, made available to the AMC as per the Canara Trademarks License Agreement;
Canara Bank Trademarks License Agreement	"**Canara Bank Trademarks License Agreement**" shall have the same meaning ascribed to it in Article 248(2);
Consummation of the IPO	**"Consummation of the IPO**" shall mean the receipt of final listing and trading approval from each of the Stock Exchanges for the listing and trading of the Shares of the Company pursuant to the proposed IPO.
Control	"**Control**" of a Person means (a) ownership of 50 % (fifty percent) or more of the voting rights or other equity interests of such Person; or (b) the power to direct the management or policies of a Person, whether through the ownership of the voting power of such Person, through the power to appoint more than half of the members of the Board of Directors or similar governing body of such Person, or through contractual or other arrangements and the term "**Controlled**" shall mean accordingly;
Deadlock Affirmative Vote Item	"**Deadlock Affirmative Vote Item**" means the affirmative vote matters listed in Article 229B(6);

Deadlock Event	**"Deadlock Event"** shall have the meaning ascribed to it in Article 229B (1).
Deed of Adherence	"**Deed of Adherence**" means a deed substantially in the form set forth in Schedule 1 to the Agreement;
Depository	"**Depository**" means a company formed and registered under the Act and which has been granted a certificate of registration under Section 12(1A) of the Securities and Exchange Board of India Act, 1992;
Depositories Act	"**Depositories Act**" means the Depositories Act, 1996, and any statutory modification or re-enactment thereof for the time being in force;
Director	"**Director**" shall mean director of the Company appointed from time to time in accordance with the Companies Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (to the extent applicable), the Shareholders' Agreement and the Articles of Association of the Company.
Dispute	"**Dispute**" shall have the same meaning ascribed to it in Article 229E;
Encumbrance	"**Encumbrance**" means, (i) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any Person, including without limitation any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Law, (ii) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any Person, and (iii) any adverse claim as to title, possession or use;
Event of Default	"**Event of Default"** shall have the meaning ascribed to it in Article 229C.
Financial Year	"**Financial Year**" means each period of 12 (twelve) months commencing on 1 April and ending on 31 March which will be the fiscal year of the AMC or such other period as the Board or the Shareholders, as the case may be, determine in accordance with Applicable Law;
Force Majeure	"**Force Majeure**" means any circumstance beyond the reasonable control of a Party and which prevents such Party from performing any of its obligations under the Specified Articles. Such circumstances shall include, without limitation, the effect of any natural element or other acts of Governmental Authority or God (including but not limited to fire, flood, earthquake, lightning, cyclone, landslides or other natural disasters), strikes, lockouts, other concerted industrial action or other industrial disturbances, war, hostilities, terrorist acts, riots, civil commotion or disturbances, change in governmental laws, orders or regulations adversely affecting or preventing due performance by either party of its duties, obligations or responsibilities under the Specified Articles, embargoes, actions by a Governmental Authority in India or overseas, or any agency thereof, sabotage, explosions, blockades, Governmental restriction, intervention of civil, naval or military authorities;
Governmental Authority	

“Government Authority”	**“Government Authority”** means any governmental, statutory, departmental or public body or authority, including courts of competent jurisdiction;
HR Policy	“**HR Policy**” shall have the same meaning ascribed to it in Article 250 (1);
IPO	“**IPO**” shall mean an initial public offering of Shares of the AMC, comprising an offer for sale of up to 4,98,54,357 Shares by certain of the existing and eligible Shareholders in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Law and the consequent listing of the Shares of the AMC on the Stock Exchanges;
Joint Venture Committee	“**Joint Venture Committee**” shall have the meaning ascribed to it in Article 170A (4)i.
LODR Regulations	**“LODR Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the circulars, notifications, guidelines and clarifications issued thereunder, each as amended.
MF Regulations	“**MF Regulations**” means the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time;
Management Team	**“Management Team”** means the Chief Operating Officer (**“COO”**)/Chief Financial Officer, Chief Investment Officer (**“CIO**”) and a Chief Commercial Officer (“**CCO**”) collectively with the Chief Executive Officer (“**CEO**”);[5]
Mutual Fund	“**Mutual Fund**” shall mean Canara Robeco Mutual Fund;
Office or Principal Office	“**Office**” or “**Principal Office**” means the Registered Office for the time being of the Company;
Party or Parties	“**Party**” or “**Parties**” means ORIX, Canara Bank and the AMC collectively and individually respectively;

5 Article 2 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Person	**"Person"** shall mean an individual, firm, partnership, trust, joint venture, company, corporation, body corporate, unincorporated body, association, organisation, any government, or state or any agency of a government or state, or any local or municipal authority or other governmental body (whether or not in each case having separate legal personality);
Products	"**Products**" means the products offered by the AMC and/or the Mutual Fund from time to time including the Schemes;
Record	"**Record**" includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI;
Regulations	"**Regulations"** mean the regulations made by SEBI;
Relevant Proportion	"**Relevant Proportion**" means in relation to a Shareholder, the proportion which is the nominal value of the Shares of the AMC legally and beneficially owned by that Shareholder and/or its Affiliates, to the aggregate nominal value of the issued share capital of the AMC held by all the Shareholders of the AMC;
Risk Management Committee	"**Risk Management Committee**" shall have the meaning ascribed to the term at Article 179D;
ORIX	"**ORIX**" means ORIX Corporation Europe N.V. (formerly known as Robeco Groep N.V.)**,** a corporation registered under the laws of Netherlands, which expression shall, unless repugnant to the meaning or context thereof, be deemed to include its successors and permitted assigns
ORIX Nominee Directors	"**ORIX Nominee Directors"** shall have the meaning ascribed to it in Article 138.
Robeco Trademarks	"**Robeco Trademarks**" means Robeco Holding B.V.'s trademarks (including any future amendments, modifications and/or updates thereof) which have been filed and/or registered or are to be filed and/or registered in the Territory, made available to the AMC as per the Robeco Trademarks License Agreement;
Robeco Trademarks License Agreement	"**Robeco Trademarks License Agreement**" shall have the same meaning ascribed to it in Article 248(2)

Schemes	"**Schemes**" means the schemes launched or acquired by the Mutual Fund in accordance with the MF Regulations;
SEBI ICDR Regulations	**"SEBI ICDR Regulations"** shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the circulars, notifications, guidelines and clarifications issued thereunder, each as amended.
Security	"**Security**" means such security as may be specified by SEBI from time to time;
Shareholder	**"Shareholder**" shall mean, collectively, Canara Bank and ORIX, being Persons who hold Shares in the AMC and any other Persons holding Shares in the AMC;
Shares	"**Shares**" means the equity shares of the AMC having a face value of Rs. 10 (Rupees Ten only) each
Share Capital	"**Share Capital**" means the issued and paid-up Share capital of the AMC;
Shareholders' Agreement	**"Shareholders' Agreement"** means the Shareholders' agreement dated March 19, 2007 amongst our Company, Canara Bank Limited and Robeco Groep N.V. (presently known as, ORIX Corporation Europe N.V.), as amended.
Specified Articles	"**Specified Articles**" shall mean the following Articles: Articles 2(7), 6, 11, 78A, 79A, 85, 96A, 116A, 170A, 179A, 179B, 179C, 187A, 196A, 229A, 229B, 229C, 229D, 229E, 248A, 248B;
Sponsor	"**Sponsor**" shall mean either Canara Bank or ORIX as the case may be. Sponsors shall be construed accordingly;
Stock Exchanges	"**Stock Exchanges**" shall mean collectively, BSE Limited and National Stock Exchange of India Limited.
Strategic Vision Document	"**Strategic Vision Document**" means the initial business plan for the three financial years following Completion as defined in the Agreement, in relation to the business and operations of the AMC;
Territory	"**Territory**" means the Republic of India;
The Company or the AMC	**"The Company" or the "AMC"** means CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED;
Transfer	"**Transfer**" means to, directly or indirectly, cede or transfer in any form whatsoever, and shall include to sell, gift, give, assign, transfer, transfer any interest in trust, mortgage, alienate, hypothecate, pledge, encumber, grant a security interest in, amalgamate, merge any Shares or any right, title or interest therein or any right, title or instrument convertible into Shares or otherwise dispose of in any manner whatsoever voluntarily or involuntarily including, without limitation, any attachment or assignment for the benefit of creditors against the AMC or appointment of a custodian, liquidator or receiver of any of its properties, business or undertaking, but shall not include transfer by way of testamentary or intestate succession;
Trustee	"**Trustee**" shall mean a trustee on the Board of Trustees;
Trustee Company	"**Trustee Company**" means a limited company

incorporated under the Act, by Canara Bank and ORIX, with Canara Bank holding 51% (fifty one percent) and ORIX holding 49% (forty nine percent) of the shareholding and which shall be the sole trustee of the Mutual Fund;

Unanimous Vote

"**Unanimous Vote**" means a vote or resolution passed by:

(a) in the case of a vote or resolution of Shareholders, the affirmative vote of each Sponsor (or their respective authorised representatives); and/or

(b) in the case of a vote or resolution of the Board or a committee thereof, the affirmative vote of at least 1 (one) Canara Bank Nominee Director as well as 1 (one) ORIX Nominee Director.

Year

"**Year**", means calendar year.[6]

Reference to provisions of the Act

(2) A reference in the Articles to any specific provisions of the Act shall be deemed to include a reference to any other applicable provisions of the Act.

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6 above sub-clauses inserted with marginal notes from under the said Interpretation Clause 2(1) in their respective alphabetical order vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

Gender (3) Words importing the masculine gender also include the feminine gender.

Singular Number (4) Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

Marginal Notes and catch lines (5) The marginal notes and catch lines hereto shall not affect the construction hereof.

Words defined in the Act to bear the same meaning in the Articles (6) Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

Preferred Relationship (7) References to "preferred relationship" shall mean that such Party shall make reasonable efforts to approach and grant to the other Party any beneficial arrangement in respect of the business to which such preferred relationship is offered. In no event shall such preferred relationship be on terms less favourable than the terms provided to any third party in a similar business. It is clarified that a Party offering preferred relationship shall be under no obligation to ensure that such beneficial arrangement is granted to the other Party and shall not be restricted from granting such beneficial arrangement to a third party; and "on preferred basis" and " preferred partner" and "preferred distributor" shall have a meaning accordingly.[7]

GENERAL AUTHORITY

General Authority 3. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company can not carry out any transactions, unless the Company is so authorised by its Articles, then and in that case, this Article hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transactions as have been permitted by the Act without there being any other specific Articles in that behalf herein provided, however after seeking prior approval from SEBI.[8]

CAPITAL AND INCREASE AND REDUCTION IN CAPITAL

Amount of Capital 4.(1) The authorised Share Capital of the Company is Rs. 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores) consisting of 25,00,00,000 (Twenty Five Crore) equity shares of Rs 10/- (Rupees Ten) each and from time to time, to increase, reduce or modify its capital and to divide all or any of the shares in the capital of the Company, for the time being, classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified, or other

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7 new sub-clause 2(7) is inserted after the sub-clause 2(6) under the said Interpretation Clause 2(1) vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

8 The word "Companies" and the year "1956" wherever appearing in Article 3 are deleted vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

special rights, privileges, conditions or restrictions as may be determined by the Company and to vary, modify or abrogate any such rights, privileges conditions or restrictions in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions, for the time being in force in that behalf.[9]

Increase of Capital and how carried into effect

4.(2) The Company in General Meeting may, from time to time, increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued in accordance with these Articles and subject to the provisions of these Articles.[10]

New Capital to be part of the existing capital

5. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares, shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payments of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting or otherwise.

Shareholding pattern

6. (1) The shareholding pattern of the AMC shall be :

Party	**Percentage of total issued Share Capital**
Canara Bank and 6 (six) Canara Bank Nominees	51%
ORIX and 5 (five) ORIX Nominees	49%
Total	**100%**

The Shares held by ORIX shall have the voting and dividend rights which shall rank *pari passu* to the Shares held by Canara Bank. Except as set forth in Articles 78A, 229B, 229C and 229D or otherwise agreed to in writing by the Sponsors, each Sponsor shall at all times hold the abovementioned proportion of the paid-up Share Capital (the "**Shareholding Ratio**") respective nominees will retransfer to Canara Bank and ORIX, respectively, the Shares held by the nominee in the AMC whenever required by Canara Bank or ORIX, as the case may be.[11]

Application of premium received on shares

7. (1) Where the Company issues shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on those shares shall be transferred to an account, to be called 'THE SHARE PREMIUM ACCOUNT' and the provisions of the Act relating to the reduction of the share capital of the Company

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9 Article 4(1) of the Articles of Association was altered by a Special Resolution passed at the 31st Annual General Meeting of the Company held on 22nd July 2024.

10 The Article 4(2) substituted by the new Article 4(2): vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

11 The Article 6 substituted by the new Article 6: vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

shall except as provided in this Clause, apply as if the Share Premium Account were paid-up share capital of the Company.

Application of Share Premium Account

7. (2) The Share Premium Account may, notwithstanding anything contained in Clause (1) Account hereof, be applied by the Company in accordance with the provisions of the Act.

CAPITAL AND INCREASE AND REDUCTION IN CAPITAL

Reduction of Capital

8. The Company may, subject to the provisions of Sections 52, 55 and 66* (Sections 100 to 105 of the Companies Act 1956) of the Act and Article 96A and 187A, from time to time by Special Resolution, reduce its capital and any Capital Redemption Reserve Account or Share Premium Account in any manner for the time being authorised by law, and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article shall not derogate from any other power the Company would have, if this Article was omitted.[12 & 13]

Consolidation division, sub-division, and cancellation of shares

9. Subject to Article 96A and 187A, the Company in General Meeting may, from time to time, alter the conditions of its Memorandum for all or any of the following purposes:[14]

(a) To consolidate and divide all or any of its capital into shares of larger amount than its existing shares;

(b) To sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however that in the sub-division the proportion between the amount paid and the amount, if any unpaid, on each reduced shares shall be the same as it was in the case of the share from which the reduced shares is derived;

(c) To cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any persons and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this sub-clause shall not be deemed to be reduction of share capital within the meaning of the Act.

Modification of rights of Shareholders

10.(1) Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48** of the Act (Sections 106 and 107 of the Companies Act 1956) and Articles 96A and 187A, be varied,

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12 In the Article 8 the words and figures "and Articles 96A and 187A" are inserted after the words "(subject to the provisions of Sections 78, 80 and 100 to 105 of the Act)". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

13 Article 8 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

14 In the Article 9, the words and figures "Subject to Articles 96A and 187A" inserted at the beginning of the Article. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

* Section 66 of the Act is yet to be notified. Till such time Sections 100 to 105 of the Companies Act 1956 will be applicable in respect of Article 8.

** Section 48 of the Act is yet to be notified. Till such time Sections 106 to 107 of the Companies Act 1956 will be applicable in respect of Article 10(1)

modified, commuted, affected or abrogated, or dealt with by the Company with the consent in writing of the holders of not less than three-fourths of the issued capital of that class or with the sanction of a special resolution passed at a separate General Meeting of the holders of shares of that class, and all the provisions hereinafter contained as to General Meeting shall, mutatis mutandis, apply to every such meeting. This Article is not to derogate from any power the Company would have if this Article were omitted. [15&16]

Rights of holders of Shares not affected by issue of further shares

10.(2) The rights conferred upon the holders of the shares (including Preference Shares if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that clause, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.

FUNDING OF THE AMC/ISSUE OF SHARES

Additional funding

11. All additional capital (including working capital) requirements of the AMC ("**Additional Capital**") will be financed by pro-rata equity contributions from the Sponsors in the manner set out below or from third party borrowings, in the manner mentioned below and in accordance with the Strategic Vision Document and the Business Plan.[17]

The specific requirements for such anticipated Additional Capital during any Financial Year will be set forth in the Business Plan for such Financial Year (which shall take into account the capital and solvency requirements from a corporate law point of view and a regulatory point of view).

The Sponsors shall have a pre-emptive right of subscription, on a *pro rata* basis based on their respective shareholding in the AMC, in the event that the AMC proposes to undertake any future equity financing by way of preferential allotment or otherwise, of equity or other securities. As and when the Board shall determine that further capital or liquidity is required in the form of share capital to finance the operations of the AMC which shall be included in the Strategic Vision Document and the Business Plan, the Sponsors shall exercise their voting and other rights in the AMC to ensure the issue of additional shares/convertible securities so that the Sponsors shall, throughout the duration of the Specified Articles and unless otherwise contemplated herein or agreed to in writing, hold Shares in accordance with the Shareholding Ratio. Each Sponsor shall fund its Relevant Proportion of the Additional Capital (collectively, "**Called Capital**") within 90 (ninety) days of the receipt of a notice from the AMC.

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15 In the Article 10 (1), the words and figures "and Articles 96A and 187A" inserted after the words "subject to the provisions of Sections 106 and 107 of the Act". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

16 Article 10 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

17 The Article 11 is substituted by the new Article 11 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

In the event that a Sponsor (the "**Non Participating Shareholder**") is unable to, or does not, for any reason whatsoever, subscribe to its Relevant Proportion of the Called Capital, then the other Sponsor (the "**Participating Shareholder**") shall be entitled, by issue of a notice to the AMC and the Non-participating Shareholder, to subscribe to the Non Participating Shareholder's unsubscribed Shares of the Called Capital. In such case, the shareholding of the Non-Participating Shareholder in the AMC shall stand diluted to the extent mentioned above.

SHARES AND CERTIFICATES

Shares under control of Board

12. Subject to the provisions of these Articles and of the Act, the share (including any shares forming part of any increased capital) in the capital shall be under the control of the Board who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such time as the Board thinks fit and with full power to give any person the option to call of or be allotted shares of any class of the Company either at a premium or at par or at a discount and for such time and for such consideration as the Board of Directors think fit.

Power also to Company in General Meeting

13. In addition to and without derogating from the powers for that purpose conferred on \the Board under Article 12, the Company in General Meeting may, subject to the relevant provisions of the Act and these Articles, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the applicable provisions if any under the Act) as such General Meeting shall determine.[18]

Redeemable Preference Shares

14. Subject to the provisions of Section 55 of the Act and Article 6, the Company shall have the power to issue Preference Shares which are liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.[19&20]

Rights and privileges of Preference Shareholders

15.(1) Preference Shares issued as Cumulative Preference Shares shall, unless the terms of issue thereof, otherwise provide, subject as hereunder provided, confer on the holders thereof the following rights and privileges, that is to say:

(i) The right to a cumulative preferential dividend at such rate as may be prescribed by the terms of issue of such shares, on the share capital for the time being paid-up thereon, free of

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18 In the Article 13, the words "and these Articles," are inserted after the words "subject to the relevant provisions of the Act". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

19 In the Article 14, the words and figure "and Article 6" are inserted after the words "subject to the provisions of Section 80 of the Act". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

20 Article 14 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Company's income-tax, but subject to deduction of taxes at source at the rate or rates prescribed from time to time.

(ii) The right in the event of winding up to the payment of such capital and arrears of dividend, whether earned, accrued, declared or not, down to the commencement of the winding up in priority to the Equity Shares but shall not confer any further right to participate in profits or assets.

Company entitled to issue further shares

(2) Subject to the provisions of this Article and Articles 96A and 187A the Company shall be entitled to create or issue further Preference Shares ranking in all or any respect pari passu with the then existing and outstanding Preference Shares issued for the time being and outstanding, provided that in the event of its creating and/or issuing Preference Shares in future, ranking pari passu with the then existing and outstanding Preference Shares or part thereof, the Company would do so only with the consent of the holders of not less than three fourths of the Preference Shares then outstanding.[21]

(3) The Preference Shares shall not confer on the holders thereof the right to vote either in person or by· proxy at any General Meeting of the Company save to the extent and in the manner provided by Section 47(2) of the Act.[22]

16. On the issue of Redeemable Preference Shares the following provisions shall take effect:[23]

Provisions apply to issue of Redeemable Preference Shares

(a) No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of fresh issue of shares made for the purpose of redemption.

(b) No such shares shall be redeemed unless they are fully paid.

(c) The premium, if any, payable on redemption shall have been provided for from and out of the profits of the Company or from and out of the Company's Share Premium Account before the shares are redeemed.

(d) Where any such shares are redeemed otherwise, than out of the proceeds of a fresh issue, there shall, out of the profits which would otherwise have been available for dividend, be transferred to a reserve fund to be called 'THE CAPITAL REDEMPTION RESERVE ACCOUNT', a sum equal to the nominal amount of the shares redeemed and the provisions

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21 In the Article 15 (2), the words and figures "and Articles 96A and 187A" are inserted after the words "subject to the provisions of this Article". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

22 Article 15(3) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

23 Article 16 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid up Share Capital of the Company.

(e) Subject to the provisions of Section 55 of the Act the redemption of Preference Shares hereunder may be effected in accordance with the terms and conditions in these Articles or by the terms of their issue and, in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.

(f) The rights, privileges and conditions for the time being attached to the Preference Shares may be varied, modified or abrogated in accordance with the provisions of these Articles and of the Act.

Shares to be numbered progressively and no share to be sub-divided

17. The shares in the capital shall be numbered progressively according to their several denominations and, except in the manner hereinbefore mentioned, no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.

Share Certificates

18.(1) Every member or allottee of shares shall be entitled, without payment, to receive one certificate specifying the name of the person in whose favour it is issued, the shares to which it relates and the amount paid up thereon.[24]

Certificate to be issued pursuant to a Board Resolution

(2) Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares.

Share certificates to be issued under the seal of the Company

(3) Subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014, every such certificate shall be issued, under the Seal of the Company, which shall be affixed in the presence of :[25]

(i) two directors duly authorized by the Board of Directors of the company for the purpose or the committee of the Board, if so authorized by the Board;; and

(ii) the Secretary or any person appointed by the Board for that purpose.

The two Directors and the Secretary or other person shall sign the share certificate.

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24 In the Article 18, the proviso at the end of the Article is deleted. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

25 Article 18(3) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Joint Allottees to be a single Member

19. Any two or more joint allottees of a share shall, for the purpose of this Article be treated as a single Member, and the certificate of any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

Fees for Further Certificate

20. For any further certificate of shares, the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupee One.

Signing of Share Certificate

21.(1) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means.

(2) Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating the date of issue.

Share certificate to be entered in the Register

22.(1) No Certificate of any share or shares shall be issued either in exchange for those which are defaced, torn or old, decrepit, worn out or where the cages on the reverse for recording transfers have been fully utilised, unless the Certificate in lieu of which it is issued is surrendered to the Company.[26]

Renewal of Share Certificate

PROVIDED THAT a fee of Rs. 20/- shall be charged for issue of each new certificate in replacement of those which are defaced, torn or old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised.

PROVIDED FURTHER THAT no duplicate share certificate shall be issued in lieu of those that are lost or destroyed without the prior consent of the Board of Directors or without payment of such fee, if any, not exceeding Rs.20/- and on such reasonable terms, if any, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence, as the Board thinks fit.

(2) When a new share certificate has been issued in pursuance of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is, "duplicate issued in lieu of share certificate No… ..... ". The word "duplicate" shall be stamped or punched in bold letters across the face of the share certificate.

New Certificate to be stamped with the word "Duplicate"

(3) Where a new, share certificate has been issued in pursuance of this Article, particulars of every such share certificate shall be entered in a Register or Renewed and Duplicate Certificates indicating against the names of the persons to whom the certificate is issued, the number and date of issue of share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross references in the 'Remarks' column.

Duplicate certificates to be entered in the Register

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26 Article 22 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Company not to charge fees for registration of transfer etc.

(4) The Company shall not make any charge for registration of transfer of its shares and debentures.

Blank shares forms, books to be printed on the authority of the Board

23.(1) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board.

Blank Forms to be machine numbered etc.

(2) The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or such other person as the Board may appoint for the purpose.

Responsibility of Secretary

(3) The Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

Responsibility of Managing Director/ Other Director

(4) The Managing Director of the Company for the time being or, if the Company has no Managing Director, every Director of the Company and the Secretary, if any, shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates except the blank forms of share certificates referred to in Clause (3). All books referred herein shall be preserved in a good order permanently.

The first named joint holder deemed sole-holder

24. If any share stands in the name of two or more persons, the person first named in the Register, shall, as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at a meeting and the transfer of the shares, be deemed to be the sole holder thereof but the joint holders of a share, shall severally as well as jointly be liable for the payment of all instalments and calls due in respect of such share, and for all incidents thereof.

PROVIDED THAT not more than four persons shall be registered as joint holders of any share. Provided further that in case of death of one or more of the joint holders, the survivor or survivors of them shall be the only person or persons entitled to the shares unless the Board shall, on request of the survivor/s, decide to recognise the legal representatives of the deceased joint holder as the persons entitled to the shares jointly with the survivor/s.

Company not bound to recognize any other interest in share

25. Except as ordered by a Court of competent jurisdiction and except to the extent and in the manner and for the purpose laid down under the Act or as by law required, the Company shall not be bound to recognise even when having notice thereof, any equitable, contingent, future or partial interest in any share, or any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the persons from time to time registered as the holder thereof.

Interest out of Capital

26. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provisions of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest on so much of that share capital as is for the time being paid up, for the period, at the rate and subject to the conditions and restrictions if any, provided by the Act, and may charge the same by way of interest to capital as part of the cost of construction of the works or buildings or the provisions of the plant.

Funds of Company not to be applied in the purchase of shares of the Company

27. None of the funds of the Company shall be applied in the purchase of any shares of the Company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding company save as provided by the Act.

CALLS

Directors may make calls

28.(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by circular resolution, make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board.

Revocation of Calls

(2) A call may be revoked or postponed at the discretion of the Board.

Calls payable by instalments

(3) A call may be made payable by installments.

Restrictions on power to make calls

29. Unless the terms of issue of shares otherwise provide, no call shall exceed one-fourth of the nominal amount of the share or be made payable within two months after the last preceding call was payable.

Notice of calls

30. Thirty days' notice at least of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom suchl call shall be paid.

Calls to date from Resolution

31. A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board.

Liability of jointholders

32. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Directors may extend time

33. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Members whom, for reason of residence at a distance or other cause, the Board may deem fairly entitled to such extension; but no Member shall be entitled to such extension save as a matter of grace and favour.

Calls to carry interest

34. If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at 10% per annum or at such lower rate as shall from time to time be fixed by the Board.[27]

Sums deemed to be calls

35. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purpose of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment of such sum, all the relevant provisions of these Articles as to the payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified, but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member.

Payment in anticipation of calls may carry

36.(1) The Board may, if it thinks fit, agree to anticipation of calls receive from Members willing to advance the same may carry interest all or any part of the amounts of their respective shares beyond the sums actually called up, and upon the moneys so paid in advance, or upon so much thereof, from time to time and at any time thereafter, as exceed the amount of the calls then made upon and due in respect of the shares on account of which such advance are made, the Board of Directors may pay or allow interest, at such rates as the Member paying the sum in advance and the Board of Directors agree upon;

Provided that any amount paid up in advance of calls on any shares shall not in respect thereof confer a right to dividends or to participate in the profits of the Company.

The Board may agree to repay amount advanced

(2) The Board may agree to repay at any time any amount so advanced or may at any time repay the amount advanced same upon giving to the Member three months' notice in writing.

Member not entitled to voting rights for sum paid in advance

37. No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.

LIEN

Company shall have lien on shares

38. The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon

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27 Article 34 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

the footing and condition that Article 25 hereof will have full effect. And such lien shall extend to all dividends and bonus from time to time declared in respect of such shares. Unless otherwise agreed registration of a transfer of shares will 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 clause.

Fully paid shares to be free from lien

39. Fully paid shares shall be free from all lien and in the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

Enforcement of lien on sale

40. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their number to execute a transfer thereof on behalf of and in the name of such Member.

PROVIDED THAT no sale shall be made:-

(a) unless a sum in respect of which the lien exists is presently payable, or

(b) until the expiration of the month 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.

Application of proceeds of sale

41. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

FORFEITURE OF SHARES

Notice to Member if money payable on share not paid

42. If any Member fail to pay any call or instalment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, during such time as the call or instalment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non- payment.

Sum payable upon allotment to be deemed a call

43. For the purposes of the provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

Term of notice

44. The notice shall name a day (not being less than fourteen days from the day of the notice) and a place or places on and at which such call or instalment and such interest as the Directors shall determine from the day on which such call or instalment ought to have been paid and expenses as aforesaid are to be paid.

Contents of Notice

45. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed, the shares, in respect of which the call was made or instalment is payable, will be liable to be forfeited.

Partial payment not to preclude forfeiture

46. Neither a judgement nor a decree in favour of the Company, or the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, or any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of shares as hereinafter provided.

In default of payment shares to be forfeited

47. If the requirements of any such notice as stated in Article 44 shall not be complied with, every or any shares in respect of which such notice has been given may, at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

Notice of forfeiture to a Member

48. When any share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

Forfeited share to be property of the Company and may be disposed of

49. Any share so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the disposed of original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.

Member still liable to pay money owing at time of forfeiture and interest

50.(1) Any Member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on and demand, all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment at such rate, not exceeding eighteen per cent per annum, as the Board may determine and the Board may enforce the payment thereof, if it thinks fit.

Liability to cease if company received payment

50.(2) The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

Effect of forfeiture

51. The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

Validity of sale after forfeiture of enforcing lien

52.(1) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board of Directors may, appoint some person to execute an instrument of transfer of the shares sold and may cause the purchaser's name to be entered in the Register of Members in respect of the shares sold.

Company to receive consideration and execute transfer

52.(2) The Company may receive the consideration, if any, given for the share of any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

Person to whom share sold to be registered

52.(3) The person to whom such share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share.

Purchaser or allottee not liable to pay any calls etc.

52.(4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, instalments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest or bonus accrued or which might have accrued upon the share before the time of completion of such purchase or before such allotment.

Purchaser or allottee not bound to see to the application

52.(5) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share.

Power to annul forfeiture

53. The Board of Directors may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

Evidence of forfeiture

54. A duly verified declaration in writing that the declarant is a Director, or the whole-time Director or CEO or the Manager or the Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein dated as against all persons claiming to be entitled to the share.[28]

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28 In the Article 54, the words “the Managing Director” is deleted and the words “or CEO” are inserted after the words “the whole-time Director”. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

Provisions of these Articles as to forfeiture to apply in case of non-payment of any sum

55. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the term of issue of a share becomes payable at a fixed time, whether on account of the nominal value of a share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Cancellation of share certificates in respect of forfeited share

56. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificates original issued in respect of the relative share or shares (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said share or shares to the persons entitled thereto.

Acceptance of shares

57.(1) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles.

Every person on the Register to be member

(2) Every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purpose of these Articles, be a Member.

Deposit and calls etc., to be a debt payable immediately

58. The money, if any, which the Board of Directors shall, on the allotment of any shares being made by it, require or direct to be paid by way of deposit, call or otherwise in respect of-any shares allotted by them, shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

Liability of Members

59. Every Member shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner, as the Board of Directors shall, from time to time, in accordance with the Company's regulations fix for the payment thereof.

TRANSFER AND TRANSMISSION OF SHARES

Form of Transfer

60.(1) The instrument of transfer of any share shall be in writing and in the form prescribed pursuant to Section 56(1) of the Act.[29]

Provision of Section 56 to be complied with

(2) The Company, the transferor and the transferee of the shares shall comply with the provisions of of Section 56 of the Act.[30]

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29 Article 60(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

30 Article 60(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Instrument of Transfer to be presented with evidence of title

61. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by the relative share certificates and such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such conditions and regulations as the Board shall from time to time prescribe and every registered instrument of transfer shall remain in the custody of the Board of Directors, subject to the provisions of law.

Application for Transfer

62.(1) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee;

Partly paid shares not be transferred unless notice given to transferee

(2) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company has given notice of the application to the transferee in the manner prescribed by Section 56(3) of the Act, and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.[31]

Notice when duly given

(3) For the purpose of sub-clause (2) above, notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered in the ordinary course of post.

Form of Transfer to be executed by Transferor or Transferee

63. Every such instrument of transfer duly stamped shall be executed by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Member in respect thereof.

Instrument of Transfer to be left at Office when to be retained

64. Every instrument of transfer before delivery thereof to the Company shall, be dated, stamped and executed with the date of presentation of the transfer instrument (save as provided in Section 56 of the Act) to the proper authorities, duly engrossed thereon and shall thereafter be left at the office for registration, accompanied by the certificate of the share to be transferred or, if no such certificate is in existence, by the Letter of Allotment of the share and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the share. Every instrument of transfer which shall be registered shall be retained by the Company; but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.[32]

Company not liable for disregard of notice of trust etc.

65. Subject to the provisions of the Act, the Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or

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31 Article 62(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

32 Article 64 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

claiming any equitable right, title or interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or
.be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company; but the Company shall, nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

Insolvency or liquidation of one or more joint holders of shares

66. In the case of insolvency or liquidation of anyone or more of the persons named in the Register of Members as the joint-holders of any share, the remaining holder or holders shall be the only person or persons recognised by the Company as having any title to, or interest in, such share, but nothing herein contained shall be taken to release the estate of the person under insolvency or liquidation from any liability on shares held by him, jointly with other person or persons.

Transfer by Legal Representatives

67. A transfer of share in the Company of a deceased member made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

Transfer Books of shares and debentures when closed

68. The Board shall have power on giving seven days' previous notice by advertisement in some newspaper circulating at the place where the Registered Office is located to close the Transfer Books, the Register of Members or Register of Debentureholders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty-five days in each year, as it may deem expedient.

Directors right to refuse registration of transfer

69. The Directors may, at any time in their own absolute and uncontrolled discretion and without assigning any reasons or grounds, decline to register or acknowledge any transfer of any share and in particular may so decline in any case in which the Company has a lien upon the shares desired to be transferred or any call or instalment regarding any of them remains unpaid.[33]

PROVIDED THAT nothing herein shall preclude the Board from refusing to register, the transfer of any share in favour of any person of whom the Board of Directors do not approve irrespective as to whether or not such a person is already an existing member of the Company.

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33 In the Article 69, the proviso is added after the proviso : "PROVIDED FURTHER THAT this Article shall be subject to the provisions of Article 78A". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

PROVIDED FURTHER THAT this Article shall be subject to the provisions of Article 78A.

Notice of refusal to be given to Transferor and Transferee

70. If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company send notice of refusal to the transferee and the transferor or to the person giving intimation of the transmission as the case may.

Death of one or more joint holders of shares

71. In case of the death of any one or more persons named in the Register of Members as the jointholders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased jointholder from any liability on shares held by him jointly with any other person.

Title to shares of deceased member

72. The executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two joint holders) shall be the only person recognised by the Company as having any title to the shares registered in the names of such members, and the Company shall not be bound to recognise, such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or holders of a succession certificate or the legal representatives shall have first obtained Probate or Letters of Administration, or Succession Certificate, as the case may be, from a duly constituted Court or other competent authority in the Union of India provided that in any case where the Board in its absolute discretion thinks fit, the Board may, upon such terms as to indemnity or otherwise as the Board may deem proper, dispense with production of Probate or Letters of Administration or Succession Certificate and register under these Articles the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member.[34]

Provided that the nominee, if any, shall, on the death of the holder of securities and/or the joint holders, shall be recognized to be entitled to all the rights in the securities of the holder and/or all the joint holders to the exclusion of all other persons, unless the nomination is varied or cancelled.

Registration of persons entitled to shares otherwise than by transfer

73. Any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency, liquidation or winding up, as the case may be, of any member or by any lawful means other than by transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under obligation to give) upon

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34 Article 72 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

producing such evidence that he sustains the character in respect of which he purposes to act under these articles, or of his title as the Board shall require and upon giving such indemnity as the Directors shall require either be registered as a member in respect of such shares or elect to have some person nominated by him and approved by the Board registered as a member in respect of such shares PROVIDED NEVERTHELESS THAT if such person shall elect to have his nominee registered, he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained, and, until he does so he shall not be freed from any liability in respect of such shares. This clause is herein referred to as THE TRANSMISSION CLAUSE".

Refusal to register person becoming entitled to share upon transmission

74. Subject to the provisions of the Act and these Articles, the Board shall have the same right to refuse to register a person entitled to any share under Article 73 or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Directors entitled to refuse to register more than four jointholders

75. The Board shall be entitled to decline to register more than four persons as the holders of any share.

Persons entitled to share by transmission may receive dividends without being registered as members.

76. A person entitled to a share by transmission shall, subject to the right of the Board to retain such dividends or money as hereinafter provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share.

No fee for registration of transfer, transmission etc.

77. No fee shall be charged for registration of transfer, Probate, Succession Certificate, Letters of Administration, Certificates of death or marriage, Power of Attorney or other similar documents.

Register of transfers and transmissions

78. The Company shall keep a book, to be called the "Register of Transfers and Transmissions" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares.

Transfer Restriction[35]

78A.1 No Shareholder shall Transfer any Shares, except as expressly permitted under the Agreement and the Memorandum and Articles of Association and in the manner set out herein. Any attempt to Transfer any Shares in violation of this Article 78A shall be null and void *ab initio*, and the AMC shall not register any such Transfer. Further any breach of any provisions of this Article 78A shall be deemed to be an Event of Default.

Transfer Procedure

78A.2 Notwithstanding any other provision of the Articles, no Transfer may be made pursuant to this Article 78A unless (a) the Transfer complies with the provisions of the Articles; (b) the Transfer complies with Applicable Law; and (c) the Transfer is approved

35 Article 78A.1 to 78A.7 are inserted after the Article 78: vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

by the SEBI and the Board of Trustees, or the Trustee Company, as the case may be, if required under Applicable Law.

Permitted Transfers

78A.3 Notwithstanding any other provision of the Articles but subject to Applicable Law, including any Approvals as may be required, a Sponsor may at any time Transfer all or part of the Shares held by it to an Affiliate subject to (i) such Affiliate agreeing in writing to be bound by the terms and conditions of the Articles by executing a Deed of Adherence (if applicable), and (ii) such Shareholder continues to qualify as a sponsor as per the MF Regulations.

Right of First Refusal

78A.4.1. Each Sponsor shall have the right to Transfer any or all of its Shares to a third party in accordance with this Article 78A.4, provided it can deliver reasonable proof of the sale agreement with such third party. If a Sponsor proposes to so Transfer its Shares to such third party, the other Sponsor shall have a right of first refusal ("First Refusal Right") with respect to such Transfer as provided in this Article 78A.4.

78A.4.2. If either of the Sponsors ("Transferring Shareholder") proposes to Transfer the Shares held by it in the AMC, the Transferring Shareholder shall send a irrevocable written notice open for acceptance within 30 (thirty) days of the date of the notice ("Transfer Notice") to Canara Bank or ORIX, as the case may be ("Offeree"), which notice shall state (i) the number of Shares to be Transferred ("Offered Shares"); (ii) the consideration expected by the Transferring Shareholder for the Offered Shares ("Offer Price"); and (iii) the other terms and conditions (including the price) of the proposed Transfer (if any) ("Sale Terms").

78A.4.3 The Offeree shall have the right, exercisable through the delivery of a written notice ("Acceptance Notice"), to purchase the Offered Shares, subject to Applicable Law, at the Offer Price and on the Sale Terms , within a period of 30 (thirty) days after delivery of a Transfer Notice ("Offer Period"). An Acceptance Notice shall be irrevocable and shall constitute a binding agreement by such Offeree to purchase the Offered Shares. Any notice containing other terms than the Offer Price of Sale Terms or a simple rejection or no response to the Transfer Notice shall constitute a rejection of the Transfer Notice ("Rejection Notice"). Upon receipt of the Rejection Notice the Offeree and the Transferring Shareholder shall discuss (in good faith) to arrive at a mutually acceptable price for the Offered Shares within a period of 30 (thirty) days from the date of the Rejection Notice. If the Offeree and the Transferring Shareholder do not arrive at a mutually acceptable price within the aforesaid period of 30 (thirty) days then the Transferring Shareholder may sell the Offered Shares in accordance with Article 78A.4.5.

78A.4.4 The completion of any purchase of Offered Shares by the Offeree shall be held at the Principal Office of the AMC at 11:00 a.m. local

time 60 (sixty) days after the expiry of the Offer Period or at such other time and place as the parties to the transaction may agree. If any Approval is required for the transfer, the aforesaid period shall be extended until the receipt of such Approval. At such completion, the Transferring Shareholder shall deliver certificates representing the Offered Shares concerned, accompanied by duly executed instruments of Transfer. Such Offered Shares shall be free and clear of any Encumbrance (other than Encumbrances arising hereunder or attributable to actions by the Offeree), and the Transferring Shareholder shall give the customary representations and warranties with respect to itself and the Offered Shares concerned. The Offeree purchasing the Offered Shares shall deliver, at such completion, payment in full of the Offer Price or price arrived at in accordance with Article 78A.4.3, as applicable, subject to deduction of withholding tax (if any). At such completion, all of the parties to the transaction shall execute such additional documents as may be necessary or appropriate to effect the sale of the Offered Shares to the Offeree.

78A.4.5 If the Offeree does not elect to purchase the Offered Shares under Article 78A.4.3, the Transferring Shareholder may sell its Shares to any third party ("**Permitted Transferee**"); provided, however, that (i) the price for the sale to the transferee is a price not less than the Offer Price ("**Third Party Price**") and the sale is otherwise on terms and conditions no less favourable to the Transferring Shareholder than the Sale Terms; and (ii) the Transfer is made within 180 (one hundred and eighty) days after the expiry of the Offer Period. The Transferring Shareholder shall provide the other Shareholder (i.e. Canara Bank or ORIX, as the case may be) with evidence of its compliance with Article 78A.4. If the Transfer is not completed within 180 (one hundred and eighty) days after the expiry of the Offer Period, the Offered Shares shall again become subject to the transfer restrictions set out at Article 78A.1 above.

78A.5 Notwithstanding the above, if required, the Parties will mutually agree on other shareholders as partners or sponsors for the AMC and agree to negotiate (in good faith) to induct them based on the terms of the Articles, provided however that (a) the 49% (forty nine percent) equity interest of ORIX and (b) the shareholding of Canara Bank which would qualify it as a sponsor under the MF Regulations, shall not be diluted in any manner whatsoever. For avoidance of doubt, it is clarified that if it is mutually agreed by the Parties to induct a third party as a partner or sponsor for the AMC, the First Refusal Right under this Article 78A.4 and the Tag Along Right under Article 78A.6 shall not apply for the Transfer of Shares by Canara Bank to such third party.

Tag Along Right

78A.6 In the event, the Offeree does not exercise its First Refusal Right, then the Offeree may within the Offer Period, by a written notice to the Transferring Shareholder, demand the Transferring

Shareholder to require such Permitted Transferee to purchase from the Offeree all of its Shares ("**Tag Along Shares**") in the AMC ("**Tag Along Right**") at the Third Party Price and on terms no less favourable than those offered to the Transferring Shareholder for its Shares. The Transferring Shareholder shall not Transfer its Shares to the Permitted Transferee unless the Permitted Transferee simultaneously purchases the Shares of the Offeree and pays to the Offeree the Third Party Price for its Shares.

The completion of any purchase of Offered Shares and Tag Along Shares by the Permitted Transferee shall be held at the principal office of the AMC at 11:00 a.m. local time 180 (one hundred and eighty) days after the expiry of the Offer Period or at such other time and place as the Parties to the transaction may agree. If any Approval is required for the transfer the aforesaid period shall be extended until the receipt of such Approval. At such completion, the Shareholders shall deliver certificates representing the Offered Shares and the Tag Along Shares concerned, accompanied by duly executed instruments of Transfer. Such Shares shall be free and clear of any Encumbrance (other than Encumbrances arising hereunder or attributable to actions by the Permitted Transferee), and the Shareholders shall give the customary representations and warranties with respect to themselves and the Offered Shares and the Tag Along Shares. The Permitted Transferee purchasing the Offered Shares and Tag Along Shares shall deliver, at such completion, payment in full of the total purchase price for the Offered Shares and the Tag Along Shares, subject to deduction of withholding tax (if any). At such completion, all of the parties to the transaction shall execute such additional documents as may be necessary or appropriate to effect the sale of the Offered Shares or Tag Along Shares to the Permitted Transferee.

If the Transfer is not completed within 180 (one hundred and eighty) days after the expiry of the Offer Period, Offered Shares shall again become subject to the transfer restrictions set out at 78A.1 above.

In the event the Offeree does not exercise its Tag Along Right within the Offer Period, then the Transferring Shareholder shall be free to Transfer its Shares to the Permitted Transferee.

Avoidance

78A.7 The transfer restrictions in the Articles shall not be capable of being avoided, and shall not be avoided, by Canara Bank, ORIX or any Person who has acquired the Shares in accordance with the Articles by the holding/transfer of Shares indirectly through a Person that can itself be sold in order to dispose of an interest in the Shares free of such restrictions. Provided however that, nothing contained in this Article 78A.7 will apply where a Shareholder has complied with its obligations under Article 78A in connection with the transfer of its Shares, i.e. after compliance with the applicable provisions, such Shareholder may directly or indirectly transfer its interest in the Shares.

Dematerialisation of Securities

78B(1) Notwithstanding anything contained in these Articles of Association, the Company shall be entitled to dematerialize or rematerialize its shares, debentures and other securities (both existing and future) held by it with the Depository and to offer its shares, debentures and other securities for subscription in a dematerialized form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.[36]

(2) Canara Bank, ORIX, their respective nominees and permitted transferees holding securities in the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

(3) If Canara Bank, ORIX, their respective nominees and permitted transferees opt to hold the security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(4) All Securities held by a Depository shall be dematerialized and shall be in a fungible form. Nothing contained in Section 89, 112, of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.[37]

(5) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

(6) Save as otherwise provided in (1) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of securities held by it.

(7) Every person holding securities of the Company and whose name is entered as beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities held by a Depository.

(8) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in Depository, the records of

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36 The new Article 78B is inserted after the Article 78A: vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

37 Article 78B(4) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

(9) If a beneficial owner seeks to opt out of a Depository in respect of any security, the beneficial owner shall inform the Depository accordingly. The Depository shall, on receipt of the intimation as above, make appropriate entries in its record and shall inform the Company accordingly. The Company shall within 30 (thirty) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the Regulations, issue the certificate of securities to the beneficial owner or the transferee as the case may be.

(10) Nothing contained in the Act or these Article regarding transfer of securities shall apply to any transfer of securities effected by transferor and transferee both of whom are entered as beneficial owner in the records of a Depository.

(11) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

(12) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.

(13) The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996, shall b e deemed to be the Register and Index of Members and Security holders as the case may be for the purpose of this Article.

(14) No stamp duty would be payable on shares and securities held in dematerialized form in any medium as may be permitted by law including any form of electronic medium.

(15) In case of transfer of shares and securities, where the Company has not issued any certificate and where such shares and securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.

(16) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the Beneficial power of the shares in records of the Depository as the absolute owner thereof as regards receipt of dividend or bonus or service of notices and all or any other matters connected with the Company, and accordingly the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

BORROWING POWERS

Power to borrow

79. Subject to the provisions of the Act and of these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board receive deposits or loans from members either in advance of call or otherwise and generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or, debenture stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, and corporate body, bank, institution, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed.

Borrowings

79A. The AMC may, after taking into account the provisions of the Strategic Vision Document and the Business Plan, avail of debt financing facilities or a line of credit to meet its working capital requirements or for any other commercial purpose. The Sponsors agree that such debt financing or a line of credit will, to the extent possible, be obtained by the AMC without any Shareholder support and without any recourse to any Shareholder or to Shares held by it. If any Shareholder support is required, the same shall be subject to Applicable Law and to the prior written consent of the Sponsors and on terms mutually agreed upon by the Sponsors.[38&39]

Securing payment or repayment of moneys borrowed etc.

80. The payment and/or repayment of moneys payment as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, by a resolution passed at a meeting of the Board by the issue of bonds, debentures or debenture stock, promissory notes, commercial papers, or any other instruments and securities whether or not charged upon all or any part of the property of the Company, (both present and future) or the undertaking of the Company including its uncalled capital/ investment made by the Company for the time being, and the same may be made assignable free from equities between the Company and the person to whom the same may be issued.[40]

Terms of issue of debentures or raising loan

81. Any debentures, debenture stocks or other securities may be issued at a discount, premium, or otherwise and may be issued or the moneys borrowed otherwise may be borrowed on a condition that they or any part of them shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, repayment, allotment of shares, attending (but not voting) at General Meeting appointment of Directors and otherwise.

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38 The Article 79A is inserted after the Article 79 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

39 Article 79A is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

40 Article 80 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Mortgage of uncalled capital

82. If any uncalled capital of the Company is included in or charged by way of mortgage or other security, the Board may, subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed. Provided that power to make call of shares shall not be given to any other person without the consent of the Members in General Meeting.

Register of charges, debentures etc.

83. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company.[41]

Register and Index of Debenture-holders

84. The Company shall, if at any time it issues debentures, keep a Register of Debenture-holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any state or country outside India a Branch Register of Debenture-holders resident in that country.[42]

GENERAL MEETINGS

Annual General Meeting

85. The AMC shall hold at least 1 (one) annual general meeting of the shareholders to be called an "**Annual General Meeting**" in each year. The Annual General Meeting shall be held in Mumbai.[43]

Extra-Ordinary General Meeting

86. All meetings of the shareholders other than Annual General Meetings shall be called Extra Ordinary General Meetings. Extra- Ordinary General Meetings may be held in any mutually acceptable place.[44]

First Annual General Meeting

87. The first Annual General Meeting shall be held within eighteen months from the date of incorporation of the Company, and every subsequent Annual General Meeting shall be held within six months after the expiry of the financial year to which it relates; provided that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

Extension of time for holding Annual General Meeting

88 (1) Nothing contained in the foregoing provisions shall be construed as affecting the right conferred upon the Registrar under the provisions of section 96 of the Act to extend the time within which any Annual General Meeting may be held.[45]

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41 Article 83 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

42 Article 84 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

43 The Article 85 substituted by the new Article 85 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

44 The Article 86 substituted by the new Article 86 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

45 Article 88(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

When and where Annual General Meeting to be called

(2) Every Annual General Meeting shall be called for a time during business hours, on a day that is not a National holiday, and shall be held either at the Registered Office of the Company or at some other place within the city or town in which the Registered Office of the Company is, for the time being, situate as the Board may determine and the notice calling the Meeting shall specify it as the Annual General Meeting.[46]

Time for subsequent Annual General Meeting

(3) The Company may, at any Annual General Meeting, fix the time for its subsequent Annual General Meeting.

Member entitled to attend General Meeting

89. Every Member of the Company shall be entitled to attend every General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as such Auditor. The proxy register with proxies and the register of Directors' shareholdings shall remain open and accessible during the Meeting.

Directors' Report, Audited Statement of Accounts and Auditors Report to be laid.

90. At every Annual General Meeting, there shall be laid on the table the Directors' Report and Statement of Accounts and Audited Statement of Accounts, and the Auditors Report (if not already incorporated in the Audited Statement of Account(s).

Place of keeping and inspection of register and returns

91. The Register of Members, the Register of Debenture-holders required to be maintained under section 88 and copies of all Annual Returns prepared under Section 92 shall be kept at the Registered Office of the Company:-[47]

PROVIDED THAT such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if

(i) approved by a Special Resolution passed by the Company in General Meeting; and

(ii) the Registrar has been given in advance a copy of the proposed Special Resolution.

Extra-ordinary General Meeting

92. The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting and it shall do so upon a requisition in writing by shareholders as stated in Article 94.[48]

Requisition of Members to state matter for consideration

93. Any requisition made by Members shall set out the matter or matters for the consideration of which the Meeting is proposed, shall be signed by the requisitionists, and shall be deposited at the

46 Article 88(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

47 Article 91 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

48 The Article 92 substituted by the new Article 92 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

registered Office of the Company; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.[49]

On receipt of requisition, Directors to call Meeting and in default requisitionists may do so.

94. Any Shareholder holding at least 10 % (ten percent) of the total paid up Share Capital can requisition an Extra-ordinary General Meeting by depositing a requisition notice at the registered office of the AMC. The Board must give notice to the Shareholders of the requisitioned meeting within a period of 21 (twenty one) days of deposit of the requisition and such meeting must be convened not later than 45 (forty five) days from the deposit of the requisition.[50]

Meeting called by requisitionists

95. Any Extra-ordinary General Meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible, as that in which Meetings are to be called by the Board.[51]

Twenty-one days' notice to be given [52]

96. Prior written notice of at least 21 (twenty one) Days for convening a General Meeting shall be given to all of the Shareholders by the Board either in writing or through electronic mode. A General Meeting may however be called by the Chairman on less than 21 (twenty one) Days' notice (i.e. Shorter Notice) with the prior consent, in writing or by electronic mode, of the atleast 95% of the Shareholders according to the provisions of the Act, provided such notice shall require the prior written consent of ORIX and Canara Bank as long as they are Shareholders. Every notice shall be accompanied by the agenda setting out the particular business proposed to be transacted at such General Meeting. No business shall be transacted at any General Meeting duly convened and held other than that specified in the notice without prior written unanimous consent of the Sponsors.[53]

Shareholders Affirmative Vote Items

96A. The following matters must be discussed at a General Meeting and must have the affirmative vote of each of Canara and ORIX (or their respective authorised representatives):[54]

(1) To change name of the AMC.

(2) To appoint and remove the CEO.

(3) To alter the Memorandum and Articles of Association of the AMC.

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49 Article 93 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

50 The Article 94 substituted by the new Article 94 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

51 In the Article 95, the words "Extra-ordinary General" inserted after the word "Any" appearing at the beginning of the Article. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

52. The Article 96 substituted by the new Article 96 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

53 Article 96 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

54 The new Article 96 A inserted after the Article 96 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

(4) To buy back its own shares or specified securities out of its free reserves or securities premium fund or out of the proceeds of an issue made specifically for buy back.

(5) To alter the AMC's share capital or share capital structure, increase the authorized or issued share capital, to reduce share capital, to issue shares or debentures, to grant any option over, or issue of any investment carrying rights of conversion into, any shares.

(6) To approve or register any Transfer of shares of the Company.

(7) To determine that any portion of share capital shall not be called up except in the event of winding up.

(8) To vary rights of holders of a class of shares.

(9) To change the registered office of the AMC.

(10) To commence, terminate or exclude any new business lines which are outside the scope of the Strategic Vision Document.

(11) To pay interest out of capital if authorised by Articles of Association and approval by Central Government.

(12) To make a loan, or for any form of borrowing, indebtedness and other liabilities of any nature whatsoever actual or contingent, existing or future or give a guarantee or provide security, or issue or acquire debt securities where the consent of Shareholders is required under the The Act.

(13) To get the AMC wound up by a court or a voluntary winding up, to appoint and fix remuneration of liquidators in a voluntary winding up, to nominate a liquidator in a creditor's voluntary winding up, to authorize the liquidator to accept shares, etc. as consideration for sale of the AMC's property, to authorize the liquidator to exercise any powers in a voluntary winding up, to authorize directors to exercise some of their powers even after appointment of a liquidator in a member's voluntary winding up, appoint members of committee of inspection in a creditor's voluntary winding up.

(14) To accord sanction for any agreement between AMC and its creditors so as to bind the AMC and its members.

(15) To appoint auditors and fix their remuneration, to remove an auditor and appoint in his place any other person nominated by any member, to fill casual vacancies in the office of an auditor.

(16) To change the material accounting methods or policies of the Company.

(17) To increase or reduce the number of Directors or to approve and adopt any compensation, option or bonus scheme in relation to the Directors and to determine remuneration payable to a Director.

(18) The appointment and removal of independent directors.

(19) To give consent to the Board:

(a) to sell or otherwise dispose of the whole or substantially the whole of undertaking or assets of the AMC.

(b) to remit or give time for payment of any debt due by a director.

(c) to invest otherwise than in trust securities amount of compensation received by the AMC in respect of compulsory acquisition of its properties.

(d) to borrow moneys exceeding the aggregate of paid-up capital and free reserves of the AMC.

(e) to contribute to charitable and other funds exceeding Rs.50,000 or 5 per cent of the AMC's average net profits during preceding three financial years.

(20) To approve any related party transactions with the AMC, to the extent these relate to the Board.

(21) To commence, settle or take decisions in relation to litigation.

(22) To terminate, dissolve or liquidate AMC.

(23) To incorporate, acquire or divest (shares in) a subsidiary or affiliated company.

(24) To enter into any joint venture or other co-operation agreements with third parties.

Ordinary business and Special business

97. (1) In the case of an Annual General Meeting, any business other than (i) the consideration of the financial statements and reports of the Board of Directors and Auditors, (ii) the declaration of a dividend, (iii) the appointment of Directors in the place of those retiring, and (iv) the appointment of, and the fixing of the remuneration of, the Auditors, is to be transacted, and in the case of any other Meeting all business, shall be special, and there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of special business, including, in particular, the nature of the concern or interest, if any, therein of every Director and the Manager, if any.[55]

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55 Article 97(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Disclosure of interest of Director etc. on Notice

(2) Where any such item of business relates to, or affects any other company, the extent of shareholding interest in that other company of every Director and the Manager, if any, of the Company shall also be set out in such statement if the extent of such shareholding interest is not less than twenty per cent of the paid-up share capital of that other company.[56]

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

(3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Place for inspection of Document

Contents of Notice

98.(1) Every notice of a Meeting of the Company shall specify the place, date, day and hour of the Meeting and shall contain a statement of the business to be transacted at such meeting. PROVIDED THAT if after issuing the notice for holding any General Meeting of the Company the Directors are of the opinion that on account of any unforeseen circumstances or event such as earthquake, fire, typhoons, hurricane, flood, cyclone or natural calamities, war, war like events, civil commotion, affray, riots, strike, lock-out, lay-off, go slow or any other agitation such as ghearao or bundh, by any group of people, it will not be possible to hold and/or continue to hold the Meeting at such place where the Meeting shall have been held, that Meeting may be adjourned and/or reconvened at a new place which the Directors may consider appropriate and for this purpose any notice given by the Directors in any newspaper circulating at the place where the Meeting was to be held originally or sending a communication to the shareholders through electronic mode at the registered email address, shall be sufficient compliance in regard to the issuance of any notice for holding and/or continuing to hold any Meeting of the Company at such new place.[57]

Notice whom to be given

(2) Subject to the provisions of the Act, and subject to Clause (1) of this Article, notice of every General Meeting shall be given to:[58]

(a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;

(b) every director of the company; and

(c) the Auditors or Auditor for the time being of the Company.

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56 Article 97(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

57 Article 98(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

58 Article 98(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Notice to state Member entitled to appoint proxy

(3) Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote and attend instead of himself and that a proxy need not be a Member.

Omission to give notice not to invalidate proceedings.

99. The accidental omission to give any such notice to, or the non- receipt of notice by any Member or other person to whom it should be given shall not invalidate any proceedings at the Meeting.

Notice of business to be given

100. No General Meeting shall be competent to enter upon, discuss or transact any business, the general nature of which has not been mentioned in the notice upon which it was convened.[59]

Quorum at General Meeting

101.(1) The quorum for a General meeting or the Annual General Meeting, duly convened and held, shall be in accordance with the Articles of Association of the Company and corporate governance requirements under Applicable Law, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, at all times.

(2) A body corporate, President of India or the Governor of State, being a Member, shall be deemed to be personally present if represented in accordance with the provisions of Articles 122 and 123 appearing hereafter.

If quorum not present Meeting to be dissolved or adjourned

102. In the absence of a valid quorum at a General Meeting, duly convened and held, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine. . In case of such an adjourned meeting or of a change of day, time or place of meeting, the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.[62&63]

If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum, provided that no resolution relating to an Affirmative Vote Item shall be passed at any such meeting(s) without the affirmative vote of at least 1 (one) Canara Bank representative and 1 (one) ORIX representative. It is expressly agreed that a failure to pass a resolution at such Adjourned

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59 In the Article 100 the words “Annual or Extra ordinary” are deleted. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

62 The Article 102(1) and (2) substituted by the new Article 102 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

63 Article 102 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

General Meeting as a result of absence of a valid quorum, or if there is valid quorum but a representative of a Sponsor abstains from voting or voting is not Unanimous, relating to (i) an Affirmative Vote Item, not being a Deadlock Affirmative Vote Item the matter shall not be acted upon. Provided however, Canara Bank or ORIX request resolution of the Affirmative Vote Item by internationally reputed independent business expert/management consultant jointly appointed by ORIX and Canara Bank, in which case the matter shall be referred to the said expert for recommendation and the Sponsors undertake to make reasonable efforts to implement the recommendation of the expert, and (ii) a Deadlock Affirmative Vote Item shall constitute a Deadlock Event.

Resolution passed at adjourned Meeting

103. Where a resolution is passed at an adjourned Meeting of the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

Chairman of General Meeting

104.(1) The Chairman, if any, of the Board of Directors shall preside as Chairman, at every general meeting. [64]

Members to elect Chairman if Chairman of Board absent or not willing to take chair

(2) In the absence of the Chairman at a General Meeting, one of the nominees of Canara Bank on the Board shall act as the Chairman who shall not have a second or casting vote. In the event the Chairman is a ORIX Nominee Director, appointed as per Article 138, then in the absence of the Chairman at a General Meeting, one of the nominees of ORIX on the Board shall act as the Chairman who shall not have a second or casting vote.[65]

Business confined to election of Chairman whilst chair vacant

105. No business shall be discussed at any General Meeting except the election of Chairman, whilst the chair is vacant.

Chairman with consent may adjourn Meeting

106. The Chairman, with the consent of the Meeting, may adjourn any Meeting, from time to time, and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

Questions at General Meeting how decided

107. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) ordered to be taken by the Chairman of the Meeting of his own motive and shall be ordered to be taken by him on a demand made in that behalf by the Member or Members present in person or by proxy holding not less than one-tenth of the total voting power in respect of the Resolution or by any Members present in person or by proxy

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64 In the Article 104 (1), the words "whether Annual or Extra ordinary" appearing at the end of the said Article, are deleted. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

65 The Article 104(2) substituted by the new Article 104(2): vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

and holding shares in the Company conferring a right to vote on the Resolution on which an aggregate sum of not less than fifty thousand rupees has been paid up.

Subject to any additional requirements imposed by the Applicable Law and anything contained in the Memorandum and Articles of Association, all decisions shall be taken at any General Meeting or by way of a postal ballot with respect to any matter which requires shareholders consent under the Act by majority vote. Provided however, until the filing of the red herring prospectus in relation to the IPO by the Company with the RoC, no resolution relating to an Affirmative Vote Item shall be passed at any such meeting(s) without the affirmative vote of at least 1 (one) ORIX representative and 1 (one) Canara Bank representative.[66]

Chairman's declaration of result of voting

108. Unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the Resolution, that the Resolution has been carried.

109 Deleted [67]

Poll to be taken if demanded

110.(1) If a poll is demanded as aforesaid, the same shall, except as otherwise provided in Article 112, be taken at such time (not later than 48 hours from the time when the demand was made) and place in the city or town in which the Registered Office of the Company is, for the time being, situate and either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.

(2) The demand for a poll may be withdrawn, at any time, by the persons who made the demand.

Demand for poll may be withdrawn

Scrutineers at poll

111.(1) Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Member (not being an officer or employee of the Company) present at the Meeting, provided such a Member is available and willing to be appointed.

Right of Chairman to remove scrutineer

(2) The Chairman shall have power, at any time, before the result of the poll is declared, to remove a scrutineer from office and fill the vacancy in the office of a scrutineer arising from such removal or from any other cause.

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66 In Article 107 the paragraph "subject to ……." is inserted vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

67 The Article 109 deleted. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

In what case poll taken without adjournment

112. Any poll duly demanded on the election of a Chairman of a Meeting or on any question of adjournment shall be taken at the Meeting itself and without adjournment.

Demand for poll not to prevent transaction of other business

113. The demand for a poll, except on the questions of the election of the Chairman, and of an adjournment, shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.

Special notice

114.(1) Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting.

Notice by advertisement in News paper

(2) The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

Resolutions requiring special notice

115. The following Resolution shall require special notice:[68]

(a) Resolution under Section 140 of the Act at an Annual General Meeting appointing as an Auditor a person other than a retiring Auditor or providing expressly that a retiring Auditor shall not be reappointed;

(b) Resolution under Section 169 of the Act removing a Director before the expiry of his period; and

(c) Resolution under Section 169 of the Act appointing a Director in place of the Director so removed.

Registration of documents with Registrar

116. A copy of each of the resolutions or agreement shall, if so required under any provisions of the Act, be filed with the Registrar.

Sponsor Undertakings

116A.(1) At any General Meeting duly convened for the purpose of voting on any matter required to be transacted by the Shareholders thereat, the Sponsors shall exercise their voting at such General Meeting or Annual General Meeting and procure that their representatives, proxies and agents representing them shall vote in accordance with the Articles.[69]

(2) Subject to Applicable Law, the Sponsors may agree to get a resolution passed by the Shareholders by means of a postal ballot instead of a General Meeting.

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68 Article 115 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

69 The Articles 116 A (1) and (2) inserted after the Article 116 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

VOTING RIGHTS OF MEMBERS

Members paying money in advance not to be entitled to vote in respect thereof

117. A member paying the whole or a part of the amount remaining unpaid on any shares held by him although no part of that amount has been called up, 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.

Members in arrears not to vote

118. No Member shall be entitled to vote either personally or by proxy for another Member, at any General Meeting or at any Meeting of a class of shareholders, either upon a show of hands, or upon a poll, in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, and has exercised, any right of lien.

Number of votes to which Member entitled

119.(1) Subject to the provisions of these Articles, and without prejudice to any special privileges or restrictions as to voting, for the time being, attached to any class of shares, for the time being forming part of the capital of the Company, every Member, not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such Meeting, and on a show of hands every Member present in person shall have one vote and upon a poll every Member present in person or by proxy shall have the right to vote in proportion to his share of the paid up equity capital of the Company, provided, however, if any preference shareholder be present at any Meeting of the Company, save as provided in sub-section(2) of Section 47 of the Act, he shall have a right to vote only on Resolutions placed before the Meeting which directly affect the rights attached to his preference shares.[70]

(2) Such a person shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the Member company which he represents as that Member company could exercise.

Representative entitled to same rights a Member

120. 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 on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.

Votes of members of unsound mind

Votes of joint Members

121. If there be joint registered holders of any shares, anyone of such persons may vote at any Meeting or may appoint another person (whether a Member or not) as his proxy in respect of such shares, as if he were solely entitled thereto and, if more than one such joint-holder be present at any Meeting either in person or by proxy, that one of the said persons so present whose name stands higher on the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint- holders shall be entitled to be present at the Meeting.

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70 Article 119(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Representation of body corporate

122.(1) A body corporate (whether a company within the meaning of the Act or not) may,

(a) if it is a member of the company by resolution of its Board of Directors or other governing body, authorise such person as thinks fit to act as its representative at any meeting of the Company, or at any class of members of the Company;

(b) if it is a creditor (including a holder of debentures) of the Company, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of the Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.

(2) A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were (an individual member) creditor or holder of debentures of the Company.

President of India and Governor of a State, how represented

123. Where the President of India or the Governor of a State is a member of the Company, the President or, as the case may be, the Governor may, in the manner provided in Section 112 of the Act, appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of members of the Company and such a person shall be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President or, as the case may be, the Governor, could exercise as a member of the Company.[71]

Voting in person or by proxy

124. Subject to the provisions of these Articles, votes may be given by Members either in person or by proxy.

Votes in respect of deceased or insolvent member

125. Any person entitled under the Transmission Clause to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such shares, provided that atleast forty-eight hours before the time of holding the meeting or the adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his rights to transfer such shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Appointment of proxy

126.(1) The instrument appointing a proxy shall -

(a) be in writing; and

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71 Article 123 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

(b) be signed by the appointer or his attorney duly authorised in writing, or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

Proxy not entitled to speak

(2) The proxy so appointed shall not have any right to speak at the Meetings and shall not be entitled to vote except on a poll.[72]

Appointment of Proxy

127. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself PROVIDED ALWAYS THAT a proxy so appointed shall not have any right whatever to speak at the meeting.

Voting on a show of hands

128. No Member present only by proxy shall be entitled to vote on a show of hands. The representative of a body corporate, President of India or any Governor of a State appointed in terms of Section 112 or Section 114 of the Act, as the case may be, however, shall have a vote on a show of hands.[73]

Deposit of Instrument of appointment of proxy etc.

129. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Registered Office 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.

Form of proxy

130. Every instrument of proxy shall be in Form No, MGT.11.[74]

Right of member to use his votes differently

131. On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy, or other person entitled to vote for him, as the case may be, need not if he votes, use all his votes or cast in the same way all the votes he uses.

Inspection of Proxies

132. Every member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereat shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect proxies lodged, at any time during the business hours of the Company provided not less than three days' notice in writing of the intention so to inspect is given to the Company.

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72 Article 126(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

73 Article 128 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

74 Article 130 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Validity of votes given by proxy notwithstanding revocation thereof

133. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous winding up or death or insanity of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given.[75]

PROVIDED THAT no intimation in writing of the winding up, revocation or transfer shall have been received at the Office before the Meeting.

Time for objection to the validity of votes

134. No objection shall be raised to the qualification of the voter or to the validity of any vote, except at the Meeting or at the adjourned Meeting or on a poll at which such vote shall be given or tendered, and every vote whether given personally or by proxy, not disallowed at such Meeting or adjourned Meeting or poll shall be deemed valid for all purposes of such Meeting or poll whatsoever.

Chairman of any Meeting to be the judge of validity of any vote

135. The Chairman of any Meeting shall be the sole judge of the validity of every vote given or tendered at such Meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

Custody of instrument appointing proxy

136. If any such instrument of appointment be confined to the object of appointing a proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If embracing other objects, copy thereof verified with the original shall be delivered to the Company to remain in the custody of the Company.

MINUTES

Minutes of General Meetings and inspection thereof by Members

137.(1) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such Meeting, entries thereof in books kept for that purpose with their pages consecutively numbered.

Pages of Minutes Book to be initialed etc.

(2) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed by the Chairman of the same Meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within this period, by a Director duly authorised by the Board for the purpose.

Pages not to be pasted in Minutes Book

(3) In no case the minutes of proceedings of a Meeting shall be attached to any such book as aforesaid by pasting or otherwise.

Minutes to contain summary

(4) The minutes of each Meeting shall contain a fair and correct summary of the proceedings thereat.

Appointments of officers to be included in minutes

(5) All appointments of Officers made at any of the Meetings aforesaid shall be included in the minutes of the Meeting.

75 Article 133 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

Matters not to be included in Minutes

(6) (i) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the Meeting:

(a) is, or could reasonably be regarded as, defamatory of any person;

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interest of the Company.

(ii) The Chairman of the Meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

Minutes to be evidence of proceedings

(7) Any such minutes shall be evidence of the proceedings recorded therein.

Inspection of Minutes Book

(8) (i) The books containing the minutes of the proceedings of any General Meeting shall be kept at the Registered office and shall be open, during business hours, for a period of two hours in the aggregate in each day, to the inspection of any Member without charge.

(ii) Any Member shall be entitled to be furnished, within seven days after he has made a request in that behalf to the Company, with a copy of any minutes referred to in sub-clause (1) on payment of such charges as may be prescribed under the Act.

DIRECTORS

Number of Directors

138.(1) The Board shall comprise of not less than 7 (seven) and not more than 11 (eleven) Directors. Subject to Applicable Law and the approval of the shareholders of the Company as may be required, the Board shall be constituted in the following manner:

- Canara Bank shall be entitled to nominate 2 (two) non-independent Directors on the Board, ("**Canara Bank Nominee Directors**");
- ORIX shall be entitled to nominate 2 (two) non-independent Directors on the Board ("**Orix Nominee Directors**");
- The Board shall consist of not less than 6 (six) independent Directors, appointed in compliance with the Companies Act, 2013 and the LODR Regulations. It is clarified that such independent Directors shall not be subject to nomination or recommendation rights of either Canara Bank or ORIX;
- There shall be not less than 1 (one) woman Director on the Board at all times, and such woman director shall be an independent Director as may be required under Applicable Law; and
- The Chief Executive Officer of the AMC, as on the date of the WCA Agreement, shall remain appointed as the 11th (eleventh) Director (non-independent) on the Board of the Company for such term as may be permitted under Applicable Law.

Provided that the composition of the Board shall, at all times, be in compliance with the corporate governance requirements under Applicable Law, including but not limited to, the LODR Regulations and the Companies Act, 2013.

(2) It is clarified that an "independent Director" on the Board of the Company shall be a non-executive board member of the Company, shall satisfy the criteria for 'independence' prescribed under the Companies Act and the LODR Regulations and shall be appointed in accordance with the requirements under section 149 of the Companies Act and the LODR Regulations.

(3) The rights of each of the Shareholders to nominate Directors on the Board, as provided in this Clause 13.2, shall terminate with respect to such Shareholder upon the occurrence of all of the following events (i) the relevant Shareholders' (together with its Affiliates') shareholding in the AMC (calculated on a fully diluted basis) falling below 10% (ten per cent) of the Share Capital; and (ii) the relevant Shareholder ceasing to be classified as a sponsor of the AMC in accordance with the MF Regulations.

Sponsor Undertakings

(4) Each of the Sponsors undertakes that the Directors nominated by them:

i. will not wilfully or unreasonably fail to attend a Board Meeting or a meeting of any committee of the Board in order to prevent the transaction of business at that Board Meeting or committee meeting as the case may be;

ii. will exercise their rights so as to ensure that the AMC, subject to the terms of the Articles, carries out the Strategic Vision Document and the Business Plan in accordance with its terms; and

iii. will exercise their rights so as to ensure that they in their capacity as Shareholders and Directors, the AMC complies with the terms of

the Memorandum and Articles of Association and the Applicable Law.

First Directors

(5) The first Directors of the Company shall be the following persons, who shall hold office till the Annual General Meeting of the Company to be held immediately after the incorporation of the Company:

(i) A.M. PRABHU

(ii) K.V. HEGDE

(iii) S.P. ACHARYA

(iv) V.R. GUPTE

(v) B.R. PRABHU

(vi) K.U. MADA

139. Deleted. [77]

Debenture Directors

140. Any Trust Deed for securing debenture or debenture-stocks, may, if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of debentures or debenture-stocks of some person to be a Director of the Company and may empower such Trustees or holders of debentures or debenture stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as 'Debenture Director'. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and Trustees and all such provisions shall have effect notwithstanding any of the other provision herein contained.

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77 The Article 139 deleted. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

Nominee Directors of Financial Corporation – Corporation Director

141. Notwithstanding anything to the contrary contained in these Articles so long as any moneys remain owing by the Company to the Industrial Development Bank of India (IDBI), Life Insurance Corporation of India (LIC),The Industrial Credit and Investment Corporation of India limited (ICICI), Industrial Finance Corporation of India (IFCI) and Unit Trust of India (UTI), or to any other Finance Corporation or Credit Corporation or any other Financing Company or body, out of any loans granted by them to the Company or so long as IDBI, L1C, ICICI, IFCI and UTI or any other Finance Corporation or Credit Corporation or any other Financing Company or Body (which ICICI, L1C, IDBI, IFCI and UTI or any other Finance Corporation or Credit Corporation is hereinafter in this Article referred to as 'the Corporation') continue to hold debentures in the Company by direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or conversion of the said loans/ debentures, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors (which Director or Directors is/are hereinafter referred to as 'Corporation Director/s') on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s. At the option of the Corporation, such Corporation Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation, such Corporation Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Corporation Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Corporation Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Corporation Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as a result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or conversion of the loans/ debentures and the Corporation Directors so appointed in exercise of the said power shall ipso facto vacate his office immediately after the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/Shares in the Company.

Limit of number of non-rotational Directors that may be appointed

142.(1) 1 (one) Canara Bank Nominee Director shall not be liable to retirement by rotation. In the event of the retirement of the other Canara Bank Nominee Director and/or ORIX Nominee Directors where such retirement is required under the Act, the Sponsors shall exercise their rights in such manner so as to cause the immediate reappointment of such Director at the Annual General Meeting at which he was required to retire provided that such reappointment

is permitted under Applicable Law. The directors so nominated/ appointed by Canara Bank or ORIX shall be liable to be removed by Canara Bank or ORIX, as the case may be, at its discretion and to nominate / appoint a substitute or substitutes in his or their place(s), and upon such removal, the person so nominated/ appointed shall cease to be the Director of the Company with effect from the date on which Canara Bank or ORIX, as the case may be, shall advise the Company about the withdrawal of the nomination/ appointment.[78&79]

142.(2) Subject to Article 142(1) above, the provisions in these Articles empowering the Promoter, the Debenture Trustees and the Financial Corporations to appoint non-rotational Directors shall be subject to the provisions of Section 152 of the Act if and when applicable and the total number of such Directors so appointed shall not, in the aggregate exceed one-third of the total number of Directors for the time being in office.[80]

Appointment of Alternate Director

143.(1) The Board may appoint an alternate director (an "**Alternate Director**") who is recommended for such appointment by a Director (an "**Original Director**") to act for him during his absence for a period of not less than 3 (three) months from India in which the Board Meetings are ordinarily held. Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act. The act of an Alternate Director acting for the Original Director will be deemed to be the act of the Original Director. Upon the appointment of the Alternate Director, the AMC shall ensure compliance with the provisions of the Act, including by filing necessary forms with the relevant Registrar of Companies. The Alternate Director shall be entitled to receive notice of a meeting of the Board or committee thereof, along with all relevant papers in connection therewith in terms of Article 182 hereof and to attend and vote thereat in place of the Original Director and generally to perform all functions of the Original Director in his absence.[81&82]

Alternate Director entitled to notice of meeting of Directors

(2) Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Directors and to attend and vote as a Director and be counted for the purpose of a quorum and generally at such meetings to have and exercise all the powers and duties and authorities of the original Director.

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78 The new Article 142(1) inserted and the Article 142 renumbered as Article 142(2) with the addition of the words "Subject to Article 142(1) above" at the beginning of renumbered Article 142 (2) : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

79 Article 142(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

80 Article 142(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

81 The Article 143(1) substituted with the new Article 143(1) : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

82 Article 143(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

Article 143 (3) is deleted and 143 (4) and (5) renumbered as 143 (3) and (4)

Alternate Director not reappointed automatically

(3) If the term of office of the original Director is determined before he returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.[83&84]

Alternate Director not to hold office longer than permissible to original Director

(4) An Alternate Director shall not hold office as such for a longer period than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India and resumes office.[83&85]

Director may fill casual vacancies

144.(1) In the event of a casual vacancy arising on account of the resignation of a Director or the office of the Director becoming vacant for any reason, the Sponsor who has nominated/recommended (as the case may be) such Director shall be entitled to designate/recommend (as the case may be) another person to fill the vacancy.[86]

Casual vacancy to be filled at Board meeting

(2) Such casual vacancy shall be filled by the Board at a meeting of the Board.

Director appointed in casual vacancy to hold office upto date upto which the Director in whose vacancy he is appointed would have held the office.

(3) Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but, he shall then be eligible for re-election.

Additional Directors

145.(1) The Board shall also have power at any time and from time to time to appoint any other qualified person to be an Additional Director but so that the total number of Directors shall not at any time exceed the maximum strength fixed for the Board by the Articles.

Additional Director to hold office upto next Annual General Meeting

(2) Any person so appointed as an Additional Director shall retain his office only upto the date of the next Annual General Meeting but shall be eligible for election at such meeting, subject to the provisions of the Act.

No share qualification for Directors

146. A Director shall not be required to hold any qualification shares.

Remuneration of Directors

147. The remuneration of a Director for his services shall be such sum as may be fixed by the Board for each meeting of the Board or a Committee thereof attended by him. The Directors may subject to

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83 The Article 143 (3) deleted and the Article 143(4) and 143(5) are renumbered as Article 143 (3) and 143 (4). vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

84 Article 143(5) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

85 Article 143(4) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

86 The Article 144 (1) substituted by the new Article 144 (1) : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

the sanction of the Central Government (if any required) be paid such further remuneration as the Company in a General Meeting shall, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and manner as the Board may from time to time determine; and in default of such determination shall be divided among the Directors equally.

Expenses and Remuneration

148. The AMC shall bear the reasonable costs of the attendance of Board Meetings (including accommodation, airfare, transport, etc.). No remuneration shall be paid to the Directors other than sitting fees and other expenses.[87]

149. Deleted. [88]

Directors may act notwithstanding vacancy

150. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company but for no other purpose.

Disqualification of Directors

151.(1) A person shall not be capable of being appointed as a Director of the Company, if - [89]

(a) he has been found to be of unsound mind by a court of competent jurisdiction and the finding is in force;

(b) he is an undischarged insolvent;

(c) he has applied to be adjudged an insolvent and his application is pending.

(d) he has been convicted by a court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence.

(e) he has not paid any call in respect of shares in the Company held him whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call;

(f) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;

(g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or

(h) he has not complied with sub-section (*3*) of section 152.

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87 Article 148 substituted by the new Article 148 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

88 The Article 149 deleted. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

89 Article 151 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

When disqualification becomes effective

(2) Notwithstanding anything contained in sub-clause (d), (f) and (g) of Clause (1) hereof, the disqualification referred to in these clauses shall not take effect- [90]

(a) for thirty days from the date of conviction or order of disqualification,

(b) where an appeal or petition is preferred within thirty days as aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed off, or

(c) where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed off.

Vacation of office by Director

152 (1) The office of a Director shall become vacant if- [91]

(a) he incurs any of the disqualifications specified in Article 151;

(b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;

(c) he acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested;

(d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section184;

(e) he becomes disqualified by an order of a court or the Tribunal;

(f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months:

152.(2) Deleted [92]

Removal of Directors from office

153.(1) Canara Bank and ORIX may require the removal of a Canara Bank Nominee Director or ORIX Nominee Director respectively, at any time and shall be entitled to nominate another representative as a Director in place of the Director so removed, and both Sponsors shall exercise their rights in such manner so as to cause the appointment of the representative of the other Sponsor as a Director as aforesaid. In the event of the resignation or retirement of a Director nominated by Canara Bank or ORIX, the nominating Sponsor shall be entitled to nominate another representative as Director in place of such Director.[93]

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90 Article 151(2) is inserted pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

91 Article 152(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

92 Article 152(2) is deleted pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

93 The Article 153(1) substituted by the new Article 153 (1) : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

Special Notice to remove Director

(2) Special notice as provided by Section 169 or Section 115 of the Act shall be required of any Resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the Meeting at which he is removed.[94]

Company to send copy of notice

(3) On receipt of notice of a Resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the Resolution at the meeting.

Directors Right to make Representation at the Meeting

(4) Where a notice is given of a Resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and request their notification to members of the Company, the Company shall, unless the representations are received by it too late for it to do so, (i) in the notice of the Resolution given to members of the Company state the fact of the representations having been made, and (ii) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent (before or after the representations) by the Company and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting. Provided that copies of the representations need not be sent or read out at the meeting if on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.

Vacancy caused by removal of Director to be filled at the meeting at which he is removed

(5) Subject to Article 153(1), a vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board in pursuance of Article 144 or Section 161 of the Act, be filled by the Meeting at which he is removed; provided special notice of the intended appointment has been given. A Director so appointed shall hold office until the date upto which his predecessor would have held office. If he had not been removed as aforesaid. If the vacancy is not filled under this sub-clause it may be filled as a casual vacancy in accordance with the provisions of Article 144 in so far as they are applicable, and all the provisions of that Article shall apply accordingly.[95&96]

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94 Article 153(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

95 The words "Subject to Article 153(1)," are inserted at the beginning of Article 153 (5). vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

96 Article 153(5) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Provision not to deprive any person of Compensation etc.

(6) Nothing contained in this Article shall be taken:

(i) as depriving a person removed hereunder of any compensation or damages payable to him in respect of the termination of his appointment as Director; or

(ii) as derogating from any power to remove a Director which may exist apart from this Article.

Director may hold office or place of profit under a contract with the Company

154. Subject to compliance with the provisions, if any, of the Act and save as therein provided no Director shall be disqualified by his office from holding any office or place of profit under the Company or under any company in which this Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract or any arrangement entered into by or on behalf of the Company in which any Director shall be in anywise interested by avoided, nor shall any Director be liable to account to the Company for profit arising from any such contract or any arrangement entered into by or on behalf of the Company in which any Director shall be in anywise interested by avoided, by reason only of such Director holding that office or of the fiduciary relation thereby established.

Directors may contract with the Company

155. A Director or his relative, a firm in which such Director or relative is a partner, any other partner in such a firm, or a private company of which the Director is a member or director may enter into any contract with the Company for the sale, purchase or supply of goods, materials or services or for underwriting the subscription of any shares in, or debentures of the Company if the sanction of the Board is obtained before or within three months of the date on which the contract is entered into, subject to the extent and in accordance with the provisions of Section 188 of the Act.[97]

Disclosure of Interest

156. A Director of the Company, who is in any way whether directly or indirectly, concerned or interested in a contract or arrangement entered into or a proposed contract or arrangement to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act. Provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into with any other company where any of the Directors of the Company holds or two or more of them together hold, not more than two per cent of the paid up share capital in any such other company.[98]

Interested Director not to participate or vote in Board's proceedings

157. No Director shall as such interested Director, take any part in the discussion of, or vote on, any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in

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97 Article 155 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

98 Article 156 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

any way, whether directly or indirectly, concerned or interested in such contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote, and if he does vote, his vote shall be void; provided however, that nothing herein contained shall apply to:-

(a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;

(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely-

(i) in his being

(a) a director of such company and

(b) the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a director thereof, he having been nominated as such director by the Company, or

(ii) in his being a member holding not more than 2 per cent of its paid-up share capital.

Register of Contracts in which Directors are interested

158.(1) The Company shall keep one or more registers in accordance with the applicable provision of the Act, and shall within the time specified therein, enter in such register(s) the particulars of all contracts or arrangements to which Section 188 or Section 184 of the Act applies.[99]

Register open to inspection

(2) The registers shall be kept at the Office and shall be open to inspection at the Office and extracts may be taken therefrom and copies thereof may be required by any Member of the Company to the same extent, in the manner and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.[100]

Directors may be directors of companies promoted by the Company

159.(1) Subject to the provisions of the Act and any other law for the time, being in force, a Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such other company.[101]

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99 Article 158(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

100 Article 158(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

101 The Article 159 renumbered as Article 159 (1). vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

Disclosure by a Director of appointment to any other body corporate

(2) Every director shall at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals. Every Key Managerial Personnel of the Company shall, within twenty days of his appointment to any of the above offices in other body corporate, disclose to the Company the particulars relating to his office in the other body corporate or bodies corporate which are required to be specified under of Section 170 of the Act.[102]

Article 159 (3) is deleted and 159 (4) renumbered as 159 (3) [103]

Register to be maintained at the Registered Office

(3) The Company shall also keep at the Registered Office a register containing the particulars of Directors, Managers, Secretaries and other persons and their shareholding mentioned in Section 170 of the Act and shall send to the Registrar, a return containing the particulars specified in such register shall otherwise comply with the provisions of the said Section in all respects.[104]

159(5) Deleted.[105]

Appointment of Directors and liability to retire by rotation

160. Not less than two-thirds of the total number of Directors shall (a) be persons whose period of the office is liable for determination by retirement of Directors by rotation and (b) save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.[106]

The "total number of directors" shall not include independent directors, whether appointed under this Act or any other law for the time being in force, on the Board of a company.

Retirement of Directors by rotation

161.(1) At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three then the number nearest to one third, shall retire from office.

Retiring Director

(2) In these Articles a "Retiring Director" means a Director retiring by rotation.

Ascertainment of Directors to retire by rotation and filling of vacancies

162. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between those who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot.

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102 Article 159(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

103 Article 159(3) is deleted pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

104 Article 159(4) is renumbered as 159(3) and amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

105 Article 159(5) is deleted pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

106 Article 160 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Eligibility of retiring Directors for re-appointment

163 A retiring Director shall be eligible for re-appointment subject to the provisions of these Articles.[107]

Company to fill vacancies at General Meeting

164.(1) Subject to the provisions of these Articles, the Company may, at the General Meeting at which a Director retires in manner aforesaid fill up the vacancy by appointing the retiring Director or some other person thereto.[108]

If place of Retiring Director not filled the Meeting to be adjourned

(2) Subject to the provisions of these Articles, if the place of retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned to the same day in the next week, at the same time and place, or if that day is public holiday to the next succeeding day which is not a public holiday, at the same time and place.[109]

If place of Retiring Director not filled up retiring Director reappointed

(3) If at the adjourned Meeting also the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting unless

(i) at that meeting or the previous meeting a Resolution for the reappointment of such Director has been put to the meeting and lost;

(ii) the retiring Director has, by a notice in writing addressed to the Company or its Board expressed his unwillingness to be so reappointed;

(iii) he is not qualified or is disqualified for appointment;

(iv) a resolution, whether Special or Ordinary, is required for his appointment or reappointment by virtue of any provisions of the Act; or

(v) the proviso to sub-section (2) of Section 162 of the Act is applicable to the case.

Increase or reduction in the number of Directors

165. Subject to the provisions of the Act and Articles 96A and 187A, the Company may, by ordinary resolution, from time to time, increase or reduce the number of Directors and may alter the qualifications for becoming a Director.[110]

Appointment of Directors to be voted individually

166.(1) No motion at any General Meeting shall be made for the appointment of two or more persons as Directors by a single Resolution unless that it shall be so made, has been first agreed to by the Meeting without any vote being given against it.

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107 In the Article 163, the word "re-appointed" appearing at the end of the said Article substituted by the words "reappointment subject to the provisions of these Articles". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

108 In the Article 164 (1), the words "Subject to the provisions of these Articles" inserted at the beginning of the Article. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

109 In the Article 164 (2), the words “Subject to the provisions of these Articles” inserted at the beginning of the Article. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

110 In the Article 165, the words “and Articles 96 A and 187 A ” inserted after the words “Subject to the provisions of the Act”. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

Resolution in contravention of clause (1) void

(2) A resolution moved in contravention of clause (1) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved is passed, no provision for the automatic reappointment of the retiring Director in default of another appointment as hereinabove provided shall apply.

Explanation: For the purpose of this Article, a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

Directors' Access

166A. Each Director shall be entitled to examine the books, accounts and records of the AMC and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the AMC. The AMC shall provide such information relating to the business affairs and financial position of the AMC as and when such information may be required by any Director. A Director nominated by a Sponsor may at any time provide such information to the Sponsor that has nominated the Director.[111]

Parties right subject to Mutual Fund Regulations

166B. Notwithstanding anything herein contained, the rights vested with the Parties under these Articles, shall be subject to MF Regulations.[111]

Notice of candidature for office of Director except in certain cases

167. No person, not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other member intending to propose him has, at least fourteen days before the meeting, left at the office a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such member to propose him as a Director for that office, as the case may be alongwith a deposit of one lakh* rupees which shall be refunded to such person, if he succeeds in getting elected as a director.

Company to inform about candidates

168. The Company shall inform its Members of the candidature of a person for office of Director or the intention of a member to propose such person as a candidate for that office by serving individual notice on the members not less than seven days before the meeting. Provided that it shall not be necessary for the Company to serve individual notices upon the members as aforesaid if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the Registered Office is located, of which one is published in the English language and the other in the regional language of that place.

Director to file consent

169. Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office a notice under Section 160 of the Act signifying his candidature for the office of a Director)

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111 The Articles 166 A and 166 B are inserted after the Article 166 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

* Article 167 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director if appointed.[112]

A person not to act as Director unless he shall have filed his consent to act as Director.

170. A person appointed as a director, other than: [113]

(a) A director reappointed after retirement by rotation or immediately on the expiry of his term of office, or

(b) An Additional or Alternate Director or a person filling casual vacancy in the office of a Director under Section 161 of the Act, appointed as a Director reappointed as an Additional Director or Alternate Director immediately on the expiry of his term of office, or

(c) A person named as a Director of the Company under its Articles as first registered,

shall not act as Director of the Company unless he he gives his consent to hold the office as director and such consent has been filed with the Registrar within 30 days.

Authority of the Board

170A.(1) Subject to the provisions of the Memorandum and Articles of Association and the Act, the Board shall delegate to the Management Team requisite substantial powers of management to be exercised by them. The day to day management of the AMC shall be conducted by the Management Team in accordance with Article 179B hereof. Notwithstanding the foregoing, (i) the matters set out at Article 187A shall be decided by the Board; and (ii) the Management Team shall be subject to overall supervision of the Board.[114]

Appointing the Nominees

(2) At any General Meeting called for the purpose of filling the nominee positions on the Board or in any written consent of the Sponsor executed for such purpose, each Sponsor shall exercise its votes in relation to all the Shares held by it, and shall take all other actions necessary to ensure the election to the Board of the ORIX Nominee Director and Canara Bank Nominee Director.

Committees

(3) The Board may, from time to time, constitute such committees of the Board as required under Applicable Law or otherwise, and the composition, meetings and responsibilities of the committees shall be in accordance with the corporate governance requirements under Applicable Law, the LODR Regulations and the Companies Act, at all times

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112 Article 169 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

113 Article 170 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

114 The Article 170A is inserted after the Article 170 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

MANAGING DIRECTOR/WHOLE TIME DIRECTOR/ MANAGER

Whole Time Director, Managing Director, Manager

170B. Subject to what is stated in Article 179A, the Board shall have the power to appoint a Whole Time Director, Managing Director or Manager and delegate the management of the whole, or substantially the whole, of the affairs of the Company or substantial powers of management to such person or group of persons. A whole time Director/ Managing Director/ Manager shall be a Key Managerial Personnel.[116&117]

Chief Financial Officer

170C. Subject to the provisions of the Act, the Board shall appoint an Officer to be the Chief Financial Officer, who will be a Key Managerial Personnel.[118]

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115 Article 170A(5) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

116 The Article 170 B inserted after the Article 170 A : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

117 Article 170B is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

118 Article 170C is inserted pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

171. Deleted. [119]

172. Deleted. [119]

173. Deleted. [119]

174. Deleted. [119]

175. Deleted. [119]

176. Deleted. [119]

177. Deleted. [119]

177A. Deleted. [119]

178. Deleted. [119]

Appointment of Secretary

179.(1) The Directors may from time to time appoint a duly qualified person to be the Secretary of the Company and on such terms and conditions as they shall deem fit and may from time to time suspend, remove or dismiss him from office and appoint another in his place. The Secretary shall be a Key Managerial Personnel in terms of the Act.[120]

Delegation of powers to Secretary

(2) Subject to the provisions of the Act and these Articles, the Directors may delegate to the Secretary such powers and entrust him with such duties as they may deem fit from time to time and revoke, cancel, alter or modify the same, and, in particular, entrust to him the performance of the functions which, by the Act, are to be performed by the Secretary of a Company, and other administrative and ministerial duties.

Remuneration of Secretary

(3) The remuneration of the Secretary shall be such as may be determined by the Directors from time to time.

Management Team

179A All key managerial personnel, senior management personnel and employees of the AMC, including the chief executive officer, chief financial officer, compliance officer, chief operating officer, chief investment officer, chief commercial officer, treasurer and senior functional staff (collectively, the "**Management Team**") shall be appointed by the Board of the Company in accordance with Applicable Law.

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119 The Articles 171, 172, 173, 174, 175, 176, 177, 177 A and 178 deleted. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

120 Article 179(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Business Plan 179C [121]

(1) The Management Team will be responsible for updating the Strategic Vision Document annually, (any such annual update a "**Business Plan**") which Business Plan shall be subject to approval from the Board and be in accordance with (i) the Articles and (ii) inputs and guiding principles provided by ORIX. The CEO shall provide each of the Sponsors with a copy of such proposed Business Plan and the Business Plan shall be presented for approval and adoption by the Board in accordance with sub-clause (3) below. The Business Plan shall contain provisions in relation to the financing/ funding and operating policies of the AMC including its mission, organisational objectives, target clientele, the Products, changes to business processes, solvency norms, resource management, risk management, asset liability management, and financial policy. The Business Plan, may also detail any planned changes to the constitution of management committees and their functions, audit, actuary, human resources, code of conduct and corporate governance, reporting requirements and compliances.

(2) The proposed Business Plan would be submitted to the Board no less than 45 (forty five) Business Days prior to the commencement of each Financial Year. The Board shall meet no less than 30 (thirty) Business Days prior to the commencement of the Financial Year to consider and adopt such Business Plan.

(3) The Business Plan and each updated Business Plan shall include the following items:

i. Executive summary;

ii. Overall objectives, targets and goals;

iii. Distribution approach per channel (developments, status and actions):

1. Canara Bank distribution;

2. third party distribution (brokers, banks etc.);

3. direct institutional sales;

iv. Products:

1. status and actions per asset class: equities, fixed income, money market, alternative investments;

2. status and actions per Product: mutual funds, institutional accounts, offshore products;

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121 The new Articles 179A, 179B, 179C and 179D are inserted after the Article 179 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

v. Operations/Information Technology, Compliance, Risk Management:

1. overview current information technology settings;
2. information technology budgeting;
3. operations and system requirements;
4. compliance status and objectives;
5. risk management status and objectives;

vi. Organisation:

1. current organisational overview;
2. organisational requirements for future objectives;
3. staffing, remuneration level and compensation structure;

vii. Profit and Loss Statement, Balance Sheet and Cash Flow Statement:

1. Historical development;
2. Current Run Rate;
3. Forecasting;

viii. Investments, Funding and Financing; and

ix. Shareholder specifics:

1. Synergy projects Canara - ORIX - AMC;
2. Governance aspects.

Risk Management 179D

(1) The Board shall constitute a risk management committee (the "**Risk Management Committee**") in accordance with the requirements specified under the LODR Regulations. Notwithstanding anything provided in Clause 12.3 below, the terms of reference, powers and responsibilities of the Risk Management Committee shall be in accordance with the requirements of the LODR Regulations and other Applicable Law.

(2) The Management Team shall have day to day responsibility for executing risk management policies and procedures, as established by the Management Team in consultation with the Risk Management Committee. The Management Team will take any steps necessary to report, monitor, control and manage risks within the agreed policies and limits. To such effect, the Risk Management Committee will issue recommendations to the Board and implement these recommendations once approved by the Board. In addition to the foregoing, the powers and responsibilities of the Risk Management Committee shall be as set out in Article 179 B and subject to ORIX's corporate guidelines on risk management from time to time and MF Regulations.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Meeting of Directors

180. The Board shall, unless agreed by all the Directors otherwise, either meet in Mumbai or Rotterdam, at least once every calendar quarter and there shall be at least 4 (four) board meetings in every calendar year ("**Board Meetings**") and not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.[124&125]

Notice of Meeting

181. Not less than a minimum 7 (seven) days' prior written notice shall be given to each Director (including a Canara Bank Nominee Director and a ORIX Nominee Director) of any Board Meeting, accompanied by the agenda for the Board Meeting. Provided that, subject to the written approval of the Canara Bank Nominee Director and the ORIX Nominee Director, a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting. Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.[124&126]

When meeting to be convened

182. A Board Meeting may be called by the Chairman or any Director giving notice in writing to the company secretary of the AMC specifying the date, time and agenda for such meeting. The company secretary shall upon receipt of the notice give a copy to all Directors, accompanied by a written agenda specifying the business of the meeting and copies of all papers relevant for the meeting. The AMC shall ensure that sufficient information is included with the notice to the Directors so as to enable each Director to make a decision on the issue in question at the Board Meeting. Any Director can require any matter or issue to be included in the agenda for the Board Meeting.[124]

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124 The Articles 180, 181, 182, 183, 184, 185, 186 are substituted by the new Articles 180, 181,182, 183, 184, 185 and 186 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

125 Article 180 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

126 Article 181 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Quorum for a meeting of the Board

183. The quorum for a Board Meeting, duly convened and held, shall be in accordance with the corporate governance requirements under Applicable Law, Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, at all times.

Adjournment of meeting for want of Quorum

184. In the absence of a valid quorum at a Board Meeting, duly convened, or if there is valid quorum but a nominee Director of a Sponsor is not present, the meeting ("**Adjourned Meeting**") shall be adjourned to the same time and place 7 (seven) Business Days thereafter or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place. The Directors present in the Adjourned Meeting shall constitute quorum, provided that no resolution relating to an Affirmative Vote Item shall be passed at any such meeting(s) without the affirmative vote of at least 1 (one) ORIX Nominee Director and 1 (one) Canara Bank Nominee Director. A failure to pass a resolution at such Second Adjourned Meeting as a result of absence of a valid quorum, or if there is valid quorum but a nominee Director of a Sponsor abstains from voting or voting is not Unanimous, relating to (i) an Affirmative Vote Item, not being a Deadlock Affirmative Vote Item shall not be acted upon. Provided however Canara Bank or ORIX may request resolution of the Affirmative Vote Item by an internationally reputed independent business expert/management consultant jointly appointed by ORIX and Canara Bank , in which case the matter shall be referred to said expert for recommendation, and the Parties undertake to make reasonable efforts to implement the recommendation of the expert; and (ii) a Deadlock Affirmative Vote Item at such Second Adjourned Meeting shall constitute a Deadlock Event.

Chairman of the Board

185.(1) Subject to Applicable Law and the approval of the shareholders of the Company as may be required, Canara Bank shall have the right to nominate the chairman of the Board (the "**Chairman**") which chairman shall be one of the Canara Bank Nominee Directors.

Questions at Board Meetings how decided

186.(1) At any Board Meeting, each Director (or an Alternate Director appointed in accordance with Article 143) may exercise 1 (one) vote.[124]

(2) Until the date of filing the red herring prospectus in relation to the IPO by the Company with the RoC, subject to any additional requirements imposed by the Act and notwithstanding anything contained in the Memorandum or Articles of Association, any action to be taken at any meeting of the Board or committee thereof or resolution by circulation with respect to any Affirmative Vote Item shall require a Unanimous Vote.

Powers exercisable at Board Meetings

187. A meeting of the Board for the time being at which a quorum is present, shall be competent to exercise all or any of its authorities, powers and discretions which by or under the Act, or these Articles or the regulations for the time being of the Company are vested in or exercisable by the Board generally.[129]

Pursuant to Section 179(3) of the Act, the Board of Directors shall exercise the following power on behalf of the Company by means of resolution passed at meetings of the Board:

(1) to approve financial statement and the Board's report.

(2) to invest the funds of the company.

(3) to grant loans or give guarantee or provide security in respect of loans.

(4) to diversify the business of the company.

(5) to approve amalgamation, merger or reconstruction.

(6) to take over a company or acquire a controlling or substantial stake in another company.

(7) to make political contributions.

(8) to appoint or remove key managerial personnel (KMP);

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124 The Articles 180, 181, 182, 183, 184, 185, 186 are substituted by the new Articles 180, 181,182, 183, 184, 185 and 186 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

129 Article 187 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

(9) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;

(10) to appoint internal auditors and secretarial auditor;

(11) to take note of the disclosure of director's interest and shareholding;

(12) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;

(13) to invite or accept or renew public deposits and related matters;

(14) to review or change the terms and conditions of public deposit;

(15) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Board Affirmative Vote Items

187A. The following matters must be discussed at a Board Meeting and must have the affirmative vote of at least 1 (one) Canara Nominee Director as well as 1 (one) ORIX Nominee Director in order to be approved: [130&131]

(1) To fill casual vacancies on the Board;

(2) To grant consents for the AMC to enter into contracts which attract the provisions of Section 188 of the Act, and to sign the statutory register in which the details of the contracts (governed by Sections 188 and 184) of the Act are maintained;

(3) To appoint the managing director / managers of the AMC, to approve or adopt any compensation, option or bonus scheme in relation to managers of the AMC;

(4) To sanction inter-corporate guarantees except to the extent specifically delegated to the Management Team by way of resolution of the Board.

(5) To issue declarations in relation to a proposal for a voluntary winding up of the AMC.

(6) To approve and adopt any compensation, option or bonus structure, policy and level.

(7) To authorise any buy back of Shares by the AMC that represent less than 10 (ten) % of the Share Capital.

(8) To call for capital and to issue shares, securities or debentures.

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130 The new Article 187A inserted after the Article 187 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

131 Article 187A is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

(9) To approve the Strategic Vision Document, the Business Plan, the budget and capital outlay of the AMC.

(10) To approve new Products except to the extent specifically delegated to the Management Team by way of resolution of the Board.

(11) To acquire any item of capital expenditure or to enter into, amend or terminate any material agreement which is not in the budget (whether in one transaction or a series of related transactions) and exceeds Rs. 2 crores per annum and which is in excess of the over-budget allowance decided in advance at the time of fixing the budget.

(12) To acquire or dispose of any freehold or leasehold property or to grant or surrender a lease in respect thereof or the creation of any mortgage, charge, lien or other encumbrance with respect to the properties and assets of the Company, for a value in excess of Rs. 2 crores per annum.

(13) The agreement to or execution of, any arrangement, contract or transaction which is outside the normal course of its business as it is presently carried on, or otherwise than at arms length terms or the incurring of any liability of such a nature or the entering into of any commercial agreement by the AMC with a third party (including any of the Sponsors)

(14) Any form of borrowing, indebtedness and other liabilities of any nature whatsoever actual or contingent, existing or future, or granting of security or guarantees by the AMC except to the extent specifically delegated to the Management Team by way of resolution of the Board.

(15) Any change in the geographical scope of operations of the AMC.

(16) Any change in the governance structure of the AMC.

(17) To approve any related party transactions with the AMC, to the extent these do not relate to Directors.

Directors may appoint committees

188.(1) The Board may subject to the provisions of Section 179 and other relevant provisions of the Act and of these Articles, appoint committees of the Board, and delegate any of the powers, other than the powers to make calls and to issue debentures and to buy-back securities, to such committee or committees and may from time to time revoke and discharge any such committees either wholly or in part and either as to the person or purposes, but every committee so formed shall be in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.[132]

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132 Article 188(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

Quorum for Committee Meetings

(2) The Board may, from time to time, constitute committees of the Board (consisting exclusively of Directors) and may determine their functions, powers, authorities and responsibilities. Every committee of the Board so constituted shall however, unless agreed to otherwise by Canara Bank and ORIX, include at least 1 (one) Canara Bank Nominee Director and 1 (one) ORIX Nominee Director.[133]

Meeting of a Committee how to be governed

189. The meeting and proceedings of any such committee of the Board shall be governed by the provisions herein contained for regulating meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

Circular Resolution

190.(1) A resolution passed by circulation without a meeting of the Board or of a Committee shall, subject to the provisions of the Act, be as valid and effectual as a resolution duly passed at a meeting of the Board or of a Committee duly called and held.

Resolution by circulation

(2) For any resolution to be duly passed by the Board or a committee thereof by circulation, the resolution should have been circulated in draft, together with the necessary papers, to all Directors at their usual address in India or abroad by hand delivery or by post or by courier, or through such electronic means and has been approved by a majority of the directors or members, who are entitled to vote on the resolution. [134&135]

Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

(3) A resolution passed by Circulation shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.[136]

Acts of the Board or Committee valid not withstanding defect in appointment

191. All acts, done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or that the appointment of any of them was terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director.

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133 The Article 188 (2) substituted by the new Article 188 (2) : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

134 The Article 190 is renumbered at Article 190(1) and the Article 190(2) is substituted by the new Article 190 (2) : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

135 Article 190(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

136 Article 190(3) has been inserted pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

Minutes of the proceedings

192.(1) The Company shall cause minutes of all proceedings of every meeting of the Board or of every Committee of the Board to be kept by making within thirty days of the conclusion of such meeting entries thereof in books kept for that purpose with their pages consecutively numbered.

Minutes book to be initialed

(2) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting of the Board or of the Committee or the Chairman of the next succeeding meeting.

Minutes not to be pasted

(3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

Fair and Correct Summary

(4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereof.

Appointments to be included in minutes

(5) All appointments made at any of the meetings aforesaid shall be included in the minutes of the meeting.[137]

Contents of minutes

(6) The minutes shall also contain details of -

(a) the names of the Directors present at the meeting;

(b) all orders made by the Board and Committee of the Board;

(c) all resolutions and proceedings of meetings of the Board; and

(d) in the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or concurring in, the resolution.

Matters excluded from Minutes

(7) Nothing contained in Clauses (1) to (6) shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting-

(a) is or could reasonably be regarded as defamatory of any person;

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interest of the Company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this Clause.

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137 Article 192(5) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

Minutes to be evidence

(8) The minutes kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.[138]

Validity of proceedings

(9) Where the minutes have been kept in accordance with sub-section (1) then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place, and in particular, all appointments of directors, key managerial personnel, auditors or company secretary in practice, shall be deemed to be valid.[139]

POWERS OF THE BOARD OF DIRECTORS

Powers of the Board

193. Subject to Articles 170 A and B and Articles 179A, B, C and D the business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting, subject nevertheless to these Articles the provisions of the Act, or any other law, and to such regulation (being not inconsistent with these Articles or the aforesaid provisions) as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.[140]

Certain powers of the Board

194. Without prejudice to the general powers conferred by Article 193 and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers:[141]

To pay costs for formation of the Company

(1) to pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company;

To pay commission of interest

(2) to pay out of the capital and charge to the capital account of the Company any commission or interest lawfully payable there out under Section 40 of the Act;[142]

To acquire any property, rights etc.

(3) to purchase or otherwise acquire for the Company any property, rights, or privileges which the Company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in such purchase or other

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138 Article 192(8) is inserted pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

139 Article 192(9) is inserted pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

140 In the Article 193, the words "Subject to Articles 170A and B and Articles 179A, B, C and D" inserted at the beginning of the said Article 193. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

141 The Article 194 (17) deleted and the Article 194(18) to (29) are renumbered as Article 194 (17) to (28). vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

142 Article 194(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

acquisition accept such title as the Directors· may believe or may be advised to be reasonably satisfactory;

To pay for property

(4) at their discretion and subject to the provisions of the Act, to pay for any property, rights or privileges acquired by them or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;

To secure contracts by mortgage

(5) to secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit;

To accept surrender of shares

(6) to accept from any member, so far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;

To appoint Trustees for the Company

(7) to appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees;

To conduct legal proceedings

(8) to institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its officer, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or foreign law and either in India or abroad and observe and perform or challenge any award made thereon;

(9) to act on behalf of the Company in all matters relating to bankruptcy and insolvents;

To act in matters relating to insolvents

(10) to make and give receipts, release and other discharge for moneys payable to the Company and for charge the claims and demands of the Company;

To issue receipts and to give discharge

To invest moneys of the Company

(11) subject to the provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investments. Save as

provided in Section 187 of the Act, all investments shall be made and held in the Company's own name;[143]

To give security by way of indemnity

(12) to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal, or as surety, or otherwise howsoever for the benefit of the Company, such mortgage of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;

To determine signing powers

(13) to determine from time to time who shall be entitled to sign, on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.

To distribute profits of the Company among officers and others

(14) to distribute by way of bonus amongst the staff of the Company as a share or shares on the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction, and to charge such bonus or commission as part of working expenses of the Company;

To provide for provident fund, gratuity etc. to Directors and employees

(15) to provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and wives, widows, and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or by grants of money, pensions, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident fund and .other associations, institutions, funds, or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and, subject to the provisions of the Section 179 (3) (f) of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or .the public and general utility or otherwise;[144]

To provide for reserves, etc.

(16) before recommending any dividend subject to the provisions of Section 123 of the Act, to set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation fund, or to insurance fund, or as a reserve fund or sinking fund or any special fund to meet contingencies or to repay debentures or debenture stock or for special dividends or for

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143 Article 194(11) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

144 Article 194(15) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in their absolute discretion think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expand' all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion think' conducive to the interests of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expanded; and to divide the reserve fund into such special funds as the Board may think fit; with full power, to transfer the whole or any portion of a reserve fund or divisions of a reserve fund to another reserve fund or divisions of a reserve fund to another reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in purchase or repayment of debentures or debenture stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power however to the Board at their discretion to pay or allow to 'the credit of such funds interest at such rate as the Board may think proper, not exceeding nine percent per annum.[145]

Article 194 (17) is deleted and Article 194(18) to (29) are renumbered as Article 194 (17) to (28).

(17) to comply with the requirement of any local law which in their opinion it would be in the interest of the Company be necessary or expedient to comply with.

To comply with provisions of local law

To appoint local Boards

(18) from time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local Boards, and to fix their remuneration;

To delegate power to members of Local Boards

(19) subject to Section 179 of the Act, from time to time, and at any time to delegate to any person so appointed any of the powers, authorities, and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow moneys; and to authorise the members for the time being of any such local Board, or any of them to fill up any vacancies, and such appointment or delegation may be made on such terms and conditions as the Board may think fit, and the Board may at any

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145 Article 194(16) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

time remove any person so appointed, and may annul or vary such delegation;[146]

To appoint Attorneys (20) at any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and .excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to' such conditions as the Board may from time to time think fit, and any such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholder's, Directors, nominees or manager of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board any powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;

To enter into contracts (21) subject to Sections188 and 184 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;[147]

To make rules (22) from time to time to make, vary and repeal rules for the regulation of the business of the Company, its officers and servants;

To effect contract, etc. (23) to effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company;

Criteria laid by SEBI (24) Notwithstanding anything contained hereinabove, the Directors of the Company including Chairman shall exercise their powers hereinbefore granted in conformity with the criteria as may be laid down by SEBI.

(25) Notwithstanding anything contained hereinabove, in carrying out his responsibilities as a member of the Board of Directors, a Director shall maintain arms-length relationship with other companies, institutions, Financial intermediaries or any other persons with which he may be associated in any capacity.

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145 Article 194(19) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

147 Article 194(21) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

(26) Notwithstanding anything contained hereinabove, no Director shall participate in any meeting of the Board or in any decision making process for any investments in which he may be interested.

(27) Notwithstanding anything contained hereinabove, each Director shall furnish to SEBI and to the Board such information about the interest which he may have in any other company, institution, financial intermediary, body corporate or any other business enterprise by virtue of his position as Director or Partner or in any other capacity held by him in any such entity.

(28) Notwithstanding anything contained hereinabove, no Director shall become a Trustee of any other Mutual Fund or Director of any Company or body corporate entrusted with the functions of Investment Management of any other Mutual Fund.

Restrictions on the powers of the Board

195. In the event of Sections 180 & 181 of the Act, applying to the Company the Board shall not except with the consent of the company in General Meeting :-[148]

(a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking;

(b) remit, or give time for the repayment of, any debt due by a Director;

(c) invest, otherwise than in trust securities, the amount of compensation received by the Company as a result of any merger or amalgamation;

(d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in, the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose;

(e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, the amounts the aggregate of which will, in any financial year, exceed, fifty thousand rupees, or five per cent of its average net profits as determined in accordance with the provisions of Section 198 during the three financial years immediately preceding, whichever is greater.[149]

Provided further that the powers specified in Section 179 of the Act shall, subject to these Articles, be exercised only at meeting of the Board unless the same be delegated to the extent therein stated.

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148 Article 195 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

149 The words "twenty-five" appearing in the Article 195(e) substituted by the word " fifty". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

THE SEAL

The seal, its custody and use

196(1) The Board shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody, of the Seal for the time being under such regulation as the Board may prescribe.

Seal to be affixed under authority of Board

(2) The Seal shall not be affixed to any instrument except by the authority of the Board or a Committee of the Board, previously given and in the presence of at least two Directors of the Company and of the Secretary or such other officer of the Company as the Board may appoint for the purpose and those two directors, and the Secretary or other person aforesaid shall sign every instrument to which the Seal is affixed in their presence.[150]

Instrument bearing seal binding on Company

(3) Any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding irregularity touching the authority of the Board or issue of the same.

Sealing of on certificates

(4) The Certificates of shares or debentures will be sealed in the manner and in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014, and their statutory modifications for the time being in force.[150]

(5) Deleted [151]

DIVIDENDS

Dividend Policy

196.A The Sponsors intend that the AMC shall distribute profits (by way of distribution of dividend) in accordance with the Act, the Memorandum and Articles of Association, Strategic Vision Document and the Business Plan.[152]

Division of profits

197(1). Subject to the rights of persons, if any, entitled to share 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.

Advance paid/credited not to be treated as paid on 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-up on the share.

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150 Article 196(2) &196(4) are amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

151 Article 196(5) is deleted pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

152 The new Article 196A inserted after the Article 196 : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

The Company in Annual General Meeting may declare dividends.

198. Subject to provision of the Act, the Company in General Meeting may declare dividends to be paid to Members according to their respective rights and interest in the dividends/profits and may fix the time for payment but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in Annual General Meeting.

Dividends only to be paid out of profits

199. No dividend shall be declared or paid otherwise than out of the profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provided that - [153]

(a) if the Company has not provided for depreciation for any previous financial year or years, it shall, before declaring or paying dividend for any financial year, provide for such depreciation out of the profits of that financial year or out of the profits of any other previous financial year or years;

(b) if the Company has incurred any loss in any previous financial year or years, the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Section 123 of the Act, or against both.

Interim dividend

200. The Board of Directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company justifies.

Capital paid up in advance at interest not to earn dividend

201. Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right, to dividend or to participate in profits.

Dividends in proportion to amount paid up

202. 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 dividends as from a particular date such share shall rank for dividend accordingly.

Retention of dividends until completion of transfer under Article 73

203. The Board may retain the dividend payable upon shares in respect of which any person under Article 73 has become entitled to be a member, or any person, under that Article is entitled to transfer,

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153 Article 199 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

until such person becomes a member, in respect of such shares or shall duly transfer the same.

Effect of Transfer of shares

204. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Dividends, etc. to joint holders

205. Anyone of the several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such shares.

Dividend, etc. how remitted

206(1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant payable only in India, or by a pay slip or receipt having the force of a cheque or warrant, sent through post direct to the registered address of the member or person entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the members who is first named on the Register of Members in respect of the joint holding or to such person and to such address as the holder or the joint holder may in writing direct.

(2) Every cheque or warrant in respect of dividend or interest on Debentures may be crossed to order and made payable to the order of the person to whom it is sent.

Cheque/warrant payable to order

(3) The Company shall not be liable or responsible for any cheque or, warrant or pay slip cheque etc. in transit or receipt lost in transmission or for dividend lost, to the member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

Company not Responsible for loss if cheque etc. in transit

207. No unclaimed dividend shall be forfeited by the Board and the Company shall comply with the provisions of Section 124 of the Act in respect of such dividend.

Unclaimed dividend not to be forfeited

208. No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever, either alone or jointly with any other person or persons, and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.

No member to received dividend whilst indebted to the Company

Notice of dividend

209. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the registered holder of share in the manner herein provided.

Dividend to be paid within thirty days

210. The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.[154&155]

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154 The words "forty two" in the Article 210 substituted by the word "thirty". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

155 Article 210 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

The Company shall pay the dividend or send the warrant in respect thereof to the shareholder entitled to the payment of dividend, within thirty days from the date of the declaration unless:

(a) where the dividend could not be paid by reason of the operation of any law;

(b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with;

(c) where there is a dispute regarding the right to receive the dividend;

(d) where the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder; or

(e) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

Unclaimed dividend

211. Dividends unclaimed until transferred to the unpaid dividend account of the Company as hereinafter provided may be invested or otherwise used by the Board of Directors for the benefit of the Company until claimed or so transferred.

Undisbursed dividend to be transferred to special account with a Scheduled Bank

212(1) Where the dividend has been declared but not paid but the warrant in respect thereof has been posted, within thirty days from the date of the declaration to any shareholder entitled to the payment thereof, the Company shall within seven days from the date of expiry of the said period of thirty days transfer the total amount of dividend which remains unpaid or in relation to which dividend warrant has been posted within the said period of thirty days to a special account to be opened by the Company in that behalf in any Scheduled Bank, to be called unpaid dividend' account of CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED.[156]

Unpaid Dividend to be transferred to Investor Education and Protection Fund

(2) any money transferred to the unpaid dividend account of the Company in pursuance of Clause (1) hereof 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 Investor Education and Protection Fund established under sub-section (1) of Section 125 of the Act.[157&158]

No interest on dividends

213. Except as otherwise provided by law, no unpaid dividend shall bear interest as against the Company.

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156 The words "forty two" wherever appearing in the Article 212 (1) substituted by the word "thirty". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

157 The Article 212(2) substituted by the new Article 212 (2): vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

158 Article 212(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

CAPITALISATION

Capitalisation of undisbursed profits etc.

214(1) The Company in General Meeting may, upon the recommendations of the Board, resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Fund, or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend (or representing premiums received on the issue of shares or debentures and standing to the credit of the Share Premium Account) be capitalized and distributed amongst such of the members as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such members in paying up in full either at par or at such premium as the resolution may provide, any unissued shares of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or partly in one way and partly in the other, and that such distribution or payment shall be accepted by such members in full satisfaction of their interest in the said capitalized sum.

Surplus money to be distributed amongst Members

(2) A General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same, or any other undistributed profits of the Company not subject to charge for income-tax be distributed among the Members on the footing that they receive the same as Capital.

Board to settle difficulties in regard to distribution of surplus assets

(3) The Board shall give effect to the resolution passed as aforesaid and for that purpose the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that such cash payments shall be made to any Members upon the footing of the value so fixed or that fraction of less value than Rs.10/- may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trust for the persons entitled to the dividend or capitalized funds and may seem expedient to the Board.[159]

Fractional Certificates

215(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall -

(a) make all appropriations of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares; and

(b) generally do all acts and things required to give effect thereto.

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159 Article 214(3) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Article 215 (2) is deleted and the existing Articles 215 (3) and (4) renumbered as 215 (2) and (3)

Agreement binding on all Members

(2) Any Agreement made under such authority shall be effective and binding on all such Members.[160]

Directors to give directions to settle questions or difficulties

(3) For the purpose of giving effect to any resolution, under the preceding clause of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise regard to any issue including distribution of new equity shares and fractional certificates as they think fit.

ACCOUNTS

Directors to keep true accounts.

216(1) The Company shall keep at its Office or at such other place in India as the Board thinks fit, books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.[161]

Board to give notice to Registrar if books kept at place other than Registered Office

(2) Where the Board decides to keep all or any of the books of account at any place other than the Registered Office of the Company, the Company shall within seven days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The books of account and other books and papers shall be open to inspection by any Director during business hours and shall also be open to inspection by the Registrar or by any officer of Government authorised by the Central Government in that behalf if in the opinion of the Registrar or such officer sufficient cause exists for the inspection of the books of account.

Company to preserve Books of Account.

(3) The Company shall preserve in good order the Books of account relating to a period of not less than eight years preceding the current year together with the vouchers relevant to entries in such Books of Account.

Accounts of Branch Office

(4) When the Company has a branch office, whether in/or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarised returns, made uptodate at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or other place in India, at which the Company's books of account are kept as aforesaid.

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160 The Article 215(2) is deleted and the Article 215(3) and 215(4) renumbered as Article 215 (2) and 215 (3). vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

161 Article 216(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

Books to give true and fair view

(5) The books of account shall give a true and fair view of the state of the affairs of the Company or branch office, as the case may be, and explain its transactions.

Inspection of Accounts and books by members

217. The Board of Directors shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulations, accounts and books of the Company or any of them shall be open to inspection of Members not being Directors, and no Member not being a Director, shall have any right of inspection of any account or document of the Company except as conferred by law, or authorised by the Board of Directors or by the Company in General Meeting.

Profit and Loss Account and Balance Sheet

218. The Board of Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid at the General Meeting of the Company a Profit and Loss Account and a Balance Sheet, containing a summary of property and assets and of the capital and liabilities of the Company, made up to a date not earlier than the date of the meeting by more than six months or such extended period as may be permitted under the Act.

Profit and Loss Account shall give a true and fair view

219. The Profit and Loss Account of the Company shall give a true and fair view of the profit and loss of the Company for the financial year and shall comply with the requirements of Part II of Schedule VI of the Act, so far as they are applicable thereto.

Board's Report

220(1) Every Balance Sheet laid before the Company in Annual General Meeting shall be accompanied by Report of the Board of Directors as to the state of the Company's affairs and as to the amounts, if any, which it proposes to carry to any reserves in such Balance Sheet and the amount, if any, which it recommends should be paid by way of dividend and material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company for which the balance sheet relates and the date of the report.

Board's Report to deal with affairs of Company

(2) The Board's Report shall, so far as is material for the appreciation of the state of affairs by its Members and is not in the Board's opinion harmful to the business of the Company, deal with any changes which have occurred during the financial year in the nature of the Company's business and generally in the classes of business in which the Company has an interest. The Board shall also give the fullest information and explanations in its Report aforesaid, or in an addendum to the Report on every reservation, qualification or adverse remark contained in the Auditor's Report.

Board's Report to be signed by two Directors or Chairman

(3) The Board's Report and any addendum thereto shall be signed by not less than two Directors or by the Chairman of the Board of Directors if authorised in that behalf by the Board.

Board may give charge to a person not being a Director to comply with these provisions

(4) The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Clause (1) to (3) of this Article are complied with.

Financial Statement and Auditor's Report

221(1) The financial statements shall be signed atleast by Chairperson of the Company where he is authorized by the Board or by two Directors out of which one shall be Managing Director and Chief Executive Officer, if he is a Director in the Company, the Chief Financial Officer and the Company Secretary, wherever they are appointed.[162]

Profit and Loss account and Balance Sheet to be audited by Auditors

(2) The Financial Statements shall be audited by the Auditors and the Auditor's Report (including the Auditor's separate, special or supplementary report, if any) shall be attached thereto, and such Report shall be read before the Company in General Meeting and shall be open to inspection by any Member. [163]

Accounts etc. shall be sent to each Member

222(1) A copy of every such Profit and Loss Account and Balance Sheet, so audited, (including the Auditor's Report and every other document required by law to be annexed or attached to the Balance Sheet) shall, at least twenty-one days before the meeting at which the same are to be laid before the Members, be sent:

(a) to the Members of the Company;

(b) to holders of debentures issued by the Company (not being debentures which ex-facie are payable to the bearer thereof);

(c) to trustees for the holders of such debentures; and

(d) to all persons entitled to receive notices of General Meeting of the Company.

(2) Any member or holder of debentures of the Company and any person from whom the Company has accepted a sum of money by way of deposit shall, on demand, be entitled to be furnished free of cost, with a copy of the last balance sheet of the Company and of every document required by law to be annexed or attached thereto, including the profit and loss account and the Auditors' report.

AUDIT

Accounts to be audited

223. Once at least in every year the accounts of the Company shall be examined, and the correctness of the Profit and Loss Account and the Balance Sheet shall be ascertained by an Auditor or Auditors.

First Auditors to be appointed by the Board

224(1) The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month from the date of registration of the Company; and the Auditor or Auditors so

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162 Article 221(1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

163 Article 221(2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

appointed shall hold office until the conclusion of the first Annual General Meeting.

Company may remove auditor at General Meeting

(2) Subject to Article 96A, the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place any other person or persons, who have been nominated for appointment by any Member of the Company and of whose nomination notice has been given to the Members of the Company not less than fourteen days before the date of the meeting.[164]

(3) If the Board fails to exercise its powers under this Article, the Company may in General Meeting appoint the first Auditor or Auditors.

Company to appoint first Auditor if Board fails

Appointment of Auditors

225(1) Subject to Article 96A, the Company shall, at each Annual General Meeting, appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall within seven days of the appointment give intimation thereof to every Auditor so appointed, unless he is a retiring Auditor.[165]

(2) Every Auditor so appointed, unless he is a retiring Auditor, shall within thirty days of the receipt from the Company of the intimation of his appointment, inform the Registrar in writing that he has accepted or refused to accept, the appointment.

Auditor to inform Registrar regarding his appointment

(3) In addition, the following provisions shall have effect, that is to say, at any Annual General Meeting, a retiring Auditor or Auditors, by whatsoever authority appointed, shall be re-appointed, unless -

Reappointment of retiring auditor

(a) he is or they are not qualified for appointment;

(b) he has or they have given the Company notice in writing of his or their unwillingness to be re-appointed;

(c) a resolution has been passed at that meeting appointing somebody instead of him or them or providing expressly that he or they shall not be re-appointed; or.

(d) where notice has been given of an intended resolution to appoint some other person or persons in the place of a retiring Auditor or Auditors, and by reason of the death, incapacity or disqualification of that person or of all those persons, or winding up in case of a company, or firm or other body corporate, as the case may be the resolution cannot be proceeded with.

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164 In the Article 224 (2) the words “”Subject to Article 96A” inserted at the beginning of the said Article 224 (2). vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

165 In the Article 225 (1) the words ”Subject to Article 96A” inserted at the beginning of the said Article 225 (1). vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

Central Government to appoint auditors at Annual General Meeting

(4) Where at an Annual General Meeting, no Auditors are appointed or re-appointed, the Central Government may appoint a person to fill the vacancy.

Company to give notice of non appointment of Auditors

(5) The Company shall, within seven days of the Central Government's power as aforesaid becoming exercisable, give notice of that fact to the Central Government.

Board to fill casual vacancy

(6) The Board may fill any casual vacancy in the office of an Auditor or Auditors, but whilst any such vacancy is caused by the resignation of an Auditor or Auditors, the vacancy shall only he filled by the Company in General Meeting.

Auditor appointed in casual vacancy to hold office until next Annual General Meeting

(7) Any Auditor or Auditors appointed in a casual vacancy shall hold office until the conclusion of the next Annual General Meeting.

(8) Any Auditor or Auditors appointed may be removed from office before the expiry of his or their term only by the Company in General Meeting, after obtaining the previous approval of the Central Government in that behalf.

Remuneration of Auditors

(9) The remuneration of the Auditors of the Company, in the case of an Auditor appointed by the Board or the Central Government, may be fixed by the Board or the Central Government, as the case may be.

In other cases it shall be fixed by the Company in General Meeting in such manner as the Company in General Meeting may determine.

226. The qualifications and disqualifications of Auditors shall be those contained in Section 141 of the Act.[166]

Qualification and disqualification of Auditors

Company's books etc., shall always be open to Auditors

227(1) Every Auditor or Auditors of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company, whether kept at the Registered Office of the Company or elsewhere, and shall be entitled to require from the Directors and officers of the Company such information and explanations as the Auditor or Auditors may think necessary for the purpose of his or their duties as Auditor or Auditors.

(2) The Auditor or Auditors shall make a report to the Members of the Company on the accounts examined by him or them and on every Balance Sheet and Profit and Loss Account and on every other document declared by the Act to be part of or annexed to the Balance Sheet and Profit and Loss Account, which are laid before the Company in General Meeting during his or their tenure of office, and the report shall state, whether, in his or their opinion and to the

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166 Article 226 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

Auditors to make Report to the Members on the accounts

best of his or their information and according to the explanations given to him or them, the said accounts give the information required by the Act in the manner so required and give a true and fair view:-

(a) in the case of the Balance Sheet, of the State of Company's affairs as at the end of its financial year; and

(b) in the case of the Profit and loss Account, of the profit and loss for its financial year.

(3) The report of the Auditor or Auditors shall also state -[167]

Contents of Auditors Report

(a) whether he has or they have obtained all the information and explanations which to the best of his or their knowledge and belief were necessary for the purpose of the audit;

(b) whether in his or their opinion, proper books of account as required by law have been kept by the Company so far as appears from his or their examination of those books and proper returns adequate for the purpose of his or their audit have been received from branches not visited by him or them;

(c) whether the report on the accounts of any branch office of the company audited under sub-section (*8*) of Section 143 by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;

(d) whether the Company's Balance Sheet and Profit and loss Account dealt with by the Reports are in general agreement with the books of account and returns; and

(e) whether, in his opinion, the financial statements comply with the accounting standards;

(f) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;

(g) whether any director is disqualified from being appointed as a director under sub-section (*2*) of section 164;

(h) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;

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167 Article 227(3) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

(i) whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;

(j) such other matters as may be prescribed.

Where in respect of any of the matters referred to above, the answer of the Auditor or Auditors is in the negative or with a qualification, the Report of the Auditor or Auditors shall state the reason for the answer.

Auditors to receive notice of certain meetings

228. All notices of, and other communications relating to, any General Meeting of the Company, which any Member of the Company is entitled to have sent to him, shall also be forwarded to the Auditor or Auditors of the Company; and the Auditor or Auditors shall be entitled to attend any General Meeting and to be heard at any General Meeting which he or they attend on any part of the business which concerns him or them as Auditor or Auditors.

Accounts when audited and approved to be conclusive except as to errors discovered with in three months

229. Every account of the Directors when audited approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the Account shall forthwith be corrected, and thenceforth shall be conclusive, subject to the approval of the Company in General Meeting.

229A[168]

Financial Records

a. The AMC shall allow each Sponsor and its authorised representatives the right during normal business hours to inspect its books and accounting records to make extracts and copies thereof, at its own expense, and to have full access to all of the AMC's property and assets including but not limited to the working papers and documents of the statutory auditors and advisors (tax and legal) of the AMC.

Annual Accounts and Accounting Principles

b. The AMC shall keep proper, complete and accurate books of account in Rupees and Euros in accordance with Indian generally accepted accounting principles. In addition, the AMC shall, prepare on an annual basis and on a monthly basis a reconciliation of the accounts of the AMC to International Financial Reporting Standards principles. The AMC further undertakes to make such annual reporting to ORIX as may be required by ORIX for any statutory filings required to be made by ORIX and/or its Affiliates in the respective jurisdiction of their incorporation and/or listing. The AMC shall have its accounts audited in accordance with such standards by a reputable firm of accountants to be mutually agreed between the Sponsors and as may be appointed by the Board. The Sponsors shall mutually agree on the initial statutory auditors of the AMC.

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168 The new Articles 229A, 229B, 229C, 229D and 229E inserted after the Article 229: vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

Reports

c. The AMC shall provide to each Sponsor (i) within 3 (three) months after the end of each Financial Year, the annual audited financial statements of the AMC for such Financial Year; (ii) within 30 (thirty) Business Days after the end of each quarter, quarterly unaudited financial statements (i.e. profit and loss and balance sheets)/unaudited consolidated management accounts of the AMC and/or the Board of Trustees, or the Trustee Company, as the case may be, for such quarter; (iii) within 5 (five) Business Days after the end of the month, monthly management reports (Profit & Loss and Balance Sheet) prepared by the Management Team for such month; (iv) monthly cash flow statements (Asset under management, cash flow and performance reports) and (v) such other reports the Sponsors may reasonably determine. The AMC and/or the Board of Trustees, or the Trustee Company, as the case may be, shall furnish to the Sponsors and their auditors, such financial and other information relating to the business of the AMC and/or the Board of Trustees, or the Trustee Company, as the case may be, as any of them may reasonably require. Such information shall be provided in electronic form and in English. The AMC shall make best efforts to implement ORIX's reporting pack for consolidation purposes within one year after Completion.

Insurance

d. The AMC shall keep itself insured at all times and maintain directors' and officers' liability insurance policies in a sufficient amount and with such coverage as are generally maintained by responsible companies in the same industry. Such policies shall be sufficient to cover liabilities to which the Directors and key officers of the AMC and the Board of Trustees, or the directors of the Trustee Company, as the case may be, may reasonably be considered at risk in the course of their respective businesses.

Deadlock Events

229B.[168&169]

(1) The following events shall constitute a "**Deadlock Event**";

i. At a Board Meeting a resolution relating to a Deadlock Affirmative Vote Item is not passed at Adjourned Meeting for the reasons set out in Article 184; or

ii. At a General Meeting a resolution relating to a Deadlock Affirmative Vote Item is not passed at Adjourned General Meeting for the reasons set out in Article 102.

(2) In a Deadlock Event, either Sponsor may within 15 (fifteen) Business Days after the Deadlock Event serve notice (a "Deadlock **Notice**") on the other Sponsor stating that in its opinion a Deadlock Event has occurred and identifying the Deadlock Event. Following service of the Deadlock Notice, a 'cooling off' period of 20 (twenty)

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168 The new Articles 229A, 229B, 229C, 229D and 229E inserted after the Article 229: vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

169 Article 229B is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014

Business Days will be observed, after which the Board will meet again in good faith in an attempt to negotiate a resolution of the Deadlock Event in an amicable and commercially reasonable manner. Such Board Meeting shall be held at the offices of the AMC.

(3) If the Board does not succeed in resolving the Deadlock Event within 20 (twenty) Business Days following the said Board Meeting, the Board shall submit the Deadlock Event by written notice to a committee consisting of the Chief Executive Officers of each of the Sponsors ("**CEO Committee**") with the request to resolve the Deadlock Event. The CEO Committee shall send a copy of such written notice to the Sponsors. Within 15 (fifteen) Business Days following such written notice, the CEO Committee shall meet in good faith to negotiate a resolution of the Deadlock Event in an amicable and commercially reasonable manner.

(4) If the Deadlock Event is not resolved by the CEO Committee within 20 (twenty) Business Days as of the appointment of the CEO Committee, such failure to resolve the Deadlock Event shall result in a "**Deadlock Put Option Event**" and may be resolved as set forth in Article 229B.5 below.

(5) Deadlock Put Option Event

1. Application of Put Option Provisions

This Article 229B(5) may be invoked following the occurrence of a Deadlock Put Option Event, by any Sponsor ("**Initiating Party**").

Deadlock Put Option Event

2. Invoking Notice

i. The rights set forth in this Article 229B(5) 2 may be invoked by the Initiating Shareholder by the giving of a notice ("**Invoking Notice**") to the other Shareholder ("**Responding Party**") within a period of 20 (twenty) Business Days following the occurrence of a Deadlock Put Option Event.

An Invoking Notice shall constitute an irrevocable offer by the Initiating Party to sell to the Responding Party all of the Initiating Party's Shares in the AMC, at the Put Option Fair Market Value (the "**Offer**").

3. The **Responding** Party shall have the right to, within a period of 20 Business Days from the Offer, respond with a notice making an irrevocable offer to sell at the Put Option Fair Market Value all of the Responding Party's Shares (the "**Return Offer**") in which case the Initiating Party and the Responding Party shall seek a third party to buy all and not part of the Initiating Party's Shares and Responding Party's Shares.

4. In the absence of a Return Offer from the Responding Party within 20 Business Days **from** the Offer, the Parties shall proceed to calculate the Put Option Fair Market Value as per the procedure in Article 229B(5) 6.

5. Closing :

   The completion ("**Put Option Closing**") of the purchase and sale of the Shares pursuant to this Article 229B(5), except in case of a Return Offer, shall ultimately occur 20 (twenty) Business Days following the calculation of the Put Option Fair Market Value, or such other date as mutually agreed between the Initiating Party and the Responding Party. If any Approval is required for the transfer, the aforesaid period shall be extended until the receipt of such Approval. The date on which the Put Option Closing takes place is herein after called the "**Put Option Closing Date**". The Put Option Closing shall be held at the registered office of the AMC. At the Put Option Closing Date, the Responding Party shall pay the Put Option Fair Market Value for the Shares of the Invoking Party and the Shares shall be transferred free and clear of all Encumbrances. It is further agreed that the Invoking Party shall be required to provide the Responding Party with representations and warranties in relation to the Shares being so sold (and not in relation to the AMC).

6. Calculation of Put Option Fair Market Value

   For the purposes of this Article 229B, "**Put Option Fair Market Value**" shall be determined as per the provisions of the Agreement.

7. For the purposes of this Article 229B(5), the entire shareholding of a Shareholder together with its Affiliates and nominees (as may be **permitted** by the Articles) shall be considered as one party. For the purposes of this Article 229B, any references to a Shareholder shall (unless the context otherwise requires), be construed as also including a reference also to such Shareholder's Affiliates or nominees that hold any Shares.

8. For the avoidance of doubt, it is clarified that the Parties may mutually agree to waive or amend the procedure in this Article 229B(5).

(6) Deadlock Affirmative Vote Items shall mean the following matters:

1. To appoint and remove the CEO;

2. To approve and adopt any compensation, option or bonus structure, policy and level; and

3. Formulation and approval of the Strategic Vision Document, the Business Plan, the budget and capital outlay of the AMC.

Events of Default 229C.[168]

(1) The following events in relation to a Shareholder, other than the Government of India or Government of India undertakings (exclusive of Canara Bank), ("**Defaulting Shareholder**") shall constitute an "**Event of Default**":

i. the Defaulting Shareholder breaches or commits any material default under any provision of the Articles (including any material breach or inaccuracy of its representations or warranties under the Articles) and does not remedy that breach within 45 (forty five) Business Days after receiving a notice of that breach from any other Shareholder ("**Non-Defaulting Shareholder**") requesting the breach to be remedied.

ii. the Defaulting Shareholder has, or a shareholder which holds in excess of 50% (fifty percent) of the Defaulting Shareholder (*which in case of ORIX, shall mean Orix Corporation, Tokyo*) has:

(i) a receiver appointed over its assets or undertaking or any substantial part of them;

(ii) any execution of other process of any Court or authority issued against or levied upon any substantial assets of the AMC and that execution or process is not discharged or withdrawn within 45 (forty five) Business Days of the date of issue;

(iii) ceased to pay its material debts or suspended payment generally or threatened to cease to carry on its business or become insolvent or become or be unable to pay its debts as and when they become due and payable, other than in the ordinary course of business;

(iv) voluntary administrator, liquidator or provisional liquidator appointed for all or any part of its assets or undertaking; or

(v) official investigation is instituted against the Sponsor or any member of the Sponsor's senior management for commission of any criminal offence or any act of moral turpitude, which investigation materially adversely impacts continuity of business or threatens cessation of business.

(vi) entered into or resolved to enter into an arrangement, composition or compromise with or assignment for the benefit of its creditors generally or any class of creditors or proceedings are commenced to sanction such an

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168 The new Articles 229A, 229B, 229C, 229D and 229E inserted after the Article 229: vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

arrangement, composition or compromise other than for the purposes of a *bona fide* scheme of reconstruction or amalgamation, which materially adversely impacts continuity of business or threatens cessation of business.

iii. If an event of default as specifically provided for in Article 229C(1) has occurred.

(2) It is hereby agreed that if a Sponsor is a "Defaulting Shareholder" as defined in Article 229C(1), such Sponsor's Affiliates that hold any Shares shall also deemed to be a "Defaulting Shareholder" and the Shares held by it shall be subject to the provisions of Article 229C(1) in the same manner as they apply to the Shares of that Sponsor. For this purpose the Sponsor undertakes to procure that the Affiliate shall be bound by the provisions of the Articles.

(3) Consequences of default

i. Upon the occurrence of an Event of Default, the Non- Defaulting Shareholder shall be entitled to, at its sole discretion, elect to sell its Shares in the AMC to the Defaulting Shareholder at a premium or elect to purchase the Shares of the Defaulting Shareholder (either by itself or through a nominee) at a discount as agreed to in the Agreement. Upon an election by a Non-Defaulting Shareholder, the Defaulting Shareholder and the AMC shall take all actions and execute all documents necessary to give effect to such sale or purchase (as the case may be) by the Non-Defaulting Shareholder.

Termination

229D.

(1) The entire Shareholders' Agreement shall be automatically terminated in accordance with the terms of the Shareholders' Agreement upon Consummation of the IPO.

(2) Upon the termination of the Shareholder's Agreement, this Part B of the Articles shall cease to have any force and effect without any further corporate or other action by the Company or the Shareholders.

Dispute Resolution

229E.[168]

(1) Subject to Article 229E (2) to (10),

(a) The Parties shall use all reasonable efforts to resolve any dispute, controversy, claim or disagreement of any kind whatsoever between or among the Parties in connection with or arising out of the Articles, including any question regarding its existence, validity or termination ("**Dispute**"), expediently and amicably to achieve timely and full performance of the terms of the Articles. It is agreed and understood that the provisions of this Article 229E shall not in any manner affect the operation of Article 229B in case of a Deadlock Event. For the avoidance of doubt, a Deadlock Event shall not *per se* be deemed to be a Dispute for the purposes of this Article 229E, unless the Deadlock Event arose as a consequence of a breach of an obligation of a Party, whether under the Articles or otherwise, and shall only be resolved in accordance with Article 229C as an Event of Default.

(b) Any Party which claims that a Dispute has arisen must give notice thereof to the other Party(ies) as soon as practicable after the occurrence of the event, matter or thing which is the subject of such Dispute and in such notice such Party(ies) shall provide particulars

of the circumstances and nature of such Dispute and of its claim(s) in relation thereto and shall designate a Person as its representative for negotiations relating to the Dispute, which Person shall have authority to settle the Dispute. The other Party(ies) shall, within 7 (seven) Business Days of such notice, each specify in writing its position in relation to the Dispute and designate as its representative in negotiations relating to the dispute a Person with similar authority.

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168 The new Articles 229A, 229B, 229C, 229D and 229E inserted after the Article 229: vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

(c) The aforesaid designated representatives shall use all reasonable endeavours including by engaging in discussions and negotiations to settle the Dispute within thirty (30) days after receipt of the particulars of the Dispute. If at the end of the said thirty (30) day period, the Dispute is not resolved to their mutual satisfaction, then the provisions of Article 229E
(2) to (10) shall apply.

(2) Any and all disputes arising out of or in connection with the Articles, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in Mumbai, India in accordance with the rules of conciliation and Arbitration of the International Chamber of Commerce for the time being in force (the "**Rules**"), which rules are deemed to be incorporated by reference in this Article 229E. The arbitral tribunal shall consist of a chairman and two arbitrators. Each Party shall appoint one arbitrator and the two arbitrators so appointed shall, in agreement between them appoint the third arbitrator from the panel of arbitrators of the International Chamber of Commerce who shall act as a chairman of the arbitral tribunal. If either Party fails to appoint its own arbitrator within 1 (one) month from the receipt of a request by the other Party or the two arbitrators within 1 (one) month from the date of the last appointment, the arbitrator or arbitrators shall be appointed by the International Court of Arbitration of the International Chamber of Commerce at the request of either Party. The third arbitrator, being the chairman of the arbitral tribunal, shall be a member of the legal profession and shall have a nationality other than Indian or Dutch.

(3) The arbitration shall be concluded within 120 (one hundred twenty) Business Days of the date of reference of the dispute to arbitration. The decision of the arbitral tribunal shall be final and binding upon the Parties.

(4) To the extent possible and notwithstanding commencement of any arbitral proceedings in accordance with this Article 229E:

(a) the Parties shall continue to perform their respective obligations under the Articles ("**Obligations**"); and

(b) such arbitral proceedings shall be conducted so as to cause the minimum inconvenience to the performance by the Parties of the Obligations.

(5) The seat, or legal place of arbitration shall be in Mumbai and any award shall be treated as an award made at the seat of the arbitration. The language to be used in the arbitral proceedings shall be English.

(6) By agreeing to arbitration under the Rules in accordance with this Article 229E, the Parties undertake to abide by and carry out any award promptly and any award shall be final and binding on

the Parties. The Parties waive irrevocably their right to any form of appeal, review or recourse to any state court or other judicial authority, insofar as such waiver may be validly made.

(7) Nothing in this Article 229E, whether express or implied, is intended to confer any right or entitlement upon the AMC to invoke the provisions of this Article 229E against any other Party, including having the right to commence arbitration.

(8) The Parties hereto expressly agree that the provisions of Part I of the Arbitration and Conciliation Act, 1996 (except for the provisions of Section 9 thereof) shall not apply to the arbitral proceedings referred to this Article 229E.

(9) Judgement upon any arbitral award rendered hereunder may be entered in any court having jurisdiction, or application may be made to such court for a judicial acceptance of the award and an order of enforcement, as the case may be.

(10) The costs and expenses of the arbitration, including, the fees of the third arbitrator on the arbitral tribunal, shall be borne equally by each Party to the dispute or claim and each Party shall pay its own fees, disbursements and other charges of its counsel and the arbitrators nominated by it, except as may be otherwise determined by the arbitral tribunal. The arbitral tribunal would have the power to award interest on any sum awarded pursuant to the arbitration proceedings and such sum would carry interest, if awarded, until the actual payment of such amounts.

DOCUMENTS AND NOTICES

Service of documents or notices or notices on members by the Company

230. A document or notice may be served by the Company on any member thereof either personally or by sending it by post to him at his registered address or if he has no registered address in India, to the address, if any, within India supplied by him to the Company for serving document or notice on him.

Service by post

231. Where a document or notice is sent by post:

(a) service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice;

Provided that where a member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post, with or without acknowledgement due, and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member; and

(b) such service shall be deemed to have been effected:

(i) in the case of a notice of meeting at the expiration of forty- eight hours after the letter containing the same is posted; and

(ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

Service by advertisement

232. A document or notice advertised in a newspaper circulating in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on the Company on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for serving of documents or the sending of notices to him.

Service on jointholders

233. A document or notice may be served by the Company on or to the joint-holder of a share by serving or giving it on or to the joint- holder named first in the register in respect of the share.

Service on Official Receiver or liquidator and person entitled to a share consequent on the death etc. of members

234. A document or notice may be served by the Company on or to the person entitled to a share in consequence of the death or insolvency of a member by sending through the post in a prepaid letter, addressed to them by the name or by title of representatives of the deceased, or, assignees of the insolvent or by any like description, at the address, if any, in India supplied for the purpose by the person to be so entitled, or until such an address has been so supplied by serving the document or notice in any manner or which it might have been served if the death or insolvency had not occurred.

Signing of documents and notices to be served or given

235. Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.

To whom the documents or notices must be served or given

236. Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore authorised on or to every member, every person entitled to a share in consequence of the death or insolvency of a Member and the Auditor or Auditors for the time being of the Company.

PROVIDED THAT when the notice of the Meeting is given by advertising the same in newspaper circulating in the neighborhood of the Registered Office of the Company, pursuant to Article 232 a statement of material facts referred to in Article 97 need not be annexed to the notice, as is required by that Article, but it shall merely be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

Members bound by documents or notices served on or given to previous holders

237. Every person who by operation of law, transfer or other means whatsoever, becomes entitled to any share shall be bound by every document or notice in respect of such share, which prior to his name and address being entered on the Register of Members, shall have

been duly served on or given to the person from whom he derived his title to such share.

Service of documents on company

238. A document may be served on the Company or an Officer thereof by sending it to the Company or Officer at the Registered Office or by leaving it at its Registered Office.

Service of documents by Company on the Registrar of Companies

239. A document may be served on the Registrar of Companies by sending it to him at his office by post under a Certificate of Posting or by Registered Post or by delivering it to or leaving it for him in his office.

Authentication of documents and proceedings

240. Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the Company may be signed by a Director, the Manager or Secretary or other authorised officer of the Company and need not be under the Common Seal of the Company.

WINDING UP

Distribution of Assets on winding up

241 (a) If the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may, the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid-up at the commencement of the winding-up, on the shares held by them respectively.

(b) If on the winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding-up, the excess shall be distributed amongst the members (other than those not entitled to a share in the excess) in proportion to the capital at the commencement of the winding-up, or which ought to have been paid up on the shares held by them respectively.

(c) This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.[170]

Distribution in specie or in kind of assets on winding up

242(1) If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the sanction, shall think fit.

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170 The word "this" in Article 241 (c) substituted by the words "to the". vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

A person liable to pay calls may direct liquidator to sell his proportion

(2) In case any share to be divided as aforesaid involve a liability to calls or otherwise, any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution by notice in writing direct the liquidator to sell his proportion and pay him the net proceeds and the liquidator shall, if practicable, act accordingly.

Right of shareholders incase of sale

243. Right of shareholders incase of sale A special resolution sanctioning a sale to any other Company duly passed pursuant to Section 319* of the Act (Section 494 of the Companies Act 1956) may subject to the provisions of the Act in like manner as aforesaid determine that any shares or other consideration receivable by the liquidator be distributed amongst the members as may be provided therein, and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.[171]

INDEMNITY

Indemnity to Directors and Others

244.(1) The Board of Directors, Managing Director, Managers, Secretary and other officers or other employees for the time being of the Company, Auditor and the Trustees, if any, for the time being acting in relation to any of the affairs of the Company, and everyone of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, or their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, their respective offices or trusts, except such, if any, as they shall incur or sustain through or by their own willful neglect or default respectively.[172]

Officers not answerable for defaults of others

(2) None of them shall be answerable for the acts, receipts, neglects, or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto, except when the same shall happen by or through their own dishonesty willful neglect or default respectively.[173]

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171 Article 243 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

172 Article 244 (1) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

173 Article 244 (2) is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

* Section 319 of the Act is yet to be notified. Till such time Section 494 of the Companies Act 1956 will be applicable in respect of Article 243.

Directors etc. not responsible for acts of others

245. No Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Company' or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damages arising from the insolvency or tortuous act of any person, firm or company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by error of judgement, omission default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen by or through his own willful neglect or default.[174]

SECRECY

Members shall not be entitled to discovery, information etc.

246. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's business or any matter etc. which may relate to the conduct of the business of the Company and which in the opinion of the Directors it would be inexpedient in the interest of the Company to disclose.

247. Every Director, Officer and other employees of the Company shall before entering upon his duties sign a declaration in the form set out hereunder or such other form as the Directors may from time to time direct.

Declaration of fidelity and secrecy

DECLARATION OF FIDELITY AND SECRECY

I, on becoming a Director/Officer/Employee of CANARA ROBECO ASSET MANAGEMENT COMPANY L1MITED do solemnly and sincerely declare that I will faithfully perform the duties of Director/Officer/ Employee and that I will, to the best of my ability, uphold the interests of the said Company and that I will observe strict secrecy respecting all transactions of the Company and all matters relating thereto and that I will not directly or indirectly communicate or divulge any of the matters or any information which may come to my knowledge in the discharge of my duties as such Director/Officer/Employee except when required or authorised to do so by the Board/a superior authority or by law.

Place: Signature:

Date:

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174 Article 245 is amended pursuant to the resolution passed at the 21st Annual General Meeting held on 12th August 2014.

No member to enter the premises of the Company without permission

247A. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Directors or Managing Director or to require discovery of or any information respecting any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.[175]

BRANDING AND MARKETING

248.(1) The AMC, the Mutual Fund, and its Schemes, website, marketing, advertising and the name of the Trustee Company shall be co- branded and carry the brands of both the Sponsors in the manner that will be "Canara-Robeco" in the form and fashion of the Robeco logo and house style/layout of Robeco in accordance with the Branding and Marketing Policy set out at Schedule 2 to the Agreement.[176]

(2) The rights to use the Canara Bank Trademarks and Robeco Trademarks in accordance with this Article 248 shall be granted to the AMC on a non-exclusive basis, either alone or in combination, in connection with the Business in the Territory, and in any other territory as mutually agreed between the Sponsors, in the trademark license agreements to be entered into separately between Canara Bank and the AMC as well as Robeco Holding B.V. and the AMC, respectively to be referred to individually as the "**Canara Bank Trademarks License Agreement**" and the "**Robeco Trademarks License Agreement**", and collectively as the "**Trademarks License Agreements**".[176]

NON COMPETE

The Shareholders not to compete with the business

248A[176]

248A 1. For the Term of the Agreement and for a period of 1 (one) year thereafter, Canara Bank and/or its Affiliate(s) or ORIX and/or its Affiliates (as the case may be) shall not, directly or indirectly, (i) engage in or (ii) own, invest or control any shares or interest, save and except any passive holdings in ordinary course of business, in any Person, engaged in, any business in the Territory which is likely to directly or indirectly compete with the Business in the Territory whether on its own account or as a consultant to or as a partner, agent, or shareholder of any other Person.

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175 The Article 248 renumbered as Article 247A. vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

176 The Articles 248 (1), 248 (2), 248A, 248B, 249, 250(1) and 250(2) are inserted after the Article 247A : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

248A 2. Notwithstanding what is stated at Article 248A.1, the provisions of this Article 248A shall not apply to or affect the ability of (i) Canara Bank or Affiliates of Canara Bank to carry on any business or activity that Company or Canara Bank is allowed to undertake under the then existing Applicable Law, including but not limited to any pension fund activity,
(ii) Canara Bank or Affiliates of Canara Bank to carry on insurance business for which Canara Bank has entered into with a third party prior to the Completion Date, (iii) Canara Bank to carry on venture capital activities, factoring activities, portfolio management activities, broking activities, insurance activities and wealth management and private banking services to its clients, and (iv) ORIX and/or its Affiliates to undertake private equity activities (including sales, trading and investments), hedge funds activities (including sales, trading and investments) or offshore mutual funds products (which may make investments in India including sales, trading and investments).

248A 3 For the avoidance of doubt it is clarified that in the event the Canara Bank and/or the Company are allowed to undertake asset management of pension funds, each of them shall have the right to commence the same. However, Canara Bank will consider the Company on a preferred basis for carrying on the business of asset management of third party pension funds.

248A 4 Whilst the provisions of this Article 248A are considered by the Parties to be reasonable in all the circumstances, if any of the provisions should be held by a court or tribunal of competent standing to be invalid as an unreasonable restraint of trade (but would have been valid if part of the wording had been deleted or the period reduced or the range of activities or geographical area reduced in scope) the provisions of this Article 248A shall apply with such modifications (which would be deemed to have been made) as are necessary to make them valid and effectively enforceable by a court or tribunal of competent jurisdiction.

248A 5 Canara Bank acknowledges on the expiry of one year after the Term of the Agreement, ORIX and/or its holding, subsidiary or group companies or affiliates may invest in and/or establish companies in India, one or more of which companies may be engaged in activities in the same field or allied field as those of the Company.

248A 6 Canara Bank expressly grants its irrevocable consent and states that it has no objection to ORIX and/or its holding, subsidiary or group companies or affiliates operating any businesses or carrying on any activities, whether by way of a technical or financial collaboration or by the licensing of

any trademarks or by way of a franchise, or by way of an investment, in any business or activities, including, without limitation, any businesses or activities which may be in the same field as the business being carried on by the Company, on the expiry of one year after the Term of the Agreement.

248A 7 Canara Bank agrees to give to ORIX and/or its holding, subsidiary or group companies or affiliates any further confirmation or consent required by any regulatory authority in India whether under Press Note No. 1 (2005 Series) issued by the Ministry of Commerce and Industry or otherwise, including, without limitation, the Foreign Investment Promotion Board, in this regard, on the expiry of one year after the Term of the Agreement.

248B Notwithstanding anything contained herein, the Specified Articles shall have an over-riding effect over the other Articles.[173]

Product Development

249 The Company shall follow the product development principles set out in Schedule 10 to the Agreement in relation to product management.[176]

Human Resource Principles And Compensation

250.(1) The compensation payable by the AMC to all personnel (including the Management Team) shall be (i) market-related, consisting of a fixed and a variable part (including performance incentives and bonuses) (ii) aligned to draw and retain the best of talent in the industry, and (iii) benchmarked against private sector competition. The Board shall review and approve the human resource principles and compensation policy from time to time in the context of the then current Indian market in accordance with Applicable Law and with the human resource principles and compensation policy set out in Schedule 5 to the Agreement ("**HR Policy**"). It is expressly agreed that the compensation levels and human resource regulations as maybe applicable for employees of Canara Bank shall not be applicable in any form to the employees of the AMC.[176]

(2) Human resource principles, compensation policy, and human resources regulations of the AMC shall be brought in line with the Strategic Vision Document or the Business Plan and the HR Policy.[173]

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176 The Articles 248 (1), 248 (2), 248A, 248B, 249, 250(1) and 250(2) are inserted after the Article 247A : vide amendment made in Extra Ordinary General Meeting held on Wednesday, 26th September, 2007.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and subsisting contracts (not being contracts entered into in the ordinary course of business carried on by our Company), which have been entered or are to be entered into by our Company which are, or may be, deemed material, will be attached to the copy of this Red Herring Prospectus and the Prospectus, as applicable, which will be delivered to the RoC for filing. Copies of the abovementioned documents and contracts, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. and 5 p.m. on all Working Days and will be available on the website of our Company at https://www.canararobeco.com/company/shareholder-corner from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated April 24, 2025 entered into between our Company, the Promoter Selling Shareholders and the Book Running Lead Managers.

2. Registrar Agreement dated April 24, 2025 entered into between our Company, the Promoter Selling Shareholders and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreements dated October 3, 2025 entered into between our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the Book Running Lead Managers, the Syndicate Members, the Escrow Collection Bank, Sponsor Banks, Public Offer Bank and the Refund Bank.

4. Share Escrow Agreement dated September 29, 2025 entered into between our Company, the Promoter Selling Shareholders and the Share Escrow Agent.

5. Syndicate Agreement dated October 3, 2025 entered into between our Company, the Promoter Selling Shareholders the Book Running Lead Managers and the Syndicate Members.

6. Underwriting Agreement dated [●], 2025 entered into between our Company the Promoter Selling Shareholders and the Underwriters.

B. Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.

2. Erstwhile certificate of incorporation dated March 2, 1993, issued by the RoC, and received a certificate for commencement of business dated May 10, 1993 from the RoC.

3. Fresh certificate of incorporation dated October 10, 2007, consequent to the change in the name of our Company, issued by the RoC.

4. Resolution of the Board dated March 28, 2025 authorizing the Offer and other related matters,

5. Resolution of our Board dated April 24, 2025, approving the Draft Red Herring Prospectus.

6. Resolution of our Board dated October 3, 2025, approving this Red Herring Prospectus.

7. Copies of the annual reports of our Company for the Financial Year 2025, 2024 and 2023.

8. CRAMCL Employee Stock Option Scheme 2025.

9. Certificate dated October 3 from M/s. G.P. Kapadia & Co., Independent Chartered Accountant, certifying disclosures in relation to CRAMCL Employee Stock Option Scheme 2025.

10. The examination report dated September 20, 2025, of the Statutory Auditors, on our Restated Financial Information, included in this Red Herring Prospectus.

11. The statement of possible special tax benefits dated September 22, 2025, issued by the Statutory Auditors.

12. Written consent of our Directors, our Company Secretary and Compliance Officer, bankers to our Company, Escrow Collection Bank, Public Offer Account Bank, Refund Bank, Sponsor Banks, Syndicate Members, the Book Running Lead Managers, legal counsel to our Company, as to Indian Law, Registrar to the Offer, as referred to in their specific capacities.

13. Certificate dated October 3, 2025, issued by M/s. G.P. Kapadia & Co., Chartered Accountants, Independent Chartered Accountant certifying the KPIs of the Company.

14. Certificate dated October 3, 2025, issued by M/s. G.P. Kapadia & Co., Chartered Accountants, Independent Chartered Accountant certifying the weighted average price of and the average cost of acquisition.

15. Certificate dated October 3, 2025, issued by M/s. G.P. Kapadia & Co., Chartered Accountants, Independent Chartered Accountant certifying the dividend declared by the Company.

16. Resolutions dated April 15, 2025 and September 20, 2025 passed by the Audit Committee approving the KPIs for disclosure.

17. Trademark license agreement dated September 26, 2007 between Canara Bank, one of our Promoters and our Company.

18. Trademark license agreement dated September 26, 2007 between OCE (formerly known as Robeco Groep N.V.), one of our Promoters and our Company.

19. Inter-company trademark license agreement dated June 1, 2017 between Robeco Holding B.V., our Company and certain other parties.

20. Trademarks license agreement dated April 24, 2025 amongst Robeco Holding B.V., our Company and CRMF Trustee Private Limited.

21. Trademarks license agreement dated April 22, 2025 amongst Canara Bank, our Company and CRMF Trustee Private Limited.

22. Share subscription and purchase agreement dated March 19, 2007 amongst our Company, Canara Bank and ORIX Corporation Europe N.V. (Previously known as Robeco Groep N.V.)

23. Shareholders' agreement dated March 19, 2007 amongst our Company, Canara Bank and ORIX Corporation Europe N.V. (previously known as, Robeco Groep N.V.) as amended pursuant to the Waiver cum Amendment Agreement dated April 24, 2025.

24. Investment Management Agreement entered into between our Company and Canara Robeco Mutual Fund dated June 16, 1993, as amended by the Supplemental Investment Management Agreement dated February 24, 2001 and the Second Supplemental Investment Management Agreement dated December 16, 2013 read along with Deed of Novation dated March 5, 2025 amongst our Company, Nageswara Rao. Y., Jai Diwanji, Joseph Silvanus, Hardeep Singh Ahluwalia, Pallavi Kanchan, Bachina Subba Rama Rao and CRMF Trustee Private Limited.

25. Co-Sponsor Agreement dated April 24, 2025 between Canara Bank and ORIX Corporation Europe N.V.

26. Employment Agreement dated April 1, 2025 between our Company and Rajnish Narula.

27. Written consent dated September 22, 2025 from M/s Borkar & Mazumdar, Chartered Accountants, to include its name as required under section 26 of the Companies Act read with SEBI ICDR Regulations, in this RHP,

and as an "expert" as defined under section 2(38) of the Companies Act, to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated September 20, 2025, on our Restated Financial Information; and (ii) their report dated September 22, 2025, on the Statement of Special Tax Benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "experts" and consent thereof does not represent an "expert" or consent as is defined under the U.S. Securities Act.

28. Written consent dated September 22, 2025, from M/s. G.P. Kapadia & Co., Chartered Accountants, Independent Chartered Accountant to include their name as required under Section 26(5) of the Companies Act in this Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act.

29. Written consent dated October 3, 2025 from Mehta & Mehta, to include their name as the Independent Practicing Company Secretary as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations and as an "expert" as defined under Section 2(38) of the Companies Act, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

30. Consent letter dated September 20, 2025 issued by CRISIL Limited.

31. The report titled *"Assessment of Mutual Fund industry in India" ("***CRISIL Report***")* dated September, 2025 prepared by CRISIL Limited, which has been commissioned by and paid for by our Company pursuant to an engagement letter with CRISIL Limited dated February 4, 2025, exclusively for the purposes of the Offer.

32. Due diligence certificate dated April 24, 2025, addressed to SEBI from the Book Running Lead Managers.

33. In – principle approvals dated each on June 25, 2025 issued by BSE and NSE.

34. Tripartite agreement dated December 17, 2024, between our Company, NSDL and the Registrar to the Company.

35. Tripartite agreement dated April 22, 2025 between our Company, CDSL and the Registrar to the Company.

36. SEBI final observation letter bearing reference number SEBI/HO/CFD/ RAC-DIL2/P/OW/2025/24224/1 and dated September 10, 2025.

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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K Satyanarayana Raju
Non - Executive Director and Chairman

Place: Frankfurt, Germany
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Rajnish Narula
Managing Director and Chief Executive Officer

Place: Mumbai
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Santanu Kumar Majumdar
Non-Executive Director

Place: Bengaluru
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Kiyoshi Habiro
Non - Executive Director

Place: London, United Kingdom
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Tim Van Hest
Non - Executive Director

Place: Rotterdam, The Netherlands
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Suhail Chander
Independent Director

Place: US
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Agyey Kumar Azad
Independent Director

Place: Noida
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ravindran Menon
Independent Director

Place: Mumbai
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Nirmala Sridhar
Independent Director

Place: Bangalore
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Anuradha Shripad Nadkarni
Independent Director

Place: Mumbai
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Vijay Walia
Independent Director

Place: Bangalore
Date: October 3, 2025

DECLARATION

I hereby confirm, 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 rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Ashwin Harshadrai Purohit
Chief Financial Officer

Place: Mumbai
Date: October 3, 2025

DECLARATION BY CANARA BANK LIMITED AS A PROMOTER SELLING SHAREHOLDER

We, Canara Bank, in our capacity as a Promoter Selling Shareholder, hereby confirm, certify that all statements, disclosures and undertakings specifically made or confirmed by us in this Red Herring Prospectus about it or in relation to ourselves as one of the Promoter Selling Shareholders and the Equity Shares offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings including any of the statements, disclosures, and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder in this Red Herring Prospectus.

Signed for and on behalf of **CANARA BANK**

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Authorised Signatory

Name: Prabhat Kiran
Designation: Chief General Manager
Place: Bengaluru
Date: October 3, 2025

DECLARATION BY ORIX CORPORATION EUROPE N. V. AS A PROMOTER SELLING SHAREHOLDER

We, ORIX Corporation Europe N.V., in our capacity as a Promoter Selling Shareholder, hereby confirm, certify that all statements, disclosures and undertakings specifically made or confirmed by us in this Red Herring Prospectus about it or in relation to ourselves as one of the Promoter Selling Shareholders and the Equity Shares offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertaking including any of the statements, disclosures, and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder in this Red Herring Prospectus.

Signed for and on behalf of **ORIX Corporation Europe N. V.**

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Authorised Signatory
Name: Kiyoshi Habiro
Designation: Director / CEO
Place: London, United Kingdom
Date: October 3, 2025

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Authorised Signatory
Name: Hideaki Yokoyama
Designation: Director / CFFO
Place: Rotterdam, The Netherlands
Date: October 3, 2025