Gaja Alternative Asset Management

19th August, 2026

Recommendation	SUBSCRIBE
Price Band	Rs.152-160
Bidding Date	19th August 2026 to 21st August 2026
Book Running Lead Manager	JM financial, IIFL capital
Registrar	MUFG
Sector	Asset Management Company

Minimum Retail Application- Detail At Cut off Price	
Number of Shares	93
Minimum Application Money	Rs. 14,880
Payment Mode	ASBA

Financials Cons. (Rs Cr)	FY25	FY26
Total Income	116	158
EBITDA	62	94
Adj PAT	62	82

Valuations (FY25)	Upper Band
Market Cap (Rs Cr)	2,256
EPS	5.81
P/E	27.5x
EV/EBITDA	23.4x

Post Issue Shareholding Pattern	
Promoters	54.2%
Public/Other	45.8%

Offer structure for different categories	
QIB	50%
Non-Institutional	15%
Retail	35%
Post Issue Equity (cr)	70.5
Issue Size (Rs in cr)	550
Face Value (Rs)	5

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BACKGROUND

Company Background: Gaja Capital, incorporated in 1999, is an independent, India-Centric alternative asset manager focused on private equity and Alternative Investment Funds (AIFs), acting as an investment manager to Category I/II AIFs. It invests in mid-market companies across Education-Employment-Employability (EEE), financial services, consumer and digital technology, following an "invest-and-collaborate" approach focused on growth and value creation. Gaja Capital has raised four funds, with Fund II (2007) at Rs. 902 Cr, Fund III (2015) at Rs. 1,598 Cr and Fund IV (2021) at Rs. 1,775 Cr, while prior investments date back to 2005. Its funds have delivered MOICs (Multiple on Invested Capital) of 5.61x, 3.81x, 1.88x and 1.74x, for fund I to IV respectively.

Details of the Issue: IPO comprises a fresh issue of 2.81 Cr shares worth Rs. 450 Cr and OFS of 0.63 Cr share worth Rs. 100 Cr, aggregating to Rs. 550 Cr. Proceeds will fund Sponsor Commitments, repay the Bridge Loan and meet general corporate purposes

Investment Rationale:

1. Proven Investment Track Record
2. Experienced Promoters and management team
3. New fund to drive the growth
4. Invest-and-Collaborate Approach
5. Strong Global Investor Network

Valuation and Recommendation: - Gaja Capital offers an attractive valuation opportunity, supported by its scalable alternative asset management platform, strong growth and healthy profitability. FY26 revenue stood at Rs. 158 Cr, registering a 23% CAGR over FY24–26, while EBITDA margin remained strong at 60%. The company is offered at 23.4x EV/EBITDA and 27.5x P/E, reflecting a relatively reasonable valuation given its high-margin, asset-light business model. Its 16% ROE provides a strong base for further improvement as management fees, AIF commitments and carried interest scale up. The company's diversified revenue streams and potential for operating leverage provide visibility on long-term growth, while its strong profitability supports the current valuation. Given the scalable business model, healthy margins, strong revenue growth and attractive valuation, we assign a "Subscribe" rating with a positive long-term outlook.

Financials (Cr)	FY24	FY25	FY26
Total Income	104	116	158
Growth (%)	-8.5%	11.3%	36.4%
EBITDA	58	62	94
EBITDA Margin (%)	55.4%	53.7%	59.8%
PBT	55	59	87
Adjusted PAT	45	62	82
EPS	3.17	4.39	5.81
ROE	14.4%	17.0%	16.3%
P/E (Post IPO)	50.4x	36.4x	27.5x
EV/Sales	21.2x	19.0x	14.0x
EV/EBITDA	38.3x	35.5x	23.4x

Source: Company data, NBRR

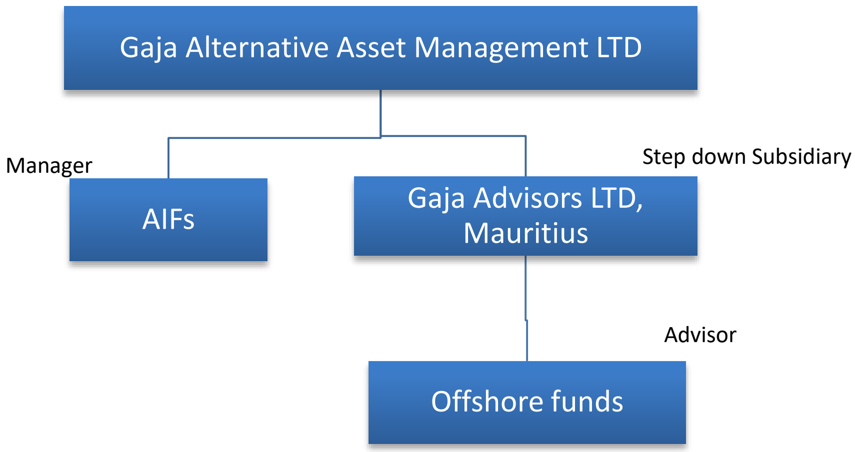
Company Background

- Gaja Capital, incorporated in 1999 as View Advisors Private Limited and subsequently rebranded as Gaja Capital, is an independent, India-focused alternative asset management and private equity company. It acts as an investment manager to India-focused Category I and Category II AIFs. The company is independently owned, with ownership predominantly held by its leadership team, and has no backing from any financial institution, corporate group or global firm.

- Gaja Capital has focused its investments across sectors including EEE (Education-Employment-Employability), financial services, consumer and digital technology, with a strong focus on the mid-market segment. Its private equity investment approach follows an "invest-and-collaborate" strategy, supporting portfolio companies across product, sales, human resources and financial management to drive growth and value creation.

- The company has built a strong track record through successive funds, including Fund II, Fund III and Fund IV, with each fund larger than the preceding one. It's long-standing LP (Limited Partner) relationships span more than 20 countries, while the funds managed and advised by Gaja Capital have delivered an average MOIC (multiple of invested capital) of 3.3x across prior investments and its Gaja Capital Funds.

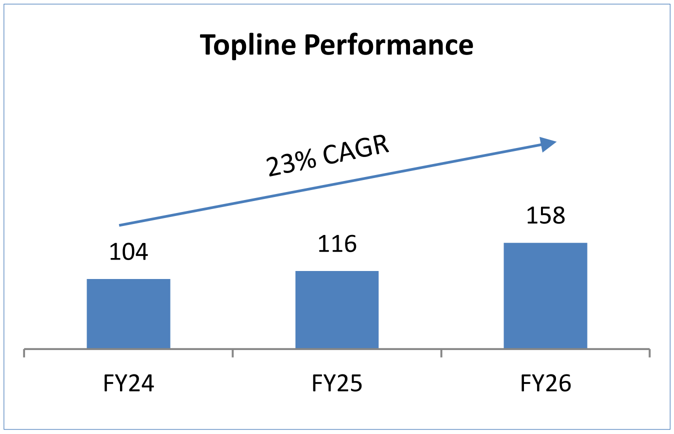
Gaja Capital's Business Model:

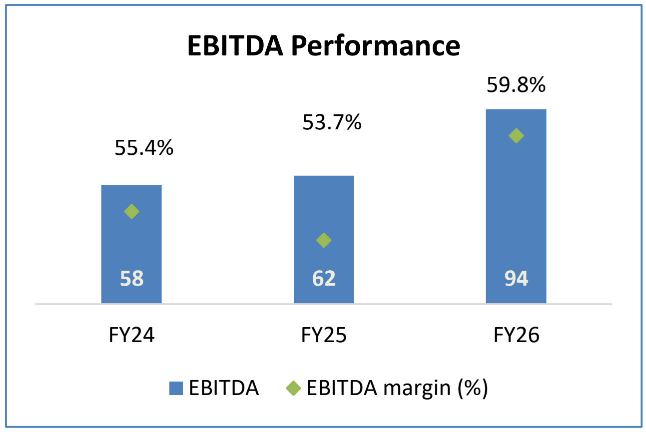


Source: RHP

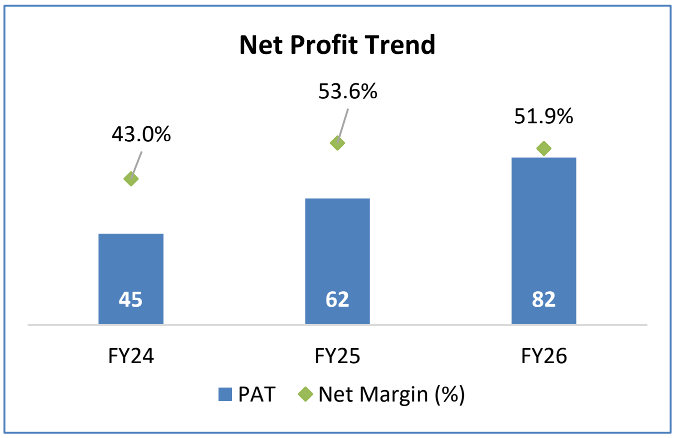
- Gaja Capital derives its income primarily from management fees, carried interest and income from sponsor commitments, which are discussed separately in the revenue streams section.
- Gaja Capital raised Rs. 125 Cr through a preferential allotment in June 2025 at Rs. 143.95 per share, with participation from reputed institutional investors. HDFC Life invested Rs. 50 Cr, SBI Life Rs. 25 Cr, Volrado Venture Partners Fund II Rs. 15 Cr, One Up Financial Consultants Rs. 10 Cr, and other investors Rs. 25 Cr

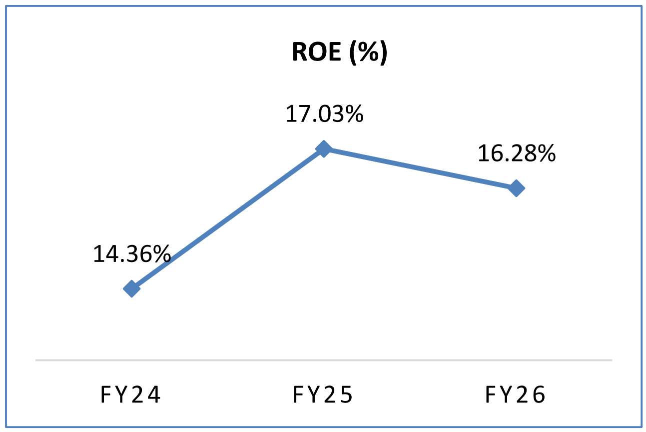
Financial Performance

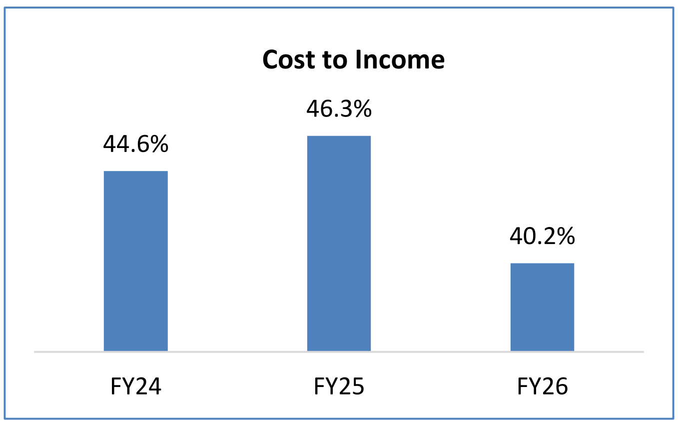


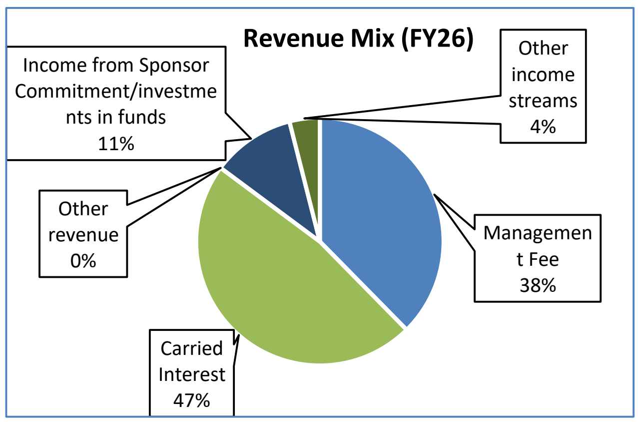


Source: RHP, NBRR









Source: RHP, NBRR

Revenue Break up (Cr)	FY24	FY25	FY26
Management Fee	75.9	57.5	60.1
Carried Interest	18.4	64.4	75.4
Other revenue	1.4	0.1	0.0
Other income			
Income from Sponsor Commitment/investments in funds	6.9	-7.6	16.7
Other income streams	1.4	1.3	5.5
Total Income	104.0	115.7	157.8

Industry Overview

Introduction to alternative assets:

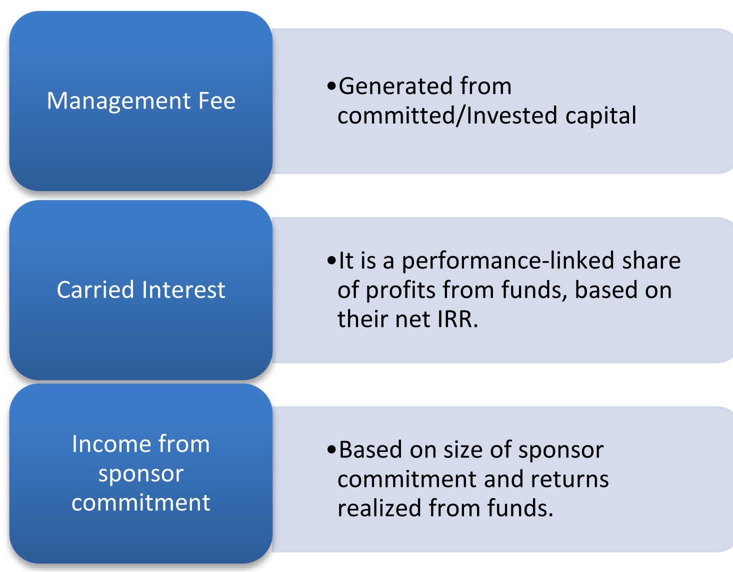
- Alternative assets are non-traditional investments that provide portfolio diversification and the potential for higher returns than traditional asset classes such as equities and bonds. These include private equity, venture capital, hedge funds, real estate, infrastructure and commodities. Alternative asset managers specialize in identifying, investing in and managing such assets.

- In India, the alternatives industry primarily comprises Alternative Investment Funds (AIFs), Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs), with AIFs accounting for the majority of the industry. Offshore funds also play an important role by pooling capital from international investors for investments in Indian assets. These funds often partner with domestic AIFs and AMCs to leverage their local market expertise, regulatory knowledge and deal-execution capabilities, providing international investors access to India's growing alternatives market.

Industry Revenue Model

The alternative asset management industry broadly follows a “2%/20%” compensation model, particularly in PE and hedge funds, comprising a recurring management fee and a performance-linked carried interest.

- **Management Fee:** Managers typically earn 1–2% of AUM, depending on the fund strategy, size, servicing requirements and client profile. Equity-oriented funds generally command higher and more stable fees, while debt and liquid strategies typically attract lower fees.
- **Carried Interest:** This is a performance-linked share of fund profits, typically ranging between 10–20%, designed to align the interests of fund managers with investors and incentivize superior fund performance.
- **Sponsor Commitment**: AIF sponsors are required to maintain a minimum commitment of 2.5% of the fund corpus or Rs.50 mn, whichever is lower, providing “skin in the game.” Industry practice has seen sponsor commitments of around 5–10% of fund corpus, which can also enhance the manager’s economics as no management fee or carry is charged on the sponsor’s own contribution.



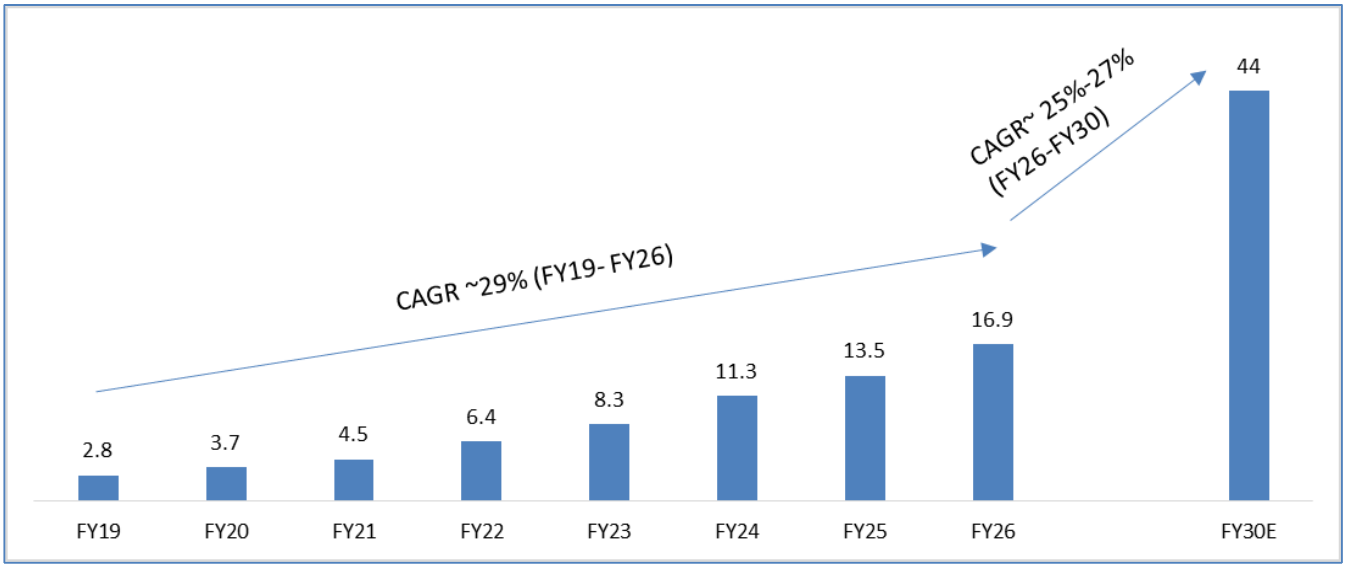
Comparison between MF AMC and AIF

Parameter	MF AMC	AIF
Use of Capital	Manages pooled retail/institutional money in SEBI-regulated mutual fund schemes	Invests directly in companies/assets via privately pooled funds (PE, VC, hedge, real estate, etc.)
Capital Risk	Diversified, liquid, relatively lower risk (especially in debt/large-cap equity schemes)	Higher risk, concentrated bets, exposed to both significant upside and downside
Profitability Profile	Stable, fee-based revenue driven by AUM across schemes	More volatile; earnings driven by lumpy carried interest and fund performance
Management Fee	Charged to investors as expense ratio (capped by SEBI, typically 1-2.25%)	Charged to investors as management fee (typically 1.5-2.5%), often with a lock-in
Carried Interest	Not applicable — AMC earns only management fee, no performance fee	AIF manager earns carried interest (typically 10-20%) over a hurdle rate
Valuation	NAV-based, marked to market daily	Periodic valuation, often at a discount to underlying NAV given illiquidity
Liquidity	High — open-ended schemes offer daily liquidity (NAV-based redemption)	Limited — closed-ended structure with lock-in periods (typically 3-10 years for Cat II/III)
Listed Precedent (India)	HDFC AMC, Nippon Life AMC, UTI AMC, Aditya Birla Sun Life AMC	No listed AIFs
Distribution	Wide retail distribution network (banks, distributors, direct/online)	Sold through private placement only, limited to eligible investors (max 1000 investors per scheme)
Investor Base	Open to all investors, including retail, with very low minimum investment	Primarily institutional and HNI investors; minimum investment of Rs. 1 crore under SEBI AIF Regulations
Regulatory Framework	Governed by SEBI (Mutual Funds) Regulations, 1996	Governed by SEBI (Alternative Investment Funds) Regulations, 2012

Factors Driving the Growth of AIFs in India

- **Growing HNI/UHNI Participation**: Rising wealth among HNIs, UHNIs and first-generation entrepreneurs is driving demand for differentiated investment opportunities with higher return potential.
- **Diversification & Higher Return Potential:** AIFs provide access to private equity, real estate, infrastructure and other alternative assets, enabling investors to diversify beyond traditional equities and bonds while seeking enhanced returns.
- **Increasing Institutional & Domestic Capital:** Rising participation from domestic institutions and increasing capital allocation towards alternatives are supporting sustained growth in the AIF industry.
- **Experienced Fund Managers:** The emergence of established fund managers with strong track records across market cycles is improving investor confidence and attracting greater capital to AIFs.
- **Supportive Regulatory Environment:** SEBI's evolving regulatory framework and greater transparency are strengthening the AIF ecosystem and supporting its institutionalisation.

AIF commitments to grow with CAGR of ~25-27% between fiscal 2026 and fiscal 2030 (In trillion)



- AIF commitments grew at a ~29.2% CAGR during FY19–FY26, reaching Rs. 16.9 tn as of FY26.
- AIFs are expected to remain among the fastest-growing managed investment products, with the market projected to grow at 25–27% CAGR during FY26–FY30 and reach Rs. 41–44 tn.
- Category II AIFs dominated the segment, accounting for 75.2% of total commitments as of FY26.

Investment Rationale

Proven Investment Track Record

- Gaja Capital has built a strong track record across 28 investments, with Prior Investments delivering a 5.61x MOIC and Fund II achieving 3.81x MOIC as of March 2026. Fund III is in the exit phase, while Fund IV has deployed 62% of its capital across six investments. The consistent performance across multiple funds and market cycles demonstrates the firm's investment expertise and ability to generate attractive returns.

Name of Fund (Vintage)	Fund Size (Rs mn)	Sponsor Commitment (Rs mn)	Current Status	Total No. of Investments	MOIC	IRR
Prior Investments (2005)	N.A.	210.93	Deployed and fully realized	4	**5.61x**	N.A.
Fund II (2007)	9,024.26	540.00	Deployed and largely realized	8	**3.81x**	18.61%
Fund III (2015)	15,983.80	700.00	Deployed and partially realized	10	**1.88x**	9.40%
Fund IV (2021)	17,750.41	1,500.00	Under deployment and unrealized	6	**1.74x**	27.91%

Experienced Promoters and management team

- Gaja Capital is led by an experienced management team with strong expertise across AIFs, private equity and financial services. Its 15-member Core Team includes 10 investment professionals, four operating professionals and one investor relations professional, supported by experienced Operating Advisors and the Board. The three Promoters bring 19–27+ years of experience, while senior leadership has an average tenure of 17 years, supported by equity ownership that promotes long-term alignment and low attrition.

New Funds to Drive Revenue Growth

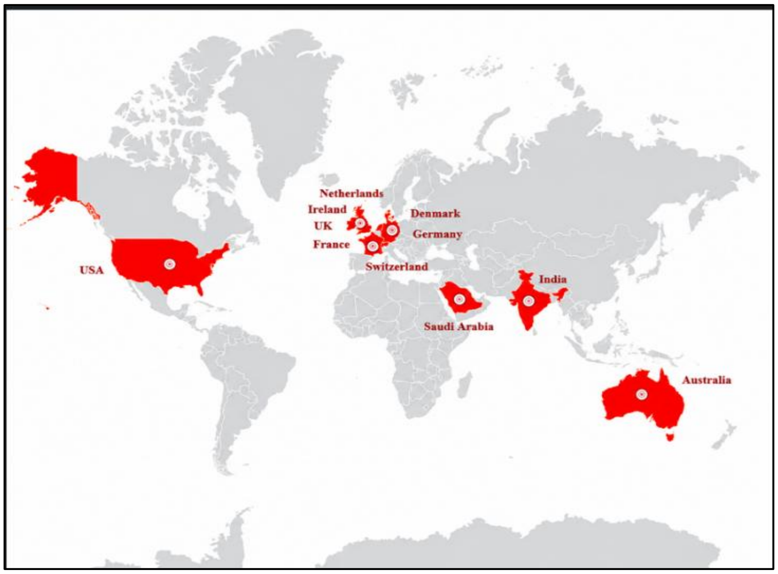
- Gaja Capital is in the process of launching Gaja Capital India Fund V and the Secondary's Fund, which will expand its fund corpus and directly contribute to revenue through management fees and carried interest. The launch of these funds is expected to strengthen the Company's revenue base and support sustained growth.

Invest-and-Collaborate Approach

- Gaja Capital goes beyond capital infusion through active engagement and board representation across portfolio companies, leveraging its investment and operating expertise.
- The Operating Team works with portfolio companies across product, sales, HR and financial management, while supporting strategic initiatives, fundraising and exit opportunities such as IPOs and M&A

Strong Global Investor Network

- Gaja Capital has long-standing relationships with a diversified global LP (limited Partner) base across 20+ countries, including Canada, the US, UK, Netherlands, Ireland, France, Germany, Denmark, Switzerland, Australia and Saudi Arabia. Its global network provides access to international capital and supports fundraising and investment opportunities for the Gaja Capital Funds and portfolio companies. 63.42% of total commitments are from overseas LPs, while domestic participation has also increased, with Fund IV attracting 72 domestic LPs. This diversified investor base strengthens Gaja Capital's ability to raise future funds and source investment opportunities.



Concerns / Risks

Dependence on LP Fundraising and Capital Calls

- Gaja Capital's business is dependent on its ability to raise capital from LPs and receive timely capital contributions. Fundraising can be affected by fund performance, market conditions, regulatory changes and evolving investor preferences, while overseas LPs may reduce India allocations due to global opportunities or macroeconomic factors. Delayed or insufficient capital calls could constrain fund investments, increase financing costs and result in missed investment opportunities.

Dependence on Fund Performance

- Gaja Capital's income is closely linked to the performance of funds managed and advised by it, with management fees, carried interest and sponsor commitment income forming its key revenue streams. Poor fund performance, lower AUM or a decline in management fees and carried interest could adversely impact revenue, profitability and cash flows.

Regulatory Compliance

- Gaja Capital is subject to SEBI AIF Regulations and extensive compliance requirements, including reporting, record maintenance, audits and fiduciary obligations. Any regulatory non-compliance or adverse action against the investment manager or Investment Committee members could result in penalties and potentially restrict its ability to manage existing funds or raise new funds, adversely impacting business and financial performance.

Fund Launch and Regulatory Approvals

- Gaja Capital's growth depends partly on successfully launching new funds, including Fund V and the Secondary's Fund. Delays or failure in obtaining SEBI registrations and other required approvals could postpone fundraising and capital deployment, potentially affecting future fee income, growth prospects and the use of IPO proceeds.

Valuation and Recommendation

Gaja Capital, incorporated in 1999, is an independent, India- Centric alternative asset manager focused on private equity and Alternative Investment Funds (AIFs), acting as an investment manager to Category I/II AIFs. It invests in mid-market companies across Education-Employment-Employability (EEE), financial services, consumer and digital technology, following an "invest-and-collaborate" approach focused on growth and value creation. Gaja Capital has raised four funds, with Fund II (2007) at Rs. 902 Cr, Fund III (2015) at Rs. 1,598 Cr and Fund IV (2021) at Rs. 1,775 Cr, while prior investments date back to 2005. Its funds have delivered MOICs (Multiple on Invested Capital) of 5.61x, 3.81x, 1.88x and 1.74x, for fund I to IV respectively.

Gaja Capital offers an attractive valuation opportunity, supported by its scalable alternative asset management platform, strong growth and healthy profitability. FY26 revenue stood at Rs. 158 Cr, registering a 23% CAGR over FY24–26, while EBITDA margin remained strong at 60%. The company is offered at 23.4x EV/EBITDA and 27.5x P/E, reflecting a relatively reasonable valuation given its high-margin, asset-light business model. Its 16% ROE provides a strong base for further improvement as management fees, AIF commitments and carried interest scale up. The company's diversified revenue streams and potential for operating leverage provide visibility on long-term growth, while its strong profitability supports the current valuation. Given the scalable business model, healthy margins, strong revenue growth and attractive valuation, we assign a "Subscribe" rating with a positive long-term outlook.

Listed Peers

FY 2026	Anand Rathi	HDFC AMC	Nippon Life India AMC	Gaja Capital
Revenue (Cr)	1,253	4,622	2,933	158
CAGR (FY24-26)	*29%*	*21%*	*20%*	*23%*
Management Fee (Cr)	NA	4,103.2	2,680.1	60.1
Carried Interest(Cr)	NA	NA	NA	75.4
Income from Sponsor Commitment/investments in funds (Cr)	NA	NA	NA	16.7
AIF commitments (Bn)	NA	26.0	93.3	2.7
EBITDA (Cr)	481.5	3,295.3	1,866.2	94.3
EBITDA Margin (%)	38%	71%	64%	60%
ROE (%)	47%	33%	35%	16%
EV/EBITDA	75.5	32.2	39.8	23.4
P/E (Post IPO)	79.1	35.9	45.3	27.5

Source: Company Data, NBRR

Financials

P&L (Rs. Cr)	FY24	FY25	FY26
Net Revenue	**104**	**116**	**158**
% Growth	*-9%*	*11%*	*36%*
Employee Cost	22	29	35
% of Revenues	*20.8%*	*24.7%*	*22.3%*
Other expenses	25	25	28
% of Revenues	*23.8%*	*21.6%*	*18.0%*
EBITDA	**58**	**62**	**94**
EBITDA Margin	*55.4%*	*53.7%*	*59.8%*
Depreciation	1	2	3
Other Income	0	0	0
Interest	1	1	4
PBT	**55**	**59**	**87**
Tax	10	-3	5
Tax rate	*19%*	*-5%*	*6%*
Adj PAT	**45**	**62**	**82**
% Growth	*8%*	*38%*	*32%*
EPS (Post Issue)	**3.2**	**4.4**	**5.8**

Ratios & Others	FY24	FY25	FY26
Debt / Equity	0.03	0.02	0.09
EBITDA Margin (%)	55%	54%	60%
PAT Margin (%)	43%	54%	52%
ROE (%)	14%	17%	16%

Turnover Ratios	FY24	FY25	FY26
Debtors Days	221	416	304
Creditor Days	29	49	19
Asset Turnover (x)	0.30	0.29	0.24

Valuation Ratios	FY24	FY25	FY26
Price/Earnings (x)	50.4	36.4	27.5
EV/EBITDA (x)	38.3	35.5	23.4
EV/Sales (x)	21.2	19.0	14.0
Price/BV (x)	6.8	5.7	3.7

Source: Company Data, NBRR

Balance Sheet (Rs. Cr)	FY24	FY25	FY26
Share Capital	0.02	0.02	56
Other Equity	332	389	550
Non-controlling interest	2	4	7
Networth	**334**	**393**	**613**
Total Loans	**10**	**10**	**53**
Other non-curr liab.	33	29	28
Trade payable	8	16	8
Other Current Liab	3	4	4
Total Equity & Liab.	**389**	**452**	**706**
PPE	2	1	2
CWIP	0	0	4
Other Intangibles / RoU	6	5	11
Non Curr. Fin assets	252	238	361
Other non Curr. assets	11	7	5
Inventories	0	0	0
cash and cash equivalents	24	25	71
Bank bal	0	0	35
Trade receivables (debtors)	63	132	131
Other Current assets	32	43	85
Total Assets	**389**	**452**	**706**

Cash Flow (Rs. Cr)	FY24	FY25	FY26
Profit Before Tax	55	59	87
Provisions & Others	-5	2	-13
Op. profit before WC	**50**	**61**	**74**
Change in WC	-27	-64	-84
Less: Tax	-2	-6	-5
CF from operations	**21**	**-9**	**-15**
Purchase/Sale of PPE	-7	13	-111
Purchase/Sale of Invest.	1	1	2
Int, div & other inc	0	0	0
CF from Investing	**-6**	**14**	**-109**
Proceeds/Repay. LT debt	1	0	163
Payment of lease liab.	-0	-0	-3
int & div paid	-6	-7	-8
CF from Financing	**-6**	**-7**	**152**
Net Change in cash	**9**	**-1**	**27**
Cash & Bank at beginning	15	27	43
Cash & Bank at end	23	25	71

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